

National Statute

with modifications approved by the Extraordinary Meeting of members on 30th march 2009

Article 1. Name and seat. Duration. National regulations.

According to article 36 and following of the Civil Code the Association for Industrial Design is established, in short "ADI" (Associazione per il Disegno Industriale), national seat in Milan, via Bramante 29.

The association has unlimited duration and can be dissolved through a resolution by national Extraordinary Meeting, as established in article 13 of this national Statute.

ADI is an association ruled and managed by this national Statute, as well as by national regulations. Each Member undertakes to respect the national Statute rules and the national Regulations where required.

National Regulations support this national Statute, setting the rules required by it.

Article 2. Purpose.

ADI is a non-profit association which proposes to carry out the most appropriate conditions for design, production and distribution of goods and services with characters and values inspired to the broader ethical responsibility towards individual, society and environment, aiming at affecting techniques, technology and industrial cycles to give a boost to research and sustainable innovation, to new aesthetic languages, new behaviours, social and scientific advance, nationally and internationally.

Participation of members, better identified in articles 3 and 4 of this Statute, to ADI requires and includes the commitment to develop and spread a culture of design based on motivated and conscious cognitive and critical instruments both for supply and demand; recognizing, together with the expressive value of goods, the opportunities and technology, social, economical, and environmental ties as cultural factors, and going beyond every ontological opposition of goods as values and wares.

Members undertake also to require, practise and persuade to use the rules of the association concerning design, production and communication, capable of protecting creativity, innovation

and competition for the farsighted benefit of users, consumers and final receivers such as individuals, social groups, societies and environment, respecting object diversity and culture and ethnic group plurality.

Considering the "industrial cycle" as an organized, controlled, repeatable and improvable process in every phase, for a culturally qualified industrial design theory and practice to be developed, on the one hand exhaustive information should be spread about the good production, distribution, use and divestment real scene, as well as about the rules that regulate them; on the other hand every person that participates in the design activity must have an adequate and up-to-date professional status and level of education; finally, fair and satisfying relations must be established between designers, managers, companies and other subjects, so that all resources (creative, scientific, individual, institutional, productive, etc.) that can be involved in the project, in production-distribution-supply, and in communication etc. are in a position to share objective valuation methods for the benefit of society and of collective enrichment.

Therefore ADI aims at encouraging dialogue between the participants involved in project development and realization, and their receivers, by promoting didactics quality and knowledge transfer, by protecting the status and working methods of the jobs involved, by contributing to the respect of intellectual property and of competition reliability.

ADI aims at promoting in State structures, administration offices, corporations, public and private institutions in Italy and abroad every appropriate action and collaboration in order to support centrality, quality, reputation and notoriety of the design system in our country, and in order to strengthen its international role as cultural reference.

ADI intends to carry out every action aiming at offering to society the guarantee of professional knowledge, competences and responsibilities of the various participants in the design system, starting from designers and according to EU regulations; about this ADI, bringing together the different subjects involved in the whole process, consists of legally independent trade associations (designers, etc.), as expression of its departments (art. 5), in order to better orient its mission. For this purpose ADI intends to be structured in a plurality of structures on territorial, thematic and/or functional basis mutually independent under the coordination of ADI that will take care – through its executive bodies – of the integration of their initiatives and of the promotion of their systematic and synergistic growth and development.

ADI can also carry out, always on a non-profit basis, all the other necessary activities useful for the pursuit of its institutional purposes and the establishment and/or participation to societies, corporations or associations also for profit; the stipulation of agreements with third party to integrate its own institutional activity. Another purpose of ADI is to promote, back up and support state initiatives to give boost to the design system, to its effectiveness and its notoriety.

Article 3. Members.

In order to become Member of ADI it is necessary to have the requirements presented on the national Statute, to share the inspiring principles of the Association and to accept the regulation required by this national Statute and by national Regulations.

ADI Members are divided into Ordinary, Aspiring, Associated and Honorary members. Both natural and juridical people can be part of ADI, as Members, according to the rules established below.

Every Member must pay an annual membership fee which is different according to the different Member categories and it is established by the national Council during its first meeting from the beginning of the social year.

