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# **ORGANISATION, MANAGEMENT AND CONTROL MODEL**

**In accordance with Legislative Decree 231/01**



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## DEFINITIONS

The following definitions apply in this General Section as well as in each Special Section, subject to the additional definitions contained therein.

- **Areas at Risk:** The areas of activity of Emergency ONG Onlus in which the risk of commission of the offences appears in more concrete terms.
- **Sensitive Activities:** the instrumental or otherwise relevant activities to the commission of a crime in the Areas at Risk identified.
- **CCNL (National Collective Bargaining Agreement):** The National Collective Bargaining Agreement for staff working in the field of social welfare, healthcare and education, as well as all other assistance and charity institutions which are parties to UNEBA.
- **Code of Ethics:** the ethical code adopted by Emergency ONG Onlus and approved by the Management Board.
- **Management Board:** body that administers Emergency ONG Onlus.
- **Executive Committee:** body elected by the Management Board for the execution of the resolutions of the Management Board.
- **Consultants:** the persons acting on behalf of Emergency ONG Onlus under a contract of employment or other contract of professional collaboration.
- **Recipients:** the corporate officers of the Association, Suppliers and Partners.
- **Employees:** persons with a subordinate employment relationship with Emergency ONG Onlus.
- **Legislative Decree 231/2001** or the **Decree:** Legislative Decree no. 231 of 8 June 2001 and subsequent amendments and additions.
- **Document on Risk Analysis and Suggestions:** the document developed following an analysis of business activity, identifying the Areas at Risk and Sensitive Activities, in advance of the adoption of the Model by Emergency ONG Onlus.
- **Entities:** entities provided with legal personality or companies and associations, including those without legal personality (capital companies, partnerships, consortia, etc.).
- **Corporate officers of the Association:** directors, liquidators and employees of Emergency ONG Onlus.
- **Suppliers:** Suppliers of goods and service providers and services, other than Consultants, not linked to Emergency ONG Onlus by any link of subordination.
- **Association:** Emergency ONG Onlus.
- **Model:** the model or models of organisation, management and control provided for in Legislative Decree no. 231/2001 adopted by Emergency ONG Onlus.

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- **Supervisory Board or SB:** the organisation, of a collegial nature, which supervises the operation and observance of the Model as well as its updating in Emergency ONG Onlus.
- **Corporate Bodies:** The Management Board and the Executive Committee.
- **P.A.:** The public administration and, with reference to offences against the public administration, public officials and public service agents (e.g. concessionaires of a public service).
- **Partner:** the contractual counterparties with which the Emergency ONG Onlus provides for some form of contractually-regulated partnership (Temporary Association of Companies, Joint Ventures, Consortia, Licence, Agency, Collaboration in general).
- **Offences:** the offences to which the disciplinary provisions of Legislative Decree no. 231/2001 on administrative liability are applicable.
- **Sanction System:** the disciplinary actions appropriate to sanction the failure to respect the Model.
- **Emergency ONG Onlus:** "Emergency - Life Support for Civilian War Victims" ONG ONLUS, with registered offices in Via Gerolamo Vida no. 11, 20127 Milan.

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### 1. LEGISLATIVE DECREE 231/01 AND THE ABSOLVING EFFECT OF AN ORGANISATIONAL MODEL

#### 1.1. THE ADMINISTRATIVE LIABILITY OF THE ENTITIES UNDER LEGISLATIVE DECREE 231/01

The Decree introduced into the Italian system a regime of administrative liability borne by the Entities (substantially related to criminal liability) for certain offences committed in the interest or to the benefit of the same: (I) by natural persons who represent the functions of representation, management or management of the Entities themselves or of their organisational unit with financial and functional autonomy, as well as by natural persons who, in fact, exercise management and control of the same Entities, as well as (ii) by natural persons subject to the management or supervision of one of the above-mentioned parties.

This liability is added to that of the natural person who has performed the act.

The sanctions envisaged by the Entity may consist in:

- a) fines;
- b) disqualifications such as the suspension or revocation of licenses and concessions, the ban on contracting with the P.A., the ban on the exercise of the activity, the exclusion or revocation of funding and contributions, the prohibition on advertising goods and services;
- c) confiscation of the profits from the offence;
- d) publication of the judgement.

The responsibility provided for by the aforementioned Decree is also determined in relation to offences committed abroad, provided that the State containing which the place where the offence was committed does not proceed to act.

It is also noted that the incriminating cases envisaged by the Decree, although integrated only at the stage of the attempt, create the responsibility for the Entity under the Decree. In particular, Article 26, paragraph 1 of the Decree states that, in cases of attempted crime, the fines (in terms of amount) and disqualifications (in terms of time) are reduced by one third to half, while the imposition is excluded in cases where the Body, in accordance with Article 26 “voluntarily prevents the action or the realisation of the event”.

With regard to the type of offences aimed at comprising the aforementioned system of administrative liability borne by the Entities, over the years the list of offences has been

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extensively expanded to include a large part of the unlawful acts that are attributable to business activity, as identified in Annex 1.

## 1.2 THE ABSOLVING EFFECT OF AN ORGANISATIONAL MODEL

Article 6 of the Decree provides, however, for a specific form of exemption from such liability if the Entity demonstrates that:

- a) the governing body has adopted and effectively implemented, prior to the commissioning of the act, organisational and management models that are suitable for preventing offences of the kind occurring;
- b) the task of overseeing the operation and observance of the templates and of updating them has been entrusted to a organisation within the Entity with autonomous powers of initiative and control;
- c) the people who committed the offences acted fraudulently by evading the aforementioned models;
- d) there was no omitted or insufficient monitoring by the organisation referred to in the foregoing letter b).

The Decree also stipulates that the organisational models referred to in letter (a), in relation to the extension of delegated powers and the risk of committing offences, must meet the following requirements:

- e) identify the activities in which there is a possibility of committing the offences;
- f) provide for specific protocols to plan the formation and implementation of the decisions of the Entity in relation to the offences;
- g) identify ways to manage financial resources suitable for preventing the commission of such offences;
- h) provide information to the organisation responsible for monitoring the operation and observance of the Model;
- i) introduce an internal disciplinary system that is appropriate for penalising non-compliance with the measures in the Model.

The same Decree provides that the Models may be adopted on the basis of codes of conduct drawn up by the applicable representative associations.

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## 2. THE MODEL ADOPTED BY EMERGENCY ONG ONLUS

### 2.1 OBJECTIVES OF THE MODEL

“Emergency - Life Support for Civilian War Victims” ONG ONLUS (Not-for-profit Non-Governmental Organisation of social interest, hereinafter also “the Association” or “Emergency”) is a humanitarian organisation established in Milan in 1994 with its registered offices in Via Gerolamo Vida no. 11, 20127 Milan.

The Association has the objective of: promoting a culture of peace and solidarity, also through the activity of volunteers on the territory; promoting the affirmation of human rights also through initiatives aimed at their actual implementation; intervening in war zones with humanitarian initiatives in favour of the victims –mainly civil- of conflicts, of the injured and of all those who suffer from other social consequences of conflicts or poverty such as hunger, malnutrition, diseases, lack of healthcare assistance and schooling; helping the victims of natural calamities.

