



Camera Nazionale della Moda Italiana

**CAMERA NAZIONALE DELLA MODA ITALIANA**  
STATUTE OF THE ASSOCIATION

Milan, April 15<sup>th</sup> 2014



ASSOCIATION OF SOCIAL PROMOTION  
CAMERA NAZIONALE DELLA MODA ITALIANA

STATUTE

ART. 1 – NAME

It is established an Association of Social Promotion named:

“Camera Nazionale della Moda Italiana”

(the “Association”) is established in accordance with the terms of the Civil Code concerning the associations, law 383/2000 as well as with the present Statute:

ART. 2 – HEADQUARTER – OFFICES – DELEGATIONS

(a) The Association is located in Milano

(b) Remaining firm the registered office in Milano, the Board of Directors may move the offices anywhere in the city of Milano and, furthermore, open secondary sites, offices and delegations, also of temporary nature, in any Italian location or other countries, as well as close and transfer secondary sites, offices and delegations.

ART. 3 – DURATION

The duration of the Association is established, unless extended, up to December 31<sup>st</sup> (thirty first) 2100 (two thousand and one hundred).

ART. 4 – LOGO OF THE ASSOCIATION AND ITS USE

(a) The Association is the sole owner of a collective logo consisting of a figure which reproduces the design of the paving of the Piazza del Campidoglio in Rome accompanied by the words "Camera Nazionale della Moda italiana".

(b) The logo can be utilized, as well as directly by the association and its subsidiary companies, also by its members, prior written authorization by the Board of Directors, to characterize individual fashion shows, events, or for other purposes specified in the application for authorization, provided that the requesting member is up to date with the payment of association fees and will always use the logo in conjunction with the specification that he is a member of the Association and that such use is made in the manner specified from time to time in writing by the Association. In any case, each use must comply with the requirements of decorum and prestige compatible with the aims and purposes of the Association and will take place in the context of the specific activity of the member in the fashion industry.



(c) If the logo is used in violation of the foregoing, the Board of Directors, at its own initiative or upon notification by other members, will impose on the offenders, at its own discretion, a written warning, and possibly dispose the loss of the right to use the logo, as well as the suspension of the member from the Association. The Board of Directors may also submit to the Assembly a proposal for the exclusion of the member, without prejudice to the right to seek legal action for damages

#### ART. 5 – AIMS AND PURPOSES

- (a) The Association is a non-profit organization and it is non-political, non-partisan and non-denominational.
- (b) Its aims are to:
- (i) represent the highest values of Italian fashion and style and to protect, coordinate, promote, control, and enhance the image of Italian fashion both in Italy and abroad;
  - (ii) protect the legitimate interest of the sector and, if necessary, of its members;
  - (iii) coordinate the energies of individuals and/or legal entities mainly Italian, but also of other nationalities, that, due to their particular qualification and/or competence can and want to give an active contribution to the development, enhancement and a better knowledge of the Italian costume, style and fashion even through the comparison of costume, style and fashion of other countries.
  - (iv) represent the members in the relations with the Institutions, the Administrations, with the Economic, Political, Cultural and Social Organizations and with any other component of the society in Italy and abroad;
  - (v) collaborate with Public and Private Organizations that have common interests and goals in order to promote the progress, growth, knowledge, trade and anything else of value for the sector;
  - (vi) be the reference point and privileged interlocutor for national and international initiatives that have to do with style, costume and fashion;
  - (vii) promote activities of research and experimentation in the various business areas
- (c) To reach these aims and purposes, the Association may:
- (i) promote the development of fashion through the organization, both in Italy and abroad, of shows and fashion events, of seminars, conferences and exhibitions in general, and by the adoption of any initiative aimed at the better understanding of the problems relating to the areas concerned;
  - (ii) draft programs, reports and publications for the promotion of Italian fashion;
  - (iii) carry out, promote or give its patronage to conferences, seminars and to basic and advanced training courses aimed at preparing young people for the various professions of the industry and at the enhancement of skills and handcraft manufacturing of the various territories;
  - (iv) provide support and consulting, if required, for operators of the sector; indicate and find, through special surveys and privileged agreements, appropriate financial tools for the implementation of the initiatives listed above;