Terms and conditions of payment of the annual membership fee are established by the national Regulations.

Every Member who contributes with a higher amount to its annual membership fee, according to the unquestionable decision of the national Council, can be put in the special book of the contributing Members.

Every Member can be excluded – or temporarily suspended – from ADI by the national Council due to an opposing or harmful activity with respect to the purposes or to the image of the same ADI.

Every Member can at any time withdraw the associations according to the conditions established by national Regulations in article 3.

All Members, from the moment of admission, have the right to participate to social meetings and Ordinary and Honorary members have the right to be part of the electorate, that is to participate to the electoral procedures by voting, as well as to be part of the candidates, that is to present their candidature.

Article 4. Member categories.

a. Ordinary Members

Ordinary members are:

- Designers
- Design companies
- Industrial companies
- Distribution and service companies

- Company consultants
- Professors, critics, advertising agents, freelance journalist
- Public and private corporations
- Public and private didactic institutions

Admission criteria are indicated in the national Regulations.

b. Associated members

Can be admitted to ADI as Associated members those associations that locally pursue the same social purposes of ADI, or those associations, also national, that have purposes similar to those of ADI or special purposes linked to design quality field.

Associations generally must have at least 15 members.

Admission criteria are indicated in the national Regulations.

c. Aspiring members

Can be admitted to ADI as Aspiring members natural or juridical people who do not have all requirements required by this national Statute for their admission as Ordinary members, according to the unquestionable decision by the national Council, on proposal of the national managing committee.

Admission criteria are indicated in the national Regulations.

d. Honorary members

Can be admitted to ADI as honorary members natural people who distinguish themselves for special merits in favour of ADI or of Industrial Design among which the jurist members of the Jury of Design.

Admission criteria are indicated in national Regulations.

Article 5. Operating departments.

ADI has four operating departments:

- Designers Department*, formed by designer Members, as better specified by national Regulations
- Companies Department*, formed by company Members, as better specified by national Regulations
- Distribution and Service Department*, formed by all subjects operating both in physical products distribution and in services supply as better specified in national Regulations

d. *General Department*, formed by all Members who are not included in other Departments and who carry out activities linked to design, as better specified by national Regulations

Working procedures of the operating Departments are indicated in national Regulations.

Each Department has the right to be represented as such in national Council, as established in article 16 of national Statute. Appointment procedures are indicated in national Regulations.

Article 6. Territorial Delegations.

Members, not less than fifteen, who intend to carry out regionally and in an organized way, activities aimed at achieving social purposes of ADI, can establish territorial Delegations, representing the region or belonging regions (up until a maximum of three regions), in order to develop and establish collaborations with corporations, institutions and every other local body, that intends to recognize itself in the same ADI, become a member, or promote synergistic official relations with ADI.

Territorial Delegation establishment procedures and their association structure are indicated in national Regulations.

Article 7. Thematic Committees.

Members, usually not less than ten, who intend to carry out in an organized and permanent way an activity aimed at achieving social purposes in specific cultural fields can establish Thematic Committees, with purpose and organization structure stated by national Regulations. Also non-member subjects participate to thematic Committee composition and activity, as long as their competence and/or role are documented.

Article 8. Association Bodies

Association bodies are:

- a. National assembly
- b. National President
- c. National Managing Committee
- d. National Council
- e. National Committee of the Provibiri
- f. Advisory bodies, as specified in national Regulations
- g. Electoral Committee

h. Electoral College

Article 9. National Assembly.

National Assembly is the higher deliberative body of ADI and it is convened in ordinary, ad hoc and electoral sessions.

National assembly is formed by Honorary and Ordinary members who are in order with the payment of the membership fee.

Every voting member can hold a maximum of four proxies in his name.

Aspiring and Associated Members have the right to express their opinions in the national Assembly but they have no right to vote.

The national Assembly convocation is carried out by the national Council represented by the national President or, if he cannot because of some obstacles, by the national Vice-president at least once a year in order to pass the budget and, however, every time the national Council requires it, or when at least 10% of Members with right to vote ask for it, as long as they are in order with the payment of the membership fee concerning the current social year in the moment they ask for the convocation of national Assembly.