Emergency - being sensitive to the need to ensure conditions of fairness and transparency in the conduct of the business, to safeguard its position and image and the expectations of its employees - has considered it to be in line with its own associative policies to implement the Model provided for in the Decree 231/2001.

This initiative was taken in the belief that the adoption of the Model - beyond the provisions of the Decree, which indicate the Model itself as an optional and non-mandatory element - can be a valuable tool for raising awareness of all who work on behalf of the Association, in order to follow proper and linear conduct in the pursuit of their activities to prevent the commission of the offences covered by Decree 231/2001.

- determine for the Recipients who operate in the Areas at Risk the awareness that, in the event of a breach of the precepts contained therein, there may be a violation of sanctions against Emergency;
- inform recipients of the fact that these forms of illicit conduct are censured by Emergency because they are contrary not only to the applicable law but also to the ethical principles that Emergency wishes to pursue;
- Introducing a suitable process to identify the activities in which a crime is most likely to occur, owing to a possible evolution in the activity of the Association;
- allow Emergency, through a periodic monitoring of Areas at Risk and Sensitive Activities, to intervene in a timely manner to prevent and/or oppose the commission of offences;

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- appoint a Supervisory Board with the task of monitoring the proper functioning and observance of the Model and of updating it and at the same time being the recipient and author of reporting flows to the management and the executive body;
- introduce a sanction system that is capable of affecting the failure to observe the principles contained in the Model.

## 2.2 THE STRUCTURE OF THE MODEL

The Model is made up of this General Section and of individual Special Sections for each category of offences to which Emergency is considered at risk.

The General Section describes, in addition to a brief indication of the regulatory framework, the objectives, the methods of adoption, updating and dissemination, the basic principles of conduct, the tasks of the Supervisory Board and the applicable Sanction System in relation to the violation of the contractual agreements contained in the Model.

Each Special Section identifies, in addition to a brief description of the individual offences and some explanatory cases, the Areas at Risk and any Sensitive Activities that are strictly related thereto, behavioural and procedural principles and reporting flows to the Supervisory Board by the Department most affected by the category of offence being examined.

The preparatory activity for the Model was preceded by the following activities:

### **2.2.1. Identification of Areas at Risk and Sensitive Activities (“as-is analysis”).**

This phase has been implemented through two distinct activities:

- a) Preliminary examination of the company's documentation, including by way of example: Organisation charts, Company by-laws, proxies and powers of attorney, Association procedures on sensitive issues in relation to the offences envisaged by the Decree, such as drafting the financial statements, management of contractual relations, supplier relations, occupational safety documentation (e.g. appointment of Prevention and Protection Service, safety procedures), etc.;
- b) Interviews with the key figures in the organisation, aimed at deepening sensitive processes and the control of the same (existing procedures, verifiability, documentability, consistency)

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and congruence of transactions, separation of responsibilities, documentability of controls, etc.).

### **2.2.2. Performance of the Gap Analysis.**

Based on the business situation in Emergency following the “as-is analysis” (identification of Sensitive Activities and description of the critical issues found in them) and in the light of the forecasts and purpose of Legislative Decree 231/2001, improvement actions were identified to be implemented both at the level of internal procedures and organisational requirements.

The results of the analysis carried out both in the “Identification of Areas at Risk and Sensitive Activities” and “Gap Analysis” were summarised in a document prepared for this purpose (the so-called “*Risk Analysis and Suggestions Document*”) which forms an integral part of the Model that will have to be integrated and/or amended - also on the initiative of the SB - with the resolution of the Management Board in the presence of:

- structural changes to the company activity;
- regulatory innovations that would affect the assumed list of offences.

## **2.3 THE RECIPIENTS OF THE MODEL**

The rules contained in this Model refer to:

- a) the persons who are in charge of representation, administration or direction of Emergency;
- b) the persons exercising management and control at Emergency;
- c) all the Employees of Emergency subject to the management or supervision of the aforementioned persons;
- d) limited to what is specifically stated in the relevant contractual arrangements, to Consultants, Suppliers, Partners and, in general, to third parties acting on their behalf or otherwise in the interest of Emergency.

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## 2.4 CHANGES TO THE ORGANISATIONAL MODEL ADOPTED BY EMERGENCY

Although the adoption of the Model is provided by law as optional and non-mandatory, Emergency has considered it necessary to proceed with the preparation of this Model, the adoption of which is submitted to deliberation by the Management Board and execution by the Executive Committee.

Since the Model is a document issued by the executive body (in accordance with the provisions of Article 6, paragraph 1 letter a) of Legislative Decree 231/2001), the subsequent amendments and additions are remitted to the jurisdiction of the Management Board after hearing the Supervisory Body.

These modifications may also be made following the evaluations and subsequent proposals by the SB of Emergency.

## 2.5 THE ADOPTION OF THE MODEL IN EMERGENCY

In accordance with the principles of separation and autonomy within Emergency, responsibility is assigned to each unit of the Association in relation to its areas of risk, adoption and observance of the Model.

The primary task of the SB is to exercise control of its activities according to the provisions in the Model.

The Supervisory Body of Emergency has been entrusted with the task of providing an impulse and coordination on a general level for the correct and homogeneous implementation of the Model within the Association.

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### 3. THE SUPERVISORY BOARD

#### 3.1 IDENTIFICATION OF THE SB

In pursuance of the provisions of the Decree, which Article 6, first paragraph, letter b) sets as a condition for granting an exemption from administrative liability, that the task of monitoring the operation and observance of the models and of the update should be entrusted to an organisation within the Entity with autonomous powers of initiative and control, a Supervisory Board is set up at Emergency for the supervision of operation and observance, as well as the updating of the Model.

Decisions on the determination of the actual number of members of the SB, the identification and appointment of the components and the amount owed to the external members are subject to the Management Board.

The appointment of the SB is communicated to all Corporate officers of the Association through the publication on the Intranet site.

#### 3.2. DURATION IN OFFICE AND WITHDRAWAL

The Management Board shall appoint the Supervisory Board by means of a special Board resolution: At the time of appointment, appropriate clarifications shall be provided on the professionalism of its members, whose *curriculum vitae* will be attached to the minutes.

The SB is appointed for a period of 3 years.

Upon expiry of the mandate, the Board may continue to carry out its duties and exercise its powers, as further specified below, until the Management Board appoints new members.

In order to ensure the requirements of independence set out in paragraph 3.3 below, from the appointment and throughout the term of office, the members of the Organisation:

- a) They must not have executive or delegated positions in the Management Board and/or Executive Committee of Emergency;
- b) they must not perform any operational functions within Emergency;
- c) they must not have significant business relations with Emergency or entertain significant business relationships with the members of the Management Board and/or Executive Committee holding delegated powers (*executive directors*);

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- d) they must not have dealings with or be part of the family unit of the executive members, with family unit being understood to mean that made up of a spouse who is not legally separated, by family members and relatives by marriage within the fourth degree of relationship;
- e) they must have and maintain the requirements of integrity specified in letter b) of the following paragraph 3.3.