- (v) promote or give patronage for the creation of a Permanent Museum of Fashion in one or more Italian cities, of interest for fashion itself;
  - (vi) take initiatives aimed at protecting the manufacturing skills existing in Italy today;
  - (vii) take initiatives to enhance the historical archives of the members and the artistic and technical documents of the single members, coordinating and/or collaborating with other Public and Private Entities, who may be interested to the same problem;
  - (viii) reach agreements for single radio and television shows or complete cycles of shows with public or private networks, for press releases, for advertising and public relations services;
  - (ix) coordinate the collaboration with ministries, regions, provinces, municipalities, public and private corporations, business associations, in the interest of the members and in particular with the authorities responsible for the protection and diffusion of Italian style, costume and fashion;
  - (x) create permanent relations between Camera Nazionale della Moda and the most representative Schools/Universities Italian and foreign, to promote projects of research and studies on style, customs and fashion, eventually creating international scholarships;
  - (xi) draft legislative proposals and prepare possible amendments to the national or regional projects on issues related to the field of competence;
  - (xii) collect and coordinate all regional, national and international laws, regarding the fashion industry;
  - (xiii) carry out researches, also comparative, with particular regard to the legislation of the EU Countries, in relation to trademarks and patents,
  - (xiv) carry out researches on national and regional legislation in the field of exhibitions and fairs and draw up propositions of revision and/or promotions;
  - (xv) proceed, if useful to the better functioning of the Association and to the need of internal discipline, to the breakdown of the members by field of competence, on the basis of the members' categories;
  - (xvi) prepare financing projects for multi-annual programs, also contemplating the development strategies of institutional events and commercial promotion of Italian fashion, style and costume in the world or other initiatives in this respect in Italy and abroad;
  - (xvii) adopt regulations in which, in accordance with institutional aims of the Association, are set out guidelines for its activities as well as of singles or groups and categories of members or bodies within it;
  - (xviii) promote and carry out every other activity of any nature, related to the achievement of its purposes or deemed useful by the Assembly or by the Boards of Directors.
- (d) Furthermore, again with the object of the implementation of its aims and purposes, the Association may:
- (i) acquire stakes also of control, in commercial companies or other entities, both Italian or foreigner, already existing or to be established in the future also by the initiative of the Association, in order to carry out through the same, the activities listed above, and thus indirectly pursue the associative aims;
  - (ii) carry out, directly or through its subsidiaries, non-profit economic activities compatible with the purposes of the Association and appropriate to achieve the aims and purposes at issue.



#### ART.6 – PATRONAGE

The association may request the patronage of State Bodies or Public Entities and benefit, as part of the realization of its scope, also of the intervention of other associations or Private Entities.

#### ART.7 – MEMBERS

(a) In the light of the aims and purposes of the Association as set forth in paragraph (b) of the preceding Art. 5, the membership of the Association is limited to individuals and legal entities operating in the fashion industry in Italy and having their historical roots in Italy and/or having in the country their industrial and creative roots, with particular reference to the origin of the brand, the availability of an archive and the methods of carrying out their activities of creating, designing and prototyping of products.

(b) The members of the association will be divided into ordinary members and honorary members as follows:

- (i) The ordinary members are Italian individuals or Italian or foreign legal entities admitted into the Association pursuant to Article 8 that, satisfying the criteria referred to in paragraph (a), are engaged in creation and/or production and/or marketing in the field of Italian fashion and style, also as licensees for complementary products;
- (ii) honorary members are individuals whose status is exclusively granted by the assembly, with a simple majority of the votes, for special and outstanding merits, on the proposal of the Board of Directors. Honorary members do not have any voting rights and, therefore, are exempted from paying the membership fee.