If the convocation request comes from Members, the request must be undersigned by the Members who propose it and must be sent to the national Council through registered letter with return receipt, and will have to indicate the topic or specific topics that Members who proposed it want to discuss in the national Assembly. The national President or, if he cannot, the national Vice-president, upon resolution by national Council that ascertains the regularity of the request and the number of Members who proposed it, will convene the national Assembly according to the procedures established in this article.

If the national Council finds any irregularity in the convocation request carried out by Members, it will immediately communicate the impossibility of the convocation of the national Assembly to one of the subscribers specifying the reasons.

National Assembly is convened through a notice containing the indication of date, time and place of the meeting, in first and second convocation and the list of topics to be discussed sent to Members at least twenty days before the meeting date by mail or e-mail or facsimile or telegram. Furthermore, in case of electoral Assembly convened for the election of the President, in the convocation notice must be also indicated the names of the candidates for the presidency election, and the names of the respective other members of the Managing Committee.

Only for Extraordinary Meeting, the convocation letter has to indicate also the third possible

convocation which has not to take place before the fifteenth day after the date of the second convocation, specifying place and time.

The national President or, in his stead, the national Vice-president, will chair the national Assembly and will appoint the Secretary to draw up the relative report. The national President or, in his stead, the national Vice-president has the power to verify the right to intervene and the right to vote of the Members involved, the regularity of proxies, as well as to establish the voting procedures and to ascertain the regularity of votes.

Article 10. National Assembly in ordinary session.

Quorum of convocation and voting criteria.

National Assembly in ordinary session is validly formed in first convocation with the presence of half plus one Members with right to vote and deliberates validly with vote of the majority of present Members with right to vote.

National Assembly in ordinary session is validly formed in second convocation with the presence of 30% of members with right to vote and deliberates validly with vote of the majority of present Members with right to vote.

In third convocation is validly formed with any number of present Members and deliberates with vote of the majority of members with right to vote.

In the resolutions concerning their individual responsibility, individual members do not have right to vote and cannot use proxies.

Members must be informed of assembly resolutions by the national Council within 30 days.

For what is not explicitly established by this national Statute are valid the rules established by article 20 of the Civil Code (Assembly convocations of associations) and article 21 of Civil Code (Assembly resolutions).

Article 11. Tasks of national Assembly in ordinary session.

It is the national Assembly in ordinary session that deliberates about balance (final balance and budget) as well as about the report attached to balance.

It is the national Assembly in ordinary session that takes care of the renewal of the social offices of the national Committee of Prodiviri every three years.

It is the national Assembly in ordinary session that deliberates on items on the agenda and proposes topics for next national Assembly.

Article 12. National Assembly in ad hoc session.

Quorum of convocation and voting criteria.

The national Assembly in ad hoc session is validly formed in first convocation with the presence of at least two thirds of Members with right to vote and deliberates validly with favourable vote of the majority of present Members with right to vote.

The national Assembly in ad hoc session is validly formed in second convocation with the presence of at least half plus one of Members with right to vote and deliberates validly with favourable vote of the majority of present Members with right to vote.

The national Assembly in ad hoc session is validly formed in third convocation with any number of Members and deliberates with favourable vote of two thirds of present Members with right to vote.

It is allowed that each Member with right to vote represents through proxy other Members with right to vote for a maximum of four absent members, as long as the proxy is in his name.

Members must be informed of the Assembly resolutions by the national Council within 30 days.

For what is not explicitly established by this national Statute are valid the rules established by article 20 of Civil Code (Assembly convocations of associations) and article 21 of Civil Code (Assembly resolutions).

Article 13. Tasks of national Assembly in ad hoc session.

It is the national Assembly in ad hoc session that deliberates about the possible modification of the national Statute, if it is previously approved by the national Council with favourable vote of at least two thirds of the present Members with right to vote.

It is the national Assembly in ad hoc session that deliberates about the dissolution of the association.

Article 14. National President. National vice-president. Electoral assembly.

The national President is elected among those who presented their candidature to the Electoral Committee established by article 17 of the national Statute, according to terms and conditions here specified.