The members of the Supervisory Board are obliged to sign, at the time of their appointment and subsequently annually, a statement attesting to the existence and subsequent persistence of the aforementioned independence requirements and, in any case, to immediately notify the Executive Committee and the other members of the Supervisory Board of the emergence of any conditions that may be an impediment.

The incompatibilities referred to in letters a) to e) above, incapacity and death, represent scenarios of automatic forfeiture; subject to scenarios of automatic forfeiture, the members of the Organisation may not be revoked by the Management Board unless it is for due cause.

The following represent hypothetical scenarios of due cause of revocation:

- a) a conviction for Emergency pursuant to Legislative Decree 231/2001 or an arbitration judgement which has been brought in the case where the acts of the Supervisory Board have been shown to be omitted or insufficient, in accordance with the provisions of Article 6, paragraph 1, letter d) of Legislative Decree 231/2001;
- b) the breach of confidentiality obligations under paragraph 3.8 below;
- c) the failure to attend more than three consecutive meetings without any justified reason;
- d) serious negligence in the performance of their duties;
- e) in case of individuals within the company structure, any resignation or dismissal.

in the event of a resignation or automatic termination of an effective member of the Supervisory Board, the latter shall make a prompt communication to the Management Board, which shall take the necessary decisions without delay.

The Supervisory Board is deemed to have expired if the majority of its members are missing, due to resignation or other reasons. In such cases, the Management Board shall appoint new members.

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### 3.3 ELIGIBILITY REQUIREMENTS FOR THE MEMBERS OF THE SB

The members of the SB must in its entirety possess appropriate requirements of autonomy, independence, professionalism, continuity of action, as well as honesty and absence of conflict of interest.

In this regard it is stated that:

#### **a) Autonomy and independence**

The requirement of autonomy and independence presupposes that the SB in the performance of its function answers only to the highest hierarchical body (*i.e.* Management Board).

When appointing the SB, its autonomy is ensured by the Management Board's obligation to approve an adequate annual budget allocation, on the proposal of the Supervisory Board, which the latter may use for all the requirements necessary for the proper performance of its duties (e.g. specialist consultants, etc.).

Finally, independence means that the members of the Supervisory Board are not in a position, whether potential or real, of conflict of interest with Emergency, nor hold operational functions within the latter that would undermine their objectivity of judgement when verifying compliance with the Model.

#### **b) Honourability and causes of ineligibility**

The following may not be elected as members of the Supervisory Board and, if they are, shall necessarily and automatically cease to serve in their post:

- i. those who are in the conditions provided for in Article 2382 of the Italian Civil Code, namely those who are disqualified, barred, failed or sentenced to a penalty involving interim, even temporary, disqualification from holding public office or ineligibility to hold executive positions;
- ii. those who have been subject to precautionary measures by the judicial authority pursuant to Legislative Decree no. 159 of 6 September 2011 "Code of Anti-Mafia Law and Preventive Measures, as well as new provisions on anti-mafia documentation";
- iii. those who have been convicted following a judgement even though it is not yet final, or issued under Article 444 et seq. of the Italian Criminal Procedure Code or even conditional suspension, save the effects of rehabilitation:
  - 1) for one of the crimes provided for in Title XI of Book V of the Italian Civil Code (Criminal Provisions on Companies and Consortia) and in Royal Decree no. 267 of 16 March 1942

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as subsequently amended (regulations on bankruptcy, composition with creditors and receivership);

- 2) with imprisonment of not less than one year for one of the offences provided by the rules governing banking, financial, real estate and insurance activities and regulations on markets and securities, on payment instruments (including but not limited to the offences of abusive banking and financial practices referred to in Articles 130 et seq. of the Consolidated Banking Act aka TUB, the crimes of forgery of currency, spending and introducing into the State, after agreement, of forged currency under Article 453 of the Italian Criminal Code, offences of fraudulent damage to insured goods and fraudulent mutilation of their own person under Article 642 of the Italian Criminal Code);
- 3) for a crime against the public administration or imprisonment for at least one year for a crime against public faith, against property, against public order, against the public economy or for a crime in tax matters;
- 4) for imprisonment for a term not less than two years for any offence;
- 5) in any case and irrespective of the extent of the punishment for one or more of the offences set forth in Legislative Decree 231/01; iv. Those who have covered the qualification as a component of the SB in companies to which the sanctions provided for in Article 9, Legislative Decree 231/01, unless five years have elapsed since the final imposition of sanctions and the component has not been convicted but not final;

iv. iv. those in respect of which the additional administrative sanctions provided for in Article 187-quater of the Consolidated Finance Act aka TUF (Legislative Decree 58/1998).

**c) proven professionalism, specific skills in the field of inspection and consulting**

The Supervisory Board must have in-house technical and professional skills appropriate to the functions it is called upon to perform. Such features, coupled with its independence, guarantee the objectivity of judgement; It is therefore necessary for the Supervisory Board to contain persons cumulatively qualified with the appropriate professional, legal, economic, control and risk management skills. The Supervisory Board may also, with the help of external professionals, take on applicable resources in legal matters relating to business organisation, auditing, accounting and finance.

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**d) Continuity of action**

The Supervisory Board continuously carries out the activities required to supervise the proper application of the Model with appropriate commitment and the necessary powers of investigation; it is an internal structure within the Entity, so as to ensure due continuity in supervisory activity; take care of the implementation of the Model ensuring its constant updating; it does not carry out operational tasks that could affect and contaminate that overview of the business activity that is required therefrom.

**3.4 FUNCTIONS AND POWERS OF THE SB**

**a) Functions**

The SB is entrusted with the task of monitoring:

- a. the observance of the Model by the Recipients;
- b. the effectiveness and adequacy of the Model in relation to the membership structure and the effective capacity to prevent the commission of offences;
- c. the opportunity of updating the Model, where it is necessary to adapt it to changing business and/or regulatory and/or jurisprudential conditions.

Regarding a more operational plan at the SB, the task is to:

**i. Updates, regulatory authority, alerts:**

- a. suggest and promote the issuance of procedural implementing provisions of the principles and rules contained in the Model;
- b. interpret relevant legislation and verify the adequacy of the Model to these regulatory requirements, reporting the possible areas of intervention to the Management Board;
- c. evaluate the need for updating the Model, signalling the possible areas of intervention to the Management Board;
- d. indicate in the quarterly report to the Management Board referred to in paragraph 3.7 the possibility of issuing special procedural implementing provisions of the principles contained in the Model, as well as coordinating them with the existing ones.