#### ART. 8 – ADMISSION

(a) The status of ordinary member with its rights and obligations is acquired through the enrollment in the membership book, following the decision by a majority of 3/4 (three quarters) of the Board of Directors, after having heard the non-binding opinion of the Admission Committee, upon the presentation by subjects in possession of the requirements set out in Article. 7, of a written admission application, addressed to the Board of Directors. With a resolution passed by the same majority above specified, the Board may invite individuals or entities, in possession of the requirements, set forth to become members the Association.

(b) The application submitted by entities, other than individuals, must include the name, the address and the Chamber of Commerce registration number, as well as personal details, residence and address of the legal representative of the entity and, upon proof of powers, must be signed by him.

The application submitted by individuals must include personal details, as well as the profession and any academic or honorary titles of the aspiring member.

(c) In the application, the applicant must provide ample written evidence of the existence of the requirements specified in Article 7. In any case, the applicant must declare to accept the obligations under the Statute and Regulations of the Association.



(d) Until the Board of Directors has not acted, with regard to the admission application, the candidate to the ordinary membership may be admitted to all the events of the Association as “guest”.

#### ART. 9 – MEMBERS’ RIGHTS AND OBLIGATIONS

(a) Both, ordinary and honorary members, have the right to participate to the Assembly and other activities of the Association according to the rules set forth in the present Statute and other eventual regulations issued by the Board of Directors.

(b) Each ordinary member has the right to express one vote during the Assembly of the Association.

(c) All members are required to:

- (i) comply with the provisions of this Statute and the before mentioned Regulations, as well as to observe the deliberations and decisions of the bodies of the Association;
- (ii) immediately inform the Board of Directors of any variations of elements or requirements for the admission to the association that may occur.
- (iii) refrain from any action in conflict with the guidelines issued by the Association, in accordance with the provisions of this Statute and the Regulations referred to above. In particular members must give prior notice to the Association of any collective events, Italian and foreign, not directly organized by the Association, to which they intend to participate to the extent that the same may be in conflict or are likely to have an impact on the timing of events organized by the Association; must request prior authorization for the use, according to the rules and conditions laid down in Art. 4, for their interest and benefit, of the logo and brand of the Association;
- (iv) pay the "one-off" fee fixed at the time of admission and no later than the 31<sup>st</sup> (thirty-first) of January of each year, the annual membership fee fixed by the Assembly, it being understood that, in their absence, the Association may take any action permitted by law and by the present Statute, including recourse to the collection procedure to obtain payment of the amounts due in addition to interest for late payment. In case of delayed payment, the member may be suspended, unless he corresponds what due by March 31<sup>st</sup> (thirty-first) of the same year.

(d) Without prejudice to the provisions of Art. 10, the member suspended for non-payment will still have to pay the membership fee for the current year and may be reinstated upon payment of the annual contributions not paid, upon favorable resolution of the Board of Directors.

#### ART.10 – SUSPENSION, LOSS OF MEMBERSHIP STATUS AND RECESS

(a) Membership status is lost in the event of death of the individual or extinction of the legal entities or not personified entities, if subjected to bankruptcy or other insolvency proceedings - except those agreed in receivership and continuity -, loss of statutory requirements, recess or exclusion.



(b) The ordinary or honorary member that does not fulfill its obligations set forth in the Statute or by the provisions by the Board of Directors or that, with his behavior has caused serious damage to the image of the Association, may be suspended by resolution of the Board of Directors and excluded from the Association by resolution of the Members Assembly.

(c) In the event of the suspension of a member, the Board of Directors must, without delay, send him the relative communication and, simultaneously, summon the Assembly that will deliberate on the exclusion. If required by particular circumstances - or in the event that the Board intends to confer in advance with the person concerned - and prior to reasons mentioned by the Board in the communication to the member in the above terms, the summoning of the Assembly by the Board of Directors may be delayed for a period not exceeding, in any circumstances, 20 (twenty) days.