The national President is elected by national Assembly during the Electoral Assembly convened if necessary, or by the national Council in the cases provided in this article.

The national President mandate lasts three years and can be renewed for only another mandate in succession. The national President can be re-elected.

He has the legal representation of the Association with respect to third party and before the court, and controls the execution of resolutions of national Assembly.

The national Assembly for the election of the national President is validly formed in first convocation with the presence of 2/3 of Members with right to vote and deliberates validly with favourable vote of 2/3 of present Members with right to vote.

If the quorum of valid establishment of the national Assembly explained in the previous item is not reached, the national Assembly for the election of the national President is validly formed in second convocation with the presence of at least 50% + 1 of Members with right to vote and deliberates validly with favourable vote of the simple majority of present Members with right to vote.

If the counting of votes shows that two or more candidates have the same higher number of votes – but still insufficient to obtain the presidency – the voting will be immediately repeated, limiting the number of candidates only to the subjects who obtained this number of votes.

This procedure will be repeated and if the results have not changed there will be a third open voting and, if the result remains equal, the vote of the older present Member will have double value with respect to the vote of the other voters.

If also in second convocation the legal number is not reached, the national President is elected by the national Council with a majority of 2/3 of the votes validly expressed and with the compulsory abstention of any candidate.

The convocation procedures are the same expresses in article 9 about the national Assembly.

With the election of the national President take office the four members of the national Managing Committee appointed by it in the moment of the candidature, according to article 17 respectively delegated to:

- a.* Treasury
- b.* Cultural Activities
- c.* External relations
- d.* Domestic relations

One of the four councillors takes office as national Vice-president and is appointed if necessary by the national President.

The national President and the national Managing Committee member responsible for Treasury, when are elected, are automatically delegated, with disjointed signatures, to carry out ordinary

and extraordinary bank transactions. The national President can delegate, partly or totally, the above mentioned powers to other members of the national Managing Committee.

If the President is absent or has temporary problems, he is substituted by the national Vice-president. If the national President resigns or has a permanent obstacle, the national Vice-president takes his office until next national Assembly meeting, that will have to be convened also to appoint a new national President according to this article.

Article 15. National Managing Committee.

The national managing Committee is formed by the national President in office, the former national President in office without right to vote, and by four members who, according to article 14, are respectively responsible for:

- a. Treasury
- b. Cultural Activities
- c. External relations
- d. Domestic relations

The national Managing Committee carries out the following tasks:

- a. manages the Association and promotes – with guarantee of total transparency also in relations with other corporations or subjects – every initiative aimed at achieving the social purposes;
- b. puts into practice the national Assembly and national Council resolutions;
- c. proposes to the national Council the amount of membership fees and the distribution between seat and delegations;
- d. deliberates about the admission of new members, except if the involved territorial Department or Delegation exercises the right of veto;
- e. proposes to the national Committee of Probiviri the assignment of tasks, also remunerated, to members of ADI whom competences have a clearly positive effect on the same association;
- f. appoints the Guarantee Committee for transparency of awards, competitions and selections promoted by the Association or when the jury is formed by ADI, and according to the regulations of each award ,selection, competition;
- g. prepares the balance, budget and final balance, as well as a balance report, supplementing it with a mission balance, before presenting it in the national Assembly for approval upon

confirmation by the national Council.

The national managing Committee working procedures are the following:

The meetings of the national managing Committee are convened by the national President, or if he has some obstacles by the national Vice-president, who sets their agenda, coordinates their issue and chairs them.

The national managing Committee resolutions are decided through absolute majority of its present members and recorded on a special book. In case of parity of votes, the President's vote has double value.

The national managing Committee meets at least once a month.

Article 16. The national Council.