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*ii. Checks and inspections:*

- a. conduct - through the members of the Association - inspection of business activity for the purposes of updating the mapping of Areas at Risk and Sensitive Activities;
- b. In accordance with the provisions of the annual calendar of activities of the body, periodically carry out verifications on specific operations or specific acts carried out by Emergency in the field of Areas at Risk and Sensitive Activities whose results must be summarised in a special report to be submitted as part of the reporting to the applicable governing bodies of the Association;
- c. collect, process and retain relevant information regarding compliance with the Model, as well as updating the list of information to be transmitted or kept at its disposal (see paragraph 3.9 below);
- d. coordinate with the Departments of the Association for the best monitoring of the activities in relation to the procedures established in the Model. To this end, the SB must be constantly informed on the following by the management: a) on aspects of the Association's activities that could expose Emergency to the risk of commission of one of the offences; b) on relations with the Consultants and Partners on behalf of Emergency in Areas at Risk;
- e. activate and conduct internal inquiries, coordinating in each instance with the functions of the Association concerned to acquire additional elements for investigation;
- f. urge the implementation of the control procedures provided for by the Model also through the issuance or submission of internal (legislative and/or informative) provisions;

*iii. Training:*

- a. co-ordinate with Human Resource managers in the definition of training programmes for personnel and the content of periodic communications to be made to employees and corporate bodies with the aim of providing them with the necessary awareness and basic knowledge of the legislation under Legislative Decree 231/2001;
- b. monitor initiatives for the dissemination of the knowledge and understanding of the Model and prepare the necessary internal documentation for the purposes of its effective implementation, containing user instructions, clarifications or updates.

*iv. Sanctions:*

- a. co-ordinate with the functions of the Association to manage and administer staff to evaluate or propose the adoption of any sanctions or measures, without prejudice to the jurisdiction described in the section on the Sanction System.

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**b) Powers of the Supervisory Board**

The SB has, *ex lege*, autonomous powers of initiative and control to supervise the operation and observance of the Model, but has no coercive powers or powers of intervention on the associative or sanctioning structure, powers which are delegated to the competent Associative Bodies or to the relevant functions.

Taking into account the peculiarities of the attributes and the specific professional content required, in carrying out the supervisory and control tasks, the SB shall be constantly supported by all the people in charge of the various operations units of Emergency. As regards the latter, within their respective functions and within the limits of delegated powers, they have a primary responsibility for:

- 1) control of activities and areas of responsibility;
- 2) the observance of the Model by Employees subject to their direction;
- 3) giving prompt and specific information to the SB on any abnormalities, problems encountered and/or critical issues detected.

The SB may require the managers to perform specific control activities for the proper and accurate functioning of the Model.

The autonomy and independence that necessarily have to characterise the activities of the SB also necessitate the introduction of certain forms of protection in its favour in order to ensure the effectiveness of the Model and to prevent its control activity from creating forms of reprisal to its detriment.

Therefore, the Management Board confers the following powers upon the SB:

- the power to access documents and information relating to Emergency activities and projects except for the minutes of the Executive Committee and the Management Board which are to be presented upon written and substantiated request;
- the power to make use of all the organisational structures of Emergency that are required to collaborate, external auditors and consultants;
- the power to collect information from all employees and consultants, including the auditing firm and/or auditor, in relation to all activities by Emergency in Areas at Risk;
- the power to request the meeting of the Executive Committee to address urgent issues;

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- the power to require the Heads of the different operating Areas and Units to participate, without the power of decision, at the meetings of the Supervisory Board;
- the power to use external consultants to delegate circumscribed areas of inquiry or activity. In this respect, the Management Board each year will have to approve a budget for the SB, upon the proposal by the latter, which may be freely available to it in relation to its own activities, unless supervening supplementary requests for specific needs have been presented.

### 3.5 RULES OF CONVOCATION AND OPERATION

The Supervisory Board shall regulate, in a specific regulation, the manner in which it operates, on the basis of the following principles:

- the Supervisory Board meets at least quarterly and the related documentation is distributed at least 7 days before the session;
- the sessions are held personally, for video or teleconferencing (or in combination);
- The Chairman, the Vice-Chairman and the Management Board may request that the Supervisory Board meet at any time;
- for the validity of the sessions, the majority of the members in office are required;
- decisions are made by a majority of the participants;
- the minutes of the sessions report all the decisions taken by the body and reflect the main considerations made to reach the decision; these minutes are kept by the Supervisory Board in its archives;
- in case of urgency, the Supervisory Board may meet giving at least 48 hours' notice to the members.

Until formalisation by the Supervisory Board of the aforementioned regulation, the convocation and operation of the same are based on the abovementioned principles.

### 3.6 REMUNERATION

The Management Board shall pay the remuneration for the entire duration of its duties to the external members of the Supervisory Board.

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### 3.7 REPORTING TO EMERGENCY CORPORATE BODIES OF AND REPORTING OBLIGATIONS

#### *a) Reporting activities*

The SB reports on the implementation of the Model and the emergence of any critical issues.

The SB has two different types of information flows:

- The first, on a continuous basis, as soon as there is a need, directly to the Chairman and/or Vice Chairman of the Management Board;
- The second, on a quarterly basis, to the Management Board.

These information flows relate to:

- 1) the activity performed by the SB;
- 2) Any critical issues (and ideas for improvement) emerged both in terms of conduct and in terms of effectiveness of the Model. If the SB finds any criticisms relevant to any of the referring subjects, the corresponding report should be readily addressed to one of the other subjects identified above.

In particular, the annual report prepared by the SB provides:

- a) a summary analysis of all activities carried out during the year (indicating in particular the controls carried out and the results thereof, the specific checks carried out and the outcome thereof, the possible updating of the mapping of the Areas at Risk and Sensitive Activities, etc.);
- b) an Activity Plan forecast for the following year.

The meetings with the corporate bodies to which the SB reports must be minuted and copies of the minutes must be kept by the SB.

#### *b) Reporting obligations*

The SB must be informed by means of appropriate reporting by the Recipients about events that could trigger responsibility for Emergency under Legislative Decree 231/2001.

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The following general requirements apply to this:

- \* Recipients must report to the SB the news concerning the commission, or the reasonable conviction of commission, of the offences;
- \* Operational Unit managers are also obliged to report to the SB violations of the rules of conduct or procedures contained in this Model of which they are aware;
- \* Consultants, Suppliers and Partners are required to report in the manner and within the contractual terms.

Reports must be made in writing in the following ways:

- (a) From the Employees to the hierarchical superior, who will direct them to the SB. If there is no channelling to the SB by the hierarchical superior or in any case where the Employee is in psychological discomfort when reporting to the hierarchical superior, the alert can be made directly to the SB, which may also consider anonymous complaints as long as they are sufficiently detailed and credible in their unquestionable judgement. In order to allow the reports to take place in complete anonymity, the SB may apply to the Association for the provision of special mailboxes that are acceptable to all Recipients;
- (b) the Consultants, Suppliers and Partners, with regard to their business with Emergency, report directly to the SB.

The messages to the SB can also be made by e-mail to **odv231@emergency.it**, which will be indicated to all recipients in the most appropriate manner.

The SB assesses the reports received and takes any measures resulting from its reasonable discretion and responsibility, where applicable listening to the author of the report and/or the person responsible for the alleged breach and giving written reasons for any decisions not to conduct an internal investigation.