(d) The members may recede, with a written notice, sent at least 3 (three) months before the end of the social year, by insured letter with return receipt. The recess, if communicated by September 30<sup>th</sup> of each year will be effective as of January 1<sup>st</sup> of the following year; if communicated after that date, it will be effective as of January 1<sup>st</sup> of the second following year, being understood that the member is obliged to the payment of the fees for the current year and eventually for the next year, in case the communication of recess was sent after September 30<sup>th</sup>.

(e) Notwithstanding the provisions of paragraph (a) in case of death of an individual member, his heirs or company that, by maintaining ownership of the brand, have continued the operations, will maintain active membership status, by applying within 6 (six) months from the date of death. In this case they will not be required to pay the "one-off" admission fee.

(f) The ordinary or honorary membership status is not transferable by inter vivos trust.

#### ART.11 – MEMBERSHIP FEE

Annually, the Assembly, upon approval of the budget proposed by the Board of Directors, determines the amount of the membership fee due by ordinary members, taking into account the forecasts for the next financial year

#### ART. 12 – SOCIAL BODIES

(a) The social bodies of the Association are:

- (i) The Members' Assembly;
- (ii) The Board of Directors
- (iv) the Board of Auditors

(b) The Executive Council, during its first meeting, will elect, from among its members, the President, who shall be remunerated with a fee established by the Assembly pursuant to Article. 16, paragraph (a) (iv) and possibly one or more Vice Presidents, and appoint, always from among its members, a Managing Director, determining his remuneration and powers.



#### ART. 13 – MEMBERS' ASSEMBLY

- (a) The Assembly is made up of the ordinary members who can participate but only if in compliance with the payment of dues. Honorary members may participate to the assembly but without the right to vote.
- (b) Also the Board of Auditors has the right to participate at the Assembly
- (c) Every ordinary member has the right to one single vote.
- (d) The Assembly can be ordinary or extraordinary according to the matters submitted to deliberation as better specified in the subsequent Articles 15, paragraph (b) and 16, paragraphs (a) and (b).

#### ART. 14 – CONVENING OF THE ASSEMBLY

- (a) The assembly is convened by the President at least once a year within the 30<sup>th</sup> (thirty) of June, with an insured letter sent to the address of the ordinary and honorary members resulting from the documents of the Association, or through written communication sent via certified electronic mail, or via telefax to be sent to the e-mail address and/or to the telefax number indicated by the members of the Association.
- (b) The ordinary or extraordinary Assembly may also be convened at any time, as well as on the initiative of the President, upon the written request of at least one third of the ordinary members or a majority of members of the Board of Directors in accordance with any terms set out in paragraph (b). In such cases, the requests made by the members of the association or the members of the Board of Directors should indicate the issues to be put on the agenda.
- (c) The notice convening the Assembly shall indicate the matters on the agenda, the date, time and place fixed for the meeting at first and possibly second call and how to participate to the same via video conference.
- (d) The date of the first call has to be set at least twenty (20) days after the date of the mailing of the letters of convocation. The date of second call cannot be set for the same day set for the first call.
- (e) The ordinary members who wish to participate to the assembly via video conference need to communicate it to the Board of Directors at least 2 (two) days before the date set for the first call of the assembly.

#### ART. 15 – VALIDITY OF THE RESOLUTIONS AND MAJORITIES

- (a) The ordinary or extraordinary assembly is presided by the President or, in case of his absence or impediment, by one of the Vice Presidents (if appointed) or yet by another person designated by the Assembly itself, and is validly constituted on first call, if at least half plus one of the ordinary members are present. On second call, the ordinary Assembly is validly constituted regardless of the number of ordinary





members present, while the extraordinary Assembly is validly constituted with the presence of at least 2/5 (two fifths) of the ordinary members attending.

(b) The Assembly is ordinary or extraordinary as better specified in the following Article 16.

