

Title	Regulation for the functioning of the Compliance Body
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NOTE: The present document represent the English version of document under reference at the specified revision. In case of conflict the Italian version will prevail . To identify the revised parts reference must be made to version in Italian language only.

Preparation	Approval	Authorisation of issue	Application date
Compliance Officer	Directive Council	The President	2009-12-01

Article 1 – Scope and field of application

1.1 ACCREDIA has established a Body for compliance and control (OdV) for the functioning, effectiveness and compliance with the organisation, management and control Model which has been adopted by ACCREDIA following the decision of the Directive Council (Board of Directors). The aim of the Model is to prevent criminal acts for which ACCREDIA can be considered administratively culpable in the application of the Legislative Decree n. 231 of June 8, 2001, which calls for “Discipline in administrative responsibility by juridical persons, by companies and associations, also not possessing juridical entity, pursuant to article 11 of Law n. 300 of September 29, 2000” (hereinafter called the “Decree.”)

1.2 The present ACCREDIA Regulation is aimed at giving discipline to the procedures of the OdV, identifying, in particular, the powers, duties and responsibilities it possesses.

1.3 In carrying out its work, the OdV must adhere to principles of autonomy and independence.

1.4 In order to guarantee the principle of impartiality, the OdV is placed at the top of ACCREDIA's hierarchy, reporting and answering directly to the Directive Council if any violations to emerge are referable to the Directive Council.

Article 2 – Appointment and composition of the OdV

2.1 The OdV is a corporate body composed of four acting members (counsellors), of whom one is the President. One of the four counsellors is by right the person who is an ACCREDIA Compliance Officer. The Compliance Officer takes part in the work of the OdV but without voting rights.

2.2 The Directive Council appoints the OdV and its President.

2.3 The members of the OdV are experts in matters of company organisation, finance, review and management, professional and legal skills and in possession of the requirements of honesty and esteem pursuant to article 05 of the Legislative Decree n. 161 of March 18, 1998.

2.4 In order to guarantee the autonomy and independence of the OdV it is possible to appoint both external members and internal members who do not have operative duties (excluding members of the Directive Council or of the Accreditation Committees).

2.5 The members of the OdV must not have family ties with the ACCREDIA top management, nor must they be tied to ACCREDIA by major economic commitments such as being a major shareholder or by any situation which could result in a conflict of interests.

2.6 The OdV shall possess adequate financial and logistical means to permit normal operations. To meet this aim, the Directive Council shall provide the OdV with sufficient funding solely for use as expenses incurred for work.

2.7 The engagement is made in written form and it shall include the commitment to respect the present regulation, the principles of confidentiality, autonomy and independence.

Article 3 – Duration of engagement period, substitution and recall of OdV members

3.1 Apart from the Compliance Officer, the members of the OdV retain their position for three years with the possibility of reconfirmation. In any case each member retains his/her position until the appointment of a successor.

3.2 If the President or a member of the OdV finds a cause of incompatibility pursuant to point 2.5, the ACCREDIA Directive Council, after fully examining the case and conferring with the person involved, establishes a date at not less than 30 days within which the situation of incompatibility shall be terminated. At the end of such period and if the situation has not been resolved, the Directive Council withdraws the mandate.

3.3 In cases of withdrawal, incapacity, death etc of a member of the OdV, the President communicates as such promptly to the Directive Council for the appointment of a substitute.

3.4 In cases of withdrawal, incapacity, death etc of the President, the oldest member in terms of age takes his/her place and retains the position until the Directive Council has appointed a new President of the OdV.

3.5 Withdrawal from the OdV by a member is possible at any given moment and it shall be communicated to the Directive Council in written form together with the reasons for such withdrawal.

3.6 In order to protect the OdV from an unjustified termination of the mandate of one of its members by the Directive Council, such termination can be deliberated by the Directive Council only for due and justified cause.