In any case, Emergency guarantees the reporters for any form of retaliation, discrimination or punishment and ensures the utmost confidentiality of their identity, without prejudice to legal obligations and the protection of the rights of Emergency or of persons accused wrongly and/or in bad faith.

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In addition to the abovementioned reports, the Recipients must immediately and indelibly transmit to the SB the information regarding:

- \* the measures and/or news from judicial police bodies, or any other authority, from which investigations are carried out, including against unknown persons, for the offences referred to in Legislative Decree 231/2001;
- \* The reports prepared by the relevant functions in the course of their control activities and from which facts, acts, events or omissions with profiles of critical issues could be seen in compliance with the provisions of Legislative Decree 231/2001;
- \* Information on sanction proceedings and any sanctions imposed (including measures against employees) or measures for filing such proceedings with the relevant grounds, if they are related to a commission of offences or breach of the rules of conduct or procedural rules of the Model.

Periodically, the SB proposes, if appropriate, to the Management Board any changes to the above list of compulsory information.

In any event, if a Recipient fails to comply with the information requirements set out in this paragraph, a disciplinary sanction will be imposed on it, depending on the seriousness of the breach of the above obligations and which will be imposed in accordance with the rules set out in the paragraph devoted to Sanction System.

### **3.8. CONFIDENTIALITY OBLIGATIONS**

The members of the Supervisory Board shall ensure the confidentiality of the information they hold, in particular as regards the reports that they have received regarding alleged violations of the Model.

The SB members also refrain from using confidential information for purposes other than those of a supervisory body, subject to their express and authorisation in full knowledge.

Failure to comply with such obligations constitutes the proper cause for dismissal from the office.

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### 3.9 COLLECTION AND RETENTION OF INFORMATION

Any information collected and reports received or prepared by the Supervisory Board are kept in a special archive kept by the SB on paper or electronic format.



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#### 4. THE ADDITIONAL PRINCIPLES OF THE MODEL

The following are the general principles of an effective control system for the prevention of offences under Legislative Decree 231/2001, which the specific principles set out in the various Special Sections of this Model make necessary.

##### 4.1 ORGANISATIONAL SYSTEM

The organisational system of Emergency must meet the basic formalisation requirements and clarity, communication and separation of roles, particularly as regards the attribution of responsibility, representation, hierarchical lines and operational activities.

The Corporate Governance model of Emergency is structured in such a way as to ensure and guarantee the maximum efficiency and operational effectiveness of the Association.

This system is organised as follows:

- Shareholders' Meeting;
- Management Board - Administration;
- Executive Committee;
- College of Auditors; - Board of Arbitrators.

An adequate organisational system aimed at the prevention of offences under Legislative Decree 231/2001, in fact, is based on the following principles:

- a) the verifiability and documentability of any relevant transaction for the purposes of Legislative Decree 231/2001, including transactions carried out in the context of outsourced activities;
- b) the respect for the principle of separation of functions and the identification of roles and responsibilities, including those entrusted to outsourcing;
- c) the definition of authorising powers consistent with the responsibilities assigned;
- d) the definition of information flows between the corporate bodies and the functions of the Association, as well as between them and the Supervisory Board.

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#### **4.2. THE SYSTEM OF PROXIES AND POWERS OF ATTORNEY**

In principle, the system of proxies and powers of attorney must be characterised by “security-based” elements for the purpose of the prevention of offences (i.e. traceability of sensitive operations) and at the same time allow for the efficient management of the activity of the Association.

“Proxy” means the internal act of attribution of functions and tasks, reflected in the organisational communication system.

“Power of attorney” means the unilateral legal business with which the Association attributes powers of representation vis-à-vis third parties.

The holders of a function/unit of the Association who need, for the performance of their duties, powers of representation shall be granted a “proxy” of adequate extension and consistent with the functions and powers of management attributed to the holder through the “power of attorney”.

##### **4.2.1. Essential requirements of the proxy system**

Essential requirements of the proxy system for the effective prevention of offences are as follows:

- a) all those (Employees and Corporate Bodies) who engage relationships on behalf of Emergency with third parties and, in particular with the PA, must be provided with formal proxy (the Consultants and the Contract Partners must be assigned to this in the specific contract of consultancy or Partnership);
- b) The proxies must combine each management power with the corresponding responsibility and position in the organisational chart and be up-to-date as a result of the organisational changes; C) each power of attorney must define the following in a specific and unequivocal manner:
  - the powers of the delegate;
  - the party (organ or individual) delegated by the delegate hierarchically or *ex lege* or statutorily

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#### **4.2.2. Essential requirements of the system of powers of attorney**

Essential requirements of the system of attribution of powers of attorney for the effective prevention of offences are as follows:

- a) The general functional powers are exclusively assigned to persons with internal powers of attorney which describe their management powers;
- b) powers of attorney must be updated promptly in case of assuming new responsibilities, being transferred to different positions incompatible with the ones for which they were assigned, resigned, dismissed, etc.;
- c) powers of attorney granting a power of single signature and no spending limits are accompanied by a specific internal provision setting out the extent of the powers of representation or governing the procedures for exercising such powers, including the business functions concerned;

The SB shall periodically verify, with the support of other competent functions, the compliance of the Emergency system of proxies and powers of attorney and their consistency with the above principles and general rules.

At the same time, on the outcome of the audits, the SB recommends any changes or additions whenever the power of management and/or qualification does not correspond to the powers of representation given to the legal representative or there are other anomalies.

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### 4.3 THE ORGANISATIONAL INSTRUMENTS AND FINANCIAL MANAGEMENT SYSTEM OF EMERGENCY

Emergency must be equipped with organisational tools (organisational charts, organisational communications, procedures, etc.) based on general principles of transparency within the Association and clear and formal delimitation of roles, with a complete description of the tasks of each function and its powers. In the business operation areas of Emergency in which it has been considered appropriate to implement formalised internal procedures, they must comply with the following general rules:

- a) adequate level of formalisation, keeping a written record of each relevant transition in the process;
- b) separation, within each process, between the party that initiates it (decision-making impulse), the party that executes it and concludes it, and the party that controls it;
- c) avoid basing the systems that reward the parties with spending powers or decision-making faculties with foreign significance on performance targets that are substantially unattainable.

With regard to how to manage financial resources, Article 6, 2nd paragraph, letter c) of the Decree stipulates that the templates provide for “financial resource management methods appropriate to prevent the commission of offences”. The provision finds its ratio in the finding that most of the offences under the Decree can be made through the financial resources of the Association (e.g.: establishment of extra-accounting funds for the execution of acts of corruption).

The process of managing financial resources refers to activities related to the outflow of monetary and financial flows for the fulfilment of social obligations of various kinds, which can essentially be attributed to the following macro groups:

- flows of an ordinary nature, relating to current assets/transactions such as, but not limited to, purchases of goods and services and licences, financial, tax and social security charges, salaries and wages;
- flows of an extraordinary nature related to financial transactions.