(c) The resolutions of the ordinary Assembly are approved both in the first or second call, by the affirmative vote of a simple majority of the ordinary members present, except for the resolutions for which it is otherwise provided in this Statute, while (except as provided in paragraph (d)) for the resolutions of the extraordinary Assembly it is necessary the favorable vote of 2/3 (two thirds) of the ordinary members present in both first and second call. In any case, the computation is carried out without taking into account any abstentions.

(d) Notwithstanding the provisions of paragraph (c) to approve the dissolution of the Association, the favorable vote of at least 3/4 (three quarters) of ordinary members in both first and second call is necessary.

(e) Every ordinary member may be represented by another ordinary member. Each member may not receive more than one proxy. In the case of companies, the legal representatives may be replaced in the manner prescribed by their internal regulations, with prior notice to the President, yet always saving the right to give and receive a proxy in accordance with the preceding paragraph.

(f) The minutes of the Assembly is drawn up and signed by the Secretary appointed by Assembly and is countersigned by the President.

(g) The Assembly shall vote by roll call with an open vote unless, for specific resolutions, a simple majority of the ordinary members present at the Assembly may request that the vote takes place with a secret ballot.

(h) The resolutions approved by the Assembly, taken in compliance with the present Statute, are binding for all members, even if not present, dissenting or abstaining.

#### ART. 16 – DUTIES OF THE ASSEMBLY

(a) Ordinary Assembly:

- (i) it approves the budget of the Association by June 30<sup>th</sup> of each year;
- (ii) it takes decisions on the guidelines of the Association's activities;
- (iii) it defines the amount of the annual association fee and the eventual "one-off" fees;
- (iv) it appoints the Board of Directors, after defining the number of its members, in the manner indicated in Art. 17 and determines the amount of expenses to be reimbursed to the Directors.
- (v) it determines the remuneration and expense reimbursement of the President;
- (vi) it revokes for serious reasons the Board and/or the single Directors;
- (vii) it appoints the Auditors and their President and resolves on whether to revoke them;
- (viii) it resolves on any matter submitted for its approval by the Board of Directors;
- (ix) it resolves on the exclusion of members on the proposal of the Board of Directors;



- (x) it approves the appointment of honorary members;
  - (xi) it appoints the eventual Honorary Presidents up to a maximum of 3.
- (b) Extraordinary Assembly:
- (i) it approves statutory amendments;
  - (ii) it approves the extension of the duration term of the Association;
  - (iii) it approves the dissolution of the association and, in such a case, it decides the destination of the assets in line with the purposes of the Association and in accordance with the legal provisions in force at the time of dissolution;
  - (iv) it resolves on acts of disposal of any real estate assets of the Association;
  - (v) it defines at the end date of the Association, the liquidation procedures and appoints the liquidators;

#### ART. 17 – ELECTION OF THE BOARD OF DIRECTORS

- (a) The Association is managed by a Board of Directors consisting of an odd number of members between 9 (nine) and fifteen (15) as may be approved by before his election. The Board of Directors remains in office for two (2) years including that in which the Board of Directors has been appointed and its members may be reappointed without any limitation.
- (b) The Assembly will appoint the Board of Directors on the basis of lists of candidates submitted pursuant to the following paragraphs of this Article. 17.
- (c) Each list has to be undersigned by at least 20 ordinary members;
- (d) The lists of candidates, undersigned by the submitting members, accompanied by the documentation required by this Statute shall be deposited at the Company's registered office at least ten (10) days before the date set, on first call, for the Assembly. The deposit of the list of candidates, carried out as indicated in this paragraph (d) will also be valid for the second call of the Assembly, if foreseen.
- (e) Declaration of ineligibility :
- (i) the candidates present in the lists need to be members of the Association, with the exception of 1 (one) candidate which can be a non-member, and
  - (ii) each candidate can be present in only one list.
- (f) Each list must clearly state the candidate members (individuals or legal entities with an indication of the individual who will represent it) up to a maximum of 15 (fifteen). Candidates will also need to be ordered in a sequential number. Together with each list it will be also necessary to deposit at the registered office of the Association, by the deadline foreseen for the submission of the lists, the curriculum vitae of each individual candidate, specifying among other things the company he represents. The list of candidates for which have not been observed the provisions of the preceding paragraphs shall be deemed as not



submitted. Each list must contain the name of the person who, if elected, will assume the Presidency of the Association and the one intended to take up the post of Managing Director.