The national Council is formed by:

- ADI national President, who chairs it
- Managing Committee members
- The previously appointed President with right to vote
- Territorial Delegations Presidents, or their delegates
- n. 1 delegate of the Designer Department
- n. 1 delegate of Company Department
- n. 1 delegate of General Department
- n. 1 delegate of the Distribution and Service Department
- n. 1 of Proviriri

The national Council carries out the following tasks:

- a. convenes the national Assembly according to article 9 of this national Statute;
- b. ratifies balances, budget, final balance, as well as the attached report prepared by the national managing Committee before their presentation in the national Assembly for approval;
- c. appoints the revision company entrusted with the balance certification, or a professional registered in the Register of Auditors;
- d. deliberates the establishment of and/or the participation of also for profit societies concerning the association purpose;
- e. deliberates the acceptance of new Members in the case specified in article 15 d. of this

statute;

f. deliberates the exclusion – or the suspension – of Members who carried out an opposing or harmful activity with respect to the purposes or the image of the association, upon judgement by the probiviri;

g. on request by the national President assigns awards for carrier to distinguished important people of the industrial design world;

h. sets the annual membership fees, differentiated according to Member status within the Association and the distribution between seat and delegations;

i. on request made by at least 2/3 of its components, deliberates the annulment of the mandate of national President and of other members of the national managing Committee. The reasons for this annulment are evaluated by the unquestionable judgement of the national Council and must be extremely serious;

l. approves the establishment of territorial Delegations (regional or multi-regional), as well as their Statute and Regulations and their possible modifications, with the favourable vote of the majority of its components;

m. deliberates on the possible proposals of modification of the Statute, which must be approved by the extraordinary Assembly;

n. in case of dissolution, establishes the devolution of the assets according to the criteria in article 25 of this national Statute;

o. deliberates about the possible modification of national Regulations;

p. electoral role as established in article 14.

The national Council working procedures are the following:

National Council meetings are convened by the national President, or if he has some obstacles by the national Vice-president, who sets their agenda, coordinates their tasks, chairs them.

National Council resolutions are decided with the majority of its components and recorded on a special book. National Council resolutions concerning the annulment of the mandate to the national President and to other members of the national managing Committee are decided with the favourable vote of 2/3 of its components, who must be present during the resolution and every member cannot hold more than one proxy. The national President cannot vote for resolutions concerning its own responsibility.

The national Council meets at least once every three months.

Article 17. Electoral Committee. Pre-electoral Procedures.

Sixty days before the expiration of the mandate of the national President in office, the national Council will appoint the electoral Committee and will immediately inform the Members.

It will be formed by:

- 1 delegate of the Designers Department
- 1 delegate of the Companies Department
- 1 delegate of the General Department
- 1 delegate of the Distribution and Service Department
- 1 delegate of the national Committee of Probiviri

The Electoral Committee has the following tasks:

- to gather the candidatures
- to communicate them to Members together with each candidate's programme

Candidatures for the national president office must reach the Electoral Committee within thirty days from the date of the communication of its establishment to Members.

Those who intend to candidate will have to send a letter signed by 20 Members (in order with the fee payment) and indicating:

- the name of the candidate for presidency
- the programme of the candidate for presidency
- the names of the national managing Committee members of the candidate for presidency

Candidates for presidency must be Ordinary Members, in order with the payment of the membership fee, and must be Members from at least three years, or be Honorary Members.

All this data must be contained in four pages that will be sent in photocopy to Members, together with the convocation of the national Assembly.

Candidatures for the national Committee of Probiviri must reach the Electoral Committee within thirty days from the date of communication of its establishment to Members.

Candidates, who must be members from at least five years, must be presented individually by 5 Members. Each Member cannot present more than one candidate.

The first two non appointed people will be in office in case of absence or resignation of one or more of the appointed people.

If candidatures for the different electoral bodies does not come within the established terms, elections will take place anyway on the basis of the candidatures expressed during the national Assembly upon verification, according to preceding paragraphs, on validity and regularity of candidatures by the Electoral Committee.

Article 18. National Committee of Proviviri.

The national committee of Proviviri is formed by three Ordinary Members who must be Members from at least 5 years, two honorary members and two honorary members jurists of the Jury of Design.

The national Committee of Proviviri is elected by the national Assembly in ordinary session and has a duration of three years.

Members of the national Committee of Proviviri are elected among those who presented their candidacy to the Electoral Committee according to the terms and conditions specified in article 17 of this national Statute.

The national committee of Proviviri intervenes on request of the bodies of the association or of the individual members about the respect or the interpretation of the national Statute or of the national Regulations. For this purpose it prepares a written report that can be at disposal, in copy, of each member who requires it.