In particular, in compliance with the principles of transparency, verifiability and relevance of the Association’s activities, this management process comprises the following phases:

- planning, on the part of the individual functions, of the periodic and/or spot financial needs and communication - duly authorised - to the applicable function;
- provision (by the applicable function) of the financial resources necessary at the established deadlines,

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- demand for a duly formalised payment arrangement;
- verification of the correspondence between the amount carried by the title and the payment arrangement.

Basically, the financial management process control system is based on the qualifying role elements in the key stages of the process, properly formalised, and the traceability of acts and levels of authorisation to associate with the transactions.

In particular, the specific control elements are as follows:

- existence of different players operating in the different phases/activities of the process;
- request for the availability of payment to discharge the duly formalised obligation;
- control over payment execution;
- total reconciliations;
- existence of authorisation levels both for the payment request and for the provision, which are articulated according to the nature of the transaction (ordinary/extraordinary) and the amount;
- existence of a systematic flow of information that ensures the constant alignment of proxies, operational powers of attorney and authorization profiles resident in information systems;
- systematic carrying out of the reconciliation activity, both for the internal accounts of the Association and the accounts held with credit institutions;
- tracking of the acts and the individual phases of the process (with particular reference to the cancellation of documents that have already begun a payment).

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#### 4.4. SANCTION SYSTEM

##### 4.4.1. General principles

An essential aspect of the Model's effectiveness is the provision of an appropriate Sanction System for violating the rules of conduct for the prevention of crime from this Model and the implementation procedures adopted by Emergency.

The application of the sanctions provided for in paragraph 4.5 herein does not preclude the outcome of any criminal proceedings, since the rules of conduct imposed by the Model are adopted by Emergency in full autonomy, irrespective of the offence that any conduct may cause.

On this basis, Emergency shall:

- (i) adopt the sanction system established by the following paragraph 4.5.2;
- (ii) adopt with Corporate Bodies, the members of the SB and its Partners and Suppliers the sanction system established by the contractual and statutory provisions regulating the matter as best described in the following paragraphs 4.5.3, 4.5.4, 4.5.5 and 4.5.6.

The type and size of each of the sanctions set out below shall be applied in the light of the degree of imprudence, imperfection, negligence, guilt or intentionality of the conduct relating to the act/omission, also taking into account any recidivism, as well as the work activity performed by the person concerned and the relative functional position, together with all the other circumstances that may have characterised the fact.

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#### 4.4.2. Sanctions for employees

Conduct applied by Employees in violation of the individual rules of conduct outlined in this Model and in the document named “Emergency - Internal Regulations” are defined as disciplinary offences.

The sanction measures, as set out in Article 71 of the applicable national collective bargaining agreement (CCNL) comprise:

- a) verbal warning;
- b) written warning;
- c) fine of up to three hours of base salary;
- d) suspension from work and remuneration up to a maximum of three days;
- e) dismissal with prior notice;
- f) dismissal without prior notice.

The provisions of Article 7 of the Workers’ Statute relating to the procedure and obligations to be observed in the application of sanctions remain valid and are hereby referred to.

Regarding the assessment of such offences, disciplinary proceedings and the imposition of sanctions, the powers already granted, within the limits of their remit, to the respective Departments of the Association shall remain unchanged.

The sanction system is subject to constant verification and evaluation by the SB and the Head of the Human Resources Department, with the latter remaining responsible for the specific implementation of the necessary measures for any reporting by the SB and on hearing the hierarchical superior of the author of the conduct in question.

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#### **4.4.3. Measures against Directors**

In case of breach of the Model by one or more members of the Management Board, the SB informs the Management Board and the Board of Arbitrators, which shall take the appropriate measures within the limits of the law (e.g. revocation of powers, revocation of the mandate, etc.).

#### **4.4.4. Measures against members of the SB**

In the event of violation of this Model by one or more members of the SB, the other members of the SB or any of its directors shall immediately inform the Board of Directors and take appropriate action including, for example, the revocation of the appointment of members of the SB who violated the Model and the consequent appointment of new members to replace them or the revocation of the appointment of the whole body and the consequent appointment of a new SB.

#### **4.4.5. Measures against Consultants, Suppliers and Partners**

Any breach by the Consultants, Suppliers or Partners of the rules of this Model which are applicable thereto or to the offences shall be sanctioned in accordance with the specific contractual clauses included in the relevant contracts.

This is without prejudice to any claim for damages if such conduct results in actual damage to Emergency, as in the case of enforcement by the judicial authority of the measures provided for by Legislative Decree 231/2001.



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#### 4.5. CODE OF ETHICS

The rules of conduct contained in this Model are integrated with those of the Code of Ethics, even though the Model, for the purposes it aims to pursue in implementing the provisions contained in the Decree, presents a different range from the Code.

In this respect, in fact:

- the Code of Ethics is a tool which is adopted autonomously and capable of being implemented on a general level by Emergency for the purpose of expressing the principles of ethics and correctness that Emergency recognises as its own and to which it requests compliance by all those who come into contact with the Association;
- the Model responds to specific requirements contained in the Decree, aimed at preventing the commission of offences.

#### 4.6 TRAINING PLAN AND COMMUNICATION ACTIVITIES RELATED TO THE MODEL

##### 4.6.1 Training Activities Related To The Model

##### ***4.6.1.1. Information for Employees***

For the purpose of the effectiveness of this Model, Emergency's primary objective is to ensure a proper knowledge of the rules of conduct contained therein, both in the resources already present in society and in the future. The level of knowledge is realised with a different level of depth in relation to the different levels of involvement of the employees in the Areas at Risk and Sensitive Activities.

For this purpose, the adoption of this Model and the Code of Ethics is communicated to all Employees.

Such communication takes place through publication of the Model in the Intranet of the Association or by sending a written communication or informative *email*, followed by express acceptance and statement of having been viewed by the same.

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When new hires arrive, an *information kit* is given to them to ensure they have the knowledge of which is considered to be of primary relevance.

#### **4.6.1.2 Information for Consultants and Partners**

Third parties who work with Emergency through consultancy, business partnerships or supply contracts must be notified of the adoption of the Model by the Association and of Emergency's Code of Ethics.

The Model may be made available electronically or in paper format upon request.

Specific information on the policies and procedures adopted by Emergency may be provided on the basis of this Model as well as the terms and conditions of contractual clauses commonly used in this regard for their possible inclusion in contracts with subcontractors.

#### **4.6.2 The Training Plan**

The training activity aimed at disseminating the knowledge of the legislation of Legislative Decree 231/2001 is differentiated, in terms of content and manner of delivery, depending on the qualification of the recipients, the level of risk of the area where they operate, and whether or not the recipients have functions of representation of the Association.

In particular, Emergency takes care of the adoption and implementation of an adequate level of knowledge through the organisation of customised training courses on specific associative realities, the dissemination of teaching materials and the organisation of assessment tests on the knowledge acquired.

Failure to participate in the training activity without justification by the employees of the Association constitutes a breach of the principles contained in this Model and will therefore be punished pursuant to what is stated in the paragraph on the Sanction System.