- (g) Each ordinary member can vote only one list.
- (h) All members of the Board of Directors will be taken from the list that has obtained the largest number of votes.
- (i) In the event no list is submitted, the assembly will appoint the Board of Directors by acclamation, that is by the majority of the members present.
- (j) If during the three years of office one or more directors ceases to be operative, for any reason what so ever, and provided that such termination does not lessen the majority of the directors elected by the Assembly, the Board of Directors shall replace the ceased Directors by co-optation, it being understood that if the director ceased was the representative of a legal entity member it will be co-opted another person on behalf of such member. The directors so co-opted shall hold office until the meeting of the next Assembly, which will proceed to their confirmation or replacement under the terms and ordinary majorities, in derogation to the voting list system indicated in this Article 17.
- (k) In the event of termination or falling from office, for any reason, of the majority of the members of the Board of Directors, the entire Board shall be deemed revoked and a new Board of Directors will need to be elected in accordance with the provisions of this Article 17.
- (l) In the event the members elected to the Board are legal entities, they must designate, at the time of appointment, the individual selected among their legal representatives, directors, or authorized representatives who will participate in the Board of Directors. The indication must come from the authorized legal representative. The loss of representative status of the legal entity member will result in automatic termination as a member of the Council and the legal entity member has the faculty, within 30 (thirty) days, to appoint another member.

#### ART. 18 – BOARD OF DIRECTORS MEETINGS

- (a) The Board of Directors will meet in the registered office or elsewhere, at least once in each quarter and, in any case, whenever the President considers it appropriate or when a request is made to the President by at least one third of the directors. The meetings of the Board of Directors may also take place by video conference or teleconference provided that the President or whoever replaces him will be able to identify the participants and the same can receive or see the documents discussed during the meeting.
- (b) The President can appoint a Secretary even outer of the Board.
- (c) The convening is made by the President or, in his absence or impediment, by the Vice President (if appointed), by registered letter, or by written communication sent by certified mail, or even by fax, indicating the agenda and the date, time and place of the meeting, to be sent at least ten (10) days before the date of the meeting. In case of urgency, the summon may be made by written communication via certified mail, or even by fax or telegram, to be sent at least three (3) days before the meeting.



- (d) The Board meetings are chaired by the President of the Association who shall be the legal representative of the Association or, in case of his absence or impediment, by the Vice President (if appointed), and are valid if is present at least a majority of the Directors in power.
- (e) The directors cannot be substituted by other directors or a third party.
- (f) Unless otherwise expressly foreseen, the Board of Directors shall approve with the affirmative vote of a simple majority of the directors present, without taking into account any abstentions. In the event of a draw, the vote of the President shall prevail.
- (g) The minutes of the Board of Directors meetings are drawn up and signed by the Secretary and countersigned by the President.
- (h) The names of the directors absent at the meeting must be recorded in the minutes. The directors absent for 3 (three) consecutive meetings of the Board of Directors, without a justified reason, can have their status as director revoked. The Board of Directors will evaluate the position of the aforesaid directors, declaring, as the case with constitutive effect, the fall from office.
- (i) The directors are entitled solely to the reimbursement of expenses incurred in accordance with the resolution passed by the Assembly on the point.