Due and justified cause of termination means:

- a hindrance or incapacity or grave infirmity making it impossible for the member of the OdV to undertake his/her tasks for a period of more than six months;
- a grave inadequacy in conducting his/her duties as defined in the organisational Model;
- a ruling by ACCREDIA pursuant to the Legislative Decree, this being legal proceedings conducted by plea bargaining on a count of omitted or insufficient compliance by the OdV according to article 6, subparagraph 1, letter d) of the Legislative Decree;
- in cases of a non-definitive conviction against a member of the OdV for an offence committed under the Legislative Decree 231/2001, or which in any case involves a prohibition – even temporary – from public offices, this being also a temporary prohibition from the offices of juridical persons and organisations;
- if what is envisioned in points 2.5 and 3.2 of the present regulation takes place.

In the above cases, the Directive Council shall appoint a new member of the OdV to substitute the one whose mandate has been terminated.

If the termination is confirmed for all members of the OdV, the Directive Council shall appoint a new one.

If a judgment has been issued, the Directive Council, in the aftermath of such conviction, has the power to suspend the powers of the OdV or one of its members and can appoint an interim OdV or appoint a new member.

Article 4 – Confidentiality obligations

4.1 The members of the OdV are committed to confidentiality regarding the news and information they acquire in the course of their duties.

4.2 The members of the OdV ensure confidentiality of the information of which they come into possession, with particular reference to the comments they may receive for infringements of the Model and of its constituent parts, and they shall not seek or use confidential information. All information possessed by the OdV is used in compliance with the legislation in force, and, in particular, with the sole text for the protection of data, Legislative Decree n. 196 of June 30, 2003.

Article 5 – Duties and powers of the OdV

5.1. See the organisational Model for the description of the duties and powers of the OdV, the reference activities, the obligations of information and the verifications of the adequacy of the organisational model.

5.2. In order to be in accordance with the above subparagraph, the OdV has the powers given here below:

- a) to issue internal dispositions for the regulation of the OdV's activities. Such dispositions, which require adequate motives, (e.g. dispositions resulting from urgent or necessary situations) shall be autonomously issued by the OdV, whilst not conflicting with ACCREDIA Regulations or with requirements for the attainment of mutual recognition (MLA).
- b) to have access to every relevant organisation document for the tasks of the OdV pursuant to Legislative Decree 231/2001.
- c) to perform compliance audits both directly or through a compliance auditor. The qualification requirements of the compliance auditor shall be defined on a case-by-case basis by the OdV.
- d) to use external consultants of proven competence, if necessary, for activities of verification and control and update of the Model.
- e) to ask any ACCREDIA employee or director to promptly supply information, data requested for identifying matters related to activities of the organisation related to the Model and for the verification of the implementation of such by the competent company personnel (in case of lack of collaboration the Directive Council shall be referred to).
- f) to refer to the ACCREDIA statutory Bodies.
- g) to request action from the personnel whose task it is to apply disciplinary measures in cases of ascertained infringements of the Model and of its contents.

5.3. For a more effective performance of its tasks, the OdV can decide to delegate certain tasks to its individual members, although all tasks even if given to individual members are also those of the OdV.

5.4 Meetings are convened at least 5 working days in advance, by email or other written forms of communication. This can be reduced with the agreement of all the counsellors. A meeting is deemed valid if 3 counsellors are present.

5.5 Voting is by absolute majority (half plus one counsellor with voting rights. If the OdV consists of 3 members with voting rights, a favourable vote of two members is sufficient). The Compliance Officer does not have voting rights. If one of the counsellors with voting rights is absent, s/he can vote after the meeting in writing (email, fax) after having been told about what happened at the meeting.

5.6 The OdV meetings are recorded by the counsellor who performs the duties of a secretary, tasked to do so by the OdV. The minutes are kept by the Compliance Officer according to the procedure for the management of documents. The reports of the OdV are sent to the members, to the President, to the General Di-

rector, to the Department Directors, and to the ACCREDIA Management System Head Officer. The list of recipients is written on the report of the meeting.

5.7 The OdV meets at least 4 times per year unless there are serious problems for its members for doing so.

5.8 If a member of the Compliance Body fails to attend more than twice on successive occasions his/her membership is considered to be terminated.

5.9 If the President is absent the meeting of the Body is presided over by the oldest member in terms of age.

Article 6 – Modifications of the Regulation

Modifications of the present regulation may be adopted by the OdV and subsequently approved by the Directive Council.