On proposal of the national managing Committee it deliberates about possible paid tasks to Members who have social offices or not, and sets the assignment procedures and the suitability of the member with respect to the task.

National Committee of Proviviri resolutions are decided with the absolute majority of its members.

Article 19. Guarantee Committee.

The Guarantee Committee is appointed by the national managing Committee in order to guarantee the transparency of competitions, awards and selections promoted by the Association or whose jury is formed by ADI according to the procedures established in the regulations of each competition, award, selection.

It is formed by 6 members, 4 chosen among the Departments and 2 chosen among the jurist members of the Jury of Design.

It remains in office for three years.

Article 20. Advisory Bodies.

According to national regulations, Advisory bodies can be established and regulated, aimed at supporting the national President, the national managing Committee and the national Council in carrying out their tasks.

Article 21. Social Books.

The Association keeps the books of the meeting minutes and of the resolutions of the national Assembly, the national Council and the national managing Committee, as well as the member register. The Association books can be consulted by any Member that requires it to the managing Committee.

Article 22. Balance.

The business years of the Association ends on December 31st of every year. For every business year it is prepared a balance.

By March 15th of each year, the national managing Committee is convened in order to prepare the final budget of the preceding business year and the budget of the current year which has to be approved by the national Assembly, upon ratification according to article 16 letter b.

For the approval of the balance, the national Assembly must be convened within six months from the end of the business year.

The draft balance must remain deposited at the Association seat during the fifteen days before the meeting of the national Assembly convened for the approval, at disposal of all Members. The request of copies can be satisfied at the expenses of the person requiring it.

The draft balance of the Association before being deposited at the Association seat during the fifteen days preceding the meeting of the national Assembly convened for the approval, must be certified by a revision society registered in the register, or by a professional registered in the Register of Auditors, as established by the national Council according to article 16 of this national Statute.

Article 23. General Provisions.

All Members having social offices, in the cases established by this national Statute and by the national Regulations, can accept professional tasks paid by ADI as long as they are Members, according to the conditions established by the national Committee of Proviriri according to article 18 of this national Statute.

Members can participate in competitions, awards and selections organized by ADI only if for the same competition there is the collaboration of the Guarantee Committee appointed by the national managing Committee.

Article 24. Assets.

The Association assets consist of the membership fees established yearly according to the national Regulations, of the publications, photographic and cinematographic archives, libraries and usually goods bought with social contributions and incomes, as well as corporations and associations contributions, legacies and donations, incomes coming from activities organized by the Association and from fund raising.

Associations assets can be used only in order to achieve the institutional purposes of the Association, indicated in article 2.

In case of renunciation, exclusion or death, Members or their heirs cannot expect anything from the Association, nor have they any right on assets.

During the life of the Association it is forbidden to distribute, directly or indirectly, profits or surpluses as well as funds, reserves or capital, except if destination or distribution are required by law.

Article 25. Association Dissolution.

Association dissolution must be deliberated by the national Assembly in ad hoc session according to procedures established in article 12 of this national Statute.

National Council, in case of dissolution, will set the transfer of assets that are to be used only for charitable purposes or given to cultural institutions that have purposes similar to ADI. In particular, in case of dissolution of the Association due to any reason and at any moment, assets have to be given to ADI Foundation or to another Association with similar purposes or for public use, once questioned the control body in article 3, paragraph 190, of the Law of 23rd December 1996, n. 662, and except for another destination required by law.

Assets cannot be divided among Members, while any liability will be divided, pro quota, among all Members.

Article 26. Remaining Provisions.

For issues which cannot be settled here, are valid the law provisions concerning non recognized Associations.

Article 27. Place of jurisdiction and Applicable Law.

Every dispute between ADI and individual members as well as every issue concerning the interpretation, pursuance and execution of the rules of this Statute and of Regulations quoted in it, is assigned exclusively to the Tribunal of Milan and Italian Law is applicable.

Article 28 – Provisional Regulations.

After the approval of the new Statute, the national Council will vote the new national Regulations with any amendment deliberated by it, with the majority established in article 16 of this national Statute.