#### ART. 19 – POWERS OF THE BOARD OF DIRECTORS

- (a) The Board of Directors is invested with the powers for the ordinary and extraordinary management of the Association, except for those reserved by law or by Statute to the Assembly.
- (b) The Board of Directors may appoint one or more Vice Presidents.
- (c) The Board of Directors shall appoint from among its members the Managing Director granting him part of its functions and responsibilities, with the exception of the following powers and functions:
  - (i) the drafting of the annual budget to be submitted to the Auditors and to the approval of the assembly;
  - (ii) the decision on the admission of new members (after obtaining the opinion of the Admissions Committee), on the basis of their qualifications and requirements for admission, as well as the determination of a “one-off” admission fee, with the possibility of determining diversified quotas in recurrence of the particular characteristics of the category;
  - (iii) the proposal in determining the annual associative fee to be submitted to the Assembly with the possibility to define diversified quotas in recurrence of particular characteristics of the category;
  - (iv) the appointment of one or more Vice Presidents;
  - (v) the proposal for appointments of honorary members;



- (vi) the proposal of appointment of one or more Honorary Presidents up to a maximum of 3 to be elected among individuals – also not members – who have earned special merits in the field of Italian fashion and style to be assessed unquestionably by the Board. The resolution of the Board of Directors for the allocation of such office shall be taken with a secret ballot and with a majority of 3/4 (three quarters) of the voters.
- (vii) the resolutions relative to the suspension or proposals for the exclusion of members and to the readmission of suspended members;
- (viii) the cooptation of directors pursuant to Art. 17;
- (ix) the appointment of the chief executive officer or of the members of the administrative body of companies or other entities controlled or participated by the Association, power that tends to be attributed to the Managing Director;

(d) The Managing Director/s are required to report to the Executive Board, at least quarterly, on the occasion of the meetings of the Board of Directors, or, if special requirements of timeliness make it better, even indirectly, in written or oral, on the exercise of their delegated powers, in the formulation and implementation of strategies and on the general performance of the Association and on the most relevant activities, for size or nature, carried out by the Association and its subsidiaries.

#### ART. 20 – APPOINTMENT OF THE COMMITTEES

(a) The Board of Directors will appoint the Admission Committee consisting of 3 (three) to 5 (five) persons, members or not members, with proved experience in the field of fashion.

(b) The members of the Admission Committee will remain in power for 3 (three) years and are not eligible for re-election.

(c) The task of the admission Committee is that of evaluating the applications of admission to the Association presented pursuant to Art. 8. The Admission Committee will send in a reasonable time, to the Board of Directors, a non-binding opinion on the application for admission formulated on the basis of the assessments performed.

(d) The Board of Directors may also appoint a Strategic Committee which will be entrusted with the task of assisting with consultative functions the Administrative Body of the subsidiary companies in the development of the strategic guidelines of action and operational priorities of the Association.

(e) The Strategic Committee will consist of three (3) to seven (7) directors, including the President and the Managing Director and will automatically expire with the expiry of the mandate of the Board of Directors.

(f) The Board of Directors may also appoint a strategic consultant committee consisting of a maximum of 5 individuals, members or non-members, and/or other committees, defining the composition, tasks and responsibilities. The President and the Chief Executive Officer may attend the meetings of the committees referred to in this paragraph. (f).



(g) All the members of the Admission Committee, Strategic Committee and other eventual committees will be entitled to the reimbursement of all live expenses sustained.

#### ART. 21 – POWERS OF THE PRESIDENT

- (a) In addition to presiding over the Assembly and the Board of Directors as provided above, the President will:
- (i) supervise the administration of the Association;
  - (ii) validate, with his signature, the minutes of the meetings of governing bodies of the Association that he presides;
  - (iii) manage the relations with top management of Public and Private entities, with ministers and representatives of the government in close coordination with the Managing Director;
  - (iv) participate to all fashion events of its members.

#### ART. 22 – APPOINTMENT OF THE HONORARY PRESIDENTS

- (a) The Members Assembly, upon proposal of the Board, may appoint one or more Honorary Presidents up to a maximum of 3. The Board may assign to the Honorary President tasks of representation and of possible contacts with other entities.
- (b) Such appointment is honorary and not operative; on invitation from the President and from the Board of Directors the Honorary President may participate to the meetings of the Board of Directors and also to the Assembly, in both cases without right of vote.
- (c) The position of Honorary President is a lifetime appointment and it implies the admission to the association as an Honorary Member.

#### ART. 23 – BOARD OF AUDITORS

- (a) The Board of Auditors consists of 3 effective members and 2 substitutes, and can be chosen also among non-members. It is elected by the Members Assembly which also elects the President of the Board.
- (b) The Board of Auditors remains in power 3 (three) years including the year during which it was elected.
- (c) The tasks of the Board of Auditors are those of supervising the administration, examine the draft of the annual budget and the presentation to the Assembly of an illustrative report of the same.
- (d) The members of the Board of Auditors are entitled to participate to the Board of Directors' meetings.
- (e) The Board of Auditors can at any moment, also with the initiative of a single auditor, proceed with the inspections and control of deeds and documents of the Association, including the company's books foreseen and required by law.



#### ART. 24 – THE FISCAL YEAR

- (a) The Fiscal Year of the Association begins on January 1<sup>st</sup> and ends on the 31<sup>st</sup> of December of each year.
- (b) Any active surplus, determined in the budget, on the basis of the stock of cash in addition to the not yet collected assessed revenues, minus the not yet paid estimated costs, may be allocated by the Members Assembly to cover expenditures in the year following that to which the budget relates.
- (c) It is forbidden to distribute, even indirectly, profits, operating surpluses or funds, reserves or capital during the life of the Association, unless the use or distribution is required by law.

#### ART. 25 – COMMON FUND

- (a) Pursuant to the effects of the combined provisions of Article. 16 and 37 of the Civil Code, the common fund of the Association is made up of revenue and assets.
- (b) The revenues are made up by:
  - (i) the associations fees (annual or “one-off”) paid by the members;
  - (ii) the amounts corresponding to the fees received in connection with events or for participation in them;
  - (iii) extraordinary contributions and disbursements from entities, organizations and institutions, public or private, national or international;
  - (iv) all the profits distributed to the Association by affiliated companies or subsidiaries;
  - (v) any other revenue allowed by Law 383/2000.
- (c) The assets are made up by:
  - (i) movable and immovable properties;
  - (ii) legacies and donations;
  - (iii) reserve funds eventually created with budget surplus.
- (d) The common fund is intended exclusively and entirely for pursuing the purposes of the Association.

#### ART. 26 – DISSOLUTION OF THE ASSOCIATION

In the event of dissolution of the Association, the Assembly will decide the destination of the company's assets, in line with the objectives of the Association and in compliance with regulations in force at the time of dissolution and in any case in favor of Organizations or Associations having similar or related purposes.



#### ART. 27 – TRANSITIONAL PROVISION

Notwithstanding any other provision present in this Statute:

- (a) The Board of Directors appointed during the assembly held on April 17<sup>th</sup> 2013 for the period 2013 – 2016 will remain in power until the date on which an assembly will be held to approve the financial statement of the Association for the year 2013, except for the increase in the number of directors from 18 (including the President) to 19. The 19<sup>th</sup> director will be appointed by the assembly following the approval of this Statute or thereafter by the Board of Directors by cooptation. Far as necessary, it should be noted that, at the natural expiration date of the Board of Directors, a new body will be appointed, in accordance with the provisions contained herein.
- (b) The substitutes directors appointed by the assembly held on April 17<sup>th</sup> 2013 for the period 2013 to 2016, will fall from office, since they are no longer required by this Statute. For any replacement of the members of the Board of Directors we will proceed by co-option pursuant to Art. 17, par. (j) of this Statute.
- (c) The Board of Auditors appointed during the assembly held on April 17<sup>th</sup> 2013 will remain in power up to its natural expiration date.
- (d) The Arbitrators appointed during the assembly held on April 17<sup>th</sup> 2013, will fall from office since the Board of arbitrators is no longer foreseen by the present Statute.