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## APPENDIX

### THE “PRESUMED OFFENCES” OF ADMINISTRATIVE LIABILITY OF THE ENTITIES PROVIDED FOR IN THE DECREE

The Offences and Unlawful Acts for which the decree provides for the possibility of liability of the Entity are as follows:

1) Criminal offences under Articles 24 and 25 of the Decree (**i.e. offences against the Public Administration and its assets**), namely:

- Article 317 of the Italian Criminal Code - Bribery
- Article 318 of the Italian Criminal Code - Corruption for the exercise of the function
- Article 319 of the Italian Criminal Code - Corruption for an act contrary to the duties of the office
- Article 319-*bis* of the Italian Criminal Code - Aggravating circumstances
- Article 319-*ter* of the Italian Criminal Code, paragraphs 1 and 2 - Corruption in legal proceedings
- Article 319-*quater* of the Italian Criminal Code - Inducement to give or promise benefit
- Article 320 of the Italian Criminal Code - Corruption of a person entrusted with a public service
- Article 321 of the Italian Civil Procedures Code - Punishment for the corrupting person
- Article 322 of the Italian Criminal Code - Incitement to corruption
- Article 322-*bis* of the Italian Criminal Code - Embezzlement, bribery, undue inducement to give or promise a benefit, corruption and incitement to corruption of members of an international criminal court of law or bodies of the European Communities and officials of the European Community and of foreign states
- Article 640, paragraph 2, no. 1 of the Italian Criminal Code - Fraud to the detriment of the State or other public entity
- Article 640-*bis* Italian Criminal Code - Aggravated fraud for the obtaining of public grants
- Article 316-*bis* of the Italian Criminal Code - Misappropriation to the detriment of the State
- Article 316-*ter* of the Italian Criminal Code - Undue receipt of disbursements to the detriment of the State
- Article 640-*ter* of the Italian Criminal Code - Computer fraud to the detriment of the State or other public entity

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2) Criminal cases referred to in Article 24-*bis* of the Decree (i.e. **computer crimes and unlawful data processing**), namely:

- Article 491-*bis* of the Italian Criminal Code - Computer documents
- Article 615-*ter* of the Italian Criminal Code - Unauthorised access to a computer or telematic system
- Article 615-*quater* of the Italian Criminal Code - Illegal possession and circulation of access codes to computer or telematic systems
- Article 615-*quinquies* of the Italian Criminal Code - Dissemination of equipment, devices or computer programs aimed at damaging or interrupting a computer or telematic system
- Article 617-*quater* of the Italian Criminal Code - Interception, prevention or interruption of computer or telematic communications
- Article 617-*quinquies* of the Italian Criminal Code - Installation of equipment designed to intercept, impede or interrupt computer or telematic communications
- Article 635-*bis* of the Italian Criminal Code - Damage to information, data and computer programs
- Article 635-*bis* of the Italian Criminal Code - Damage to information, data and computer programs used by the
  - State or other public entities or bodies otherwise of public utility
- Article 635-*quater* of the Italian Criminal Code - Damage to computer or telematic systems
- Article 635-*quinquies* of the Italian Criminal Code - Damage to computer systems or public utility systems
- Article 640-*quinquies* of the Italian Criminal Code - Computer fraud by the provider of electronic signature certification services

3) Criminal cases provided by Article 24-*ter* of the Decree i.e. offences by organised crime (this type of offence was introduced by Law No. 94 of 15 July 2009) in particular:

- Article 416 of the Italian Criminal Code - Criminal conspiracy
- Article 416 of the Italian Criminal Code - Mafia-type association
- Article 416-*ter* of the Italian Criminal Code - Political-Mafia vote exchange
- Article 630 of the Italian Criminal Code - Kidnapping for the purpose of robbery or extortion
- Article 74 of Presidential Decree no. 309 of 9 October 1990 - Association aimed at illicit trafficking of narcotic and psychotropic substances
- Article 73 of Presidential Decree no. 309 of 9 October 1990 - Production, trafficking and illegal detention of narcotic and psychotropic substances

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- Article 407, paragraph 2, letter a), number 5) of the Italian Criminal Procedure Code - Illegal manufacture, introduction into the State, sale, transfer, possession and carrying in a public place or area open to the public of arms or weapons of war or parts thereof, explosives, clandestine weapons and more common firearms

4) criminal cases provided by Article 25-bis (introduced by Law no. 409 of 23 November 2001) **i.e. Crimes relating to forgery of money, public credit cards, tax stamps, instruments or marks of recognition**, namely:

- Article 453 of the Italian Criminal Code - Forgery of currency, spending and introduction into the state, acting in concert, of forged currency
- Article 454 of the Italian Criminal Code - Alteration of currency
- Article 455 of the Italian Criminal Code - Spending and introduction into the state, acting in concert, of forged currency
- Article 457 of the Italian Criminal Code - Spending of forged currency received in good faith
- Article 459 of the Italian Criminal Code - Forgery of tax stamps, introduction into the state, purchase, holding or putting in circulation of forged tax stamps
- Article 460 of the Italian Criminal Code - Counterfeit of watermarked paper in use for the manufacture of public credit cards and stamp values
- Article 461 of the Italian Criminal Code - Manufacture or holding of watermarks or instruments for the forgery of currency, tax stamps or watermarked paper.
- Article 464, paragraphs 1 and 2 of the Italian Criminal Code - Use of counterfeit or altered tax stamps
- Article 473 of the Italian Criminal Code - Counterfeiting, alteration or use of trademarks or distinctive signs or patents, models and drawings;
- Article 474 of the Italian Criminal Code - Introduction to the State and trade in products with forged marks

5) criminal cases provided by Article 25-*bis*.1 (introduced by Law No. 99 of 23 July 2009) - **i.e. crimes against industry and commerce** or:

- Article 513 of the Italian Criminal Code - Interference with freedom of industry or commerce
- Article 513-*bis* of the Italian Criminal Code - Illegal competition with threat or violence
- Article 514 of the Italian Criminal Code - Fraud against national industries
- Article 515 of the Italian Criminal Code - Fraud in the exercise of trade
- Article 516 of the Italian Criminal Code - Sales of non-genuine food ingredients as genuine

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- Article 517 of the Italian Criminal Code - Sale of industrial products with misleading marks
- Article 517-ter of the Italian Criminal Code - Manufacture and trade of goods performed by encroaching on industrial property rights
- Article 517-quater of the Italian Criminal Code - Counterfeiting of geographical indications or designations of origin of agri-food products

6) criminal cases provided by Article 25-ter (introduced by the Legislative Decree No. 61 of 11 April 2002) - **i.e. corporate crimes**, namely:

- Article 2621 of the Italian Civil Code - False company communications
- Article 2622 of the Italian Civil Code - False company communications to the detriment of partners and creditors
- Article 2625 of the Italian Civil Code - Prevention of control
- Article 2626 of the Italian Civil Code - Unlawful return of contributions
- Article 2627 of the Italian Civil Code - Illegal distribution of profits or reserves
- Article 2628 of the Italian Civil Code - Illegal transactions involving own shares or those of a parent company
- Article 2629 of the Italian Civil Code - Transactions prejudicial to creditors
- Article 2629-bis of the Italian Civil Code - Failure to disclose a conflict of interest
- Article 2632 of the Italian Civil Code - Fictitious capital formation
- Article 2633 of the Italian Civil Code - Undue distribution of company assets by liquidators
- Article 2635 of the Italian Civil Code - Corruption between private parties
- Article 2636 of the Italian Civil Code - Unlawful influence on the shareholders' meeting
- Article 2637 of the Italian Civil Code - Share price manipulation
- Article 2638 of the Italian Civil Code - Obstruction of public supervisory authority functions

7) Criminal cases provided by Article 25-quater (introduced by Law No. 7 of 14 January 2003), with which responsibility for the Entities is also provided for the commission of **offences for the purpose of terrorism or the subversion of the democratic order**, provided by the Criminal Code and by special laws, and in particular:

- Article 270 of the Italian Criminal Code - Subversive associations
- Article 270-bis of the Italian Criminal Code - Associations for the purpose of international terrorism or the evolution of the democratic order
- Article 270-ter of the Italian Criminal Code - Assistance to the associates
- Article 270-quater of the Italian Criminal Code - Enlistment for the purpose of domestic or international terrorism

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- Article 270-quinquies of the Italian Criminal Code - Training in activities also for international terrorism purposes
- Article 270-sexies of the Italian Criminal Code - Conducted for terrorism purposes
- Article 280 of the Italian Criminal Code - Attacks for terrorist or subversive purposes
- Article 280-bis of the Italian Criminal Code - Act of terrorism with deadly or explosive devices
- Article 289-bis of the Italian Criminal Code - Kidnapping for the purpose of robbery or extortion
- Article 302 of the Italian Criminal Code - Incitement to commit any of the crimes against the personality of the state
- Articles 304 and 305 of the Italian Criminal Code - Political conspiracy through accord and political conspiracy through Association
- Articles 306 and 307 of the Italian Criminal Code - Constitution of and participation in armed gangs, assistance to participants in conspiracies and armed gangs
- Terrorism offences covered by special laws: consist of all that part of Italian legislation, issued in the 1970s and 1980s, aimed at combating terrorism
- Offences, other than those indicated in the Criminal Code and in special laws, put in place in violation of Articles 2 of the New York Convention of 8 December 1999

8) criminal cases provided by Article 25-quater.1 (introduced in the Decree by Article 8 of Law No. 7 of 9 January 2006) **i.e. offences of the practice of mutilation of female genital organs** or:

- Article 583-*bis* of the Italian Criminal Code - Offences of the practice of mutilation of female genital organs

9) criminal cases provided by Article 25-*quinquies* (introduced by Law no. 228 of 11 August 2003), with which the administrative liability of the Entities is extended to cases of commission of the **so-called crimes against individual personality**, namely:

- Article 600 of the Italian Criminal Code - Reduction to or maintenance in slavery or servitude
- Article 600-*bis* of the Italian Criminal Code - Child prostitution
- Article 600-*ter* of the Italian Criminal Code - Child pornography
- Article 600-*ter* of the Italian Criminal Code - Possession of pornographic material
- Article 600-*quinquies* of the Italian Criminal Code - Tourist-related initiatives aimed at the exploitation of child prostitution -
- Article 601 of the Italian Criminal Code - Trafficking in persons
- Article 602 of the Italian Criminal Code - Buying and selling of slaves
- Article 609-*undecies* of the Italian Criminal Code - Solicitation of minors



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10) criminal cases referred to in Article 25-*sexies* and Article 187-*quinquies* Consolidated Finance Act of the Decree (as provided for by the Consolidated Finance Act, as amended by Law No. 62 of 18 April 2005, which implemented Directive 2003/6/CE, the **so-called Market Abuse Directive**) i.e. **Crimes and administrative offences of market abuse**, namely:

- Article 184 of the Consolidated Finance Act - Insider dealing
- Article 185 of the Consolidated Finance Act - Market manipulation
- Article 187-*bis* of the Consolidated Finance Act - Administrative offence of insider dealing
- Article 187-*bis* of the Consolidated Finance Act - Administrative offence of market manipulation

11) criminal cases provided by Article 25-*septies* with which the responsibilities of the Entities are extended to the **so-called crimes of manslaughter and serious or very serious injuries committed in violation of the rules on occupational health and safety**, that is:

- Article 589 of the Italian Criminal Code - Manslaughter
- Article 590 of the Italian Criminal Code - Bodily harm

12) criminal cases referred to in Article 25-*octies* extending the relevant offences under the Decree to **crimes of receiving of stolen goods, money laundering and use of goods or benefits of unlawful origin**, namely:

- Article 648 of the Italian Criminal Code - Receiving of stolen goods
- Article 648-*bis* of the Italian Criminal Code - Money laundering
- Article 648-*bis* of the Italian Criminal Code - Use of money, goods or utilities of unlawful origin
- Article 648-*ter*, paragraph 1, of the Italian Criminal Code - Self-laundering

13) criminal cases provided by Article 25-*nonies* of the Decree (introduced by Article 15 of Law No. 99 of 23 July 2009) **so-called crimes relating to violation of copyright law** in particular:

- Article 171, paragraph 1, letter a) bis and paragraph 3 Updated Law - Offences against copyright protection and other rights relating to its exercise
- Article 171-*bis* Updated Law - Protection of copyright and other rights relating to its exercise
- Article 171-*ter* Updated Law - Protection of copyright and other rights relating to its exercise



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- Article 171-*septies* Updated Law - Protection of copyright and other rights relating to its exercise
- Article 171-*octies* Updated Law - Protection of copyright and other rights relating to its exercise

14) Criminal cases provided by Article 25-*decies* of the Decree (introduced by Law No 116 of 3 August 2009) **i.e. offences of inducement not to make statements or to make false statements to the judicial authority** or:

- Article 377-bis of the Italian Criminal Code - Inducement not to make statements or to make false statements to a court of law

15) criminal cases provided by Article 25-*undecies* of the Decree (introduced by the Legislative Decree of July 7, 2011, No 121) **on environmental crimes** or:

- Article 452-*bis* of the Italian Criminal Code - Environmental pollution
- Article 452-*quater* of the Italian Criminal Code - Environmental disaster
- Article 452-*quinquies* of the Italian Criminal Code - Crimes against the environment
- Article 452-*sexies* of the Italian Criminal Code - Traffic and abandonment of highly radioactive material
- Article 452-*octies* of the Italian Criminal Code - Aggravating circumstances
- Article 727-bis of Italian Criminal Code - Killing, destruction, catching, taking, possession of protected specimens of wild fauna or flora
- Article 733-bis of Italian Criminal Code - Destruction or deterioration of habitats within a protected site - Import, export, holding, use for profit, purchase, sale, display or holding for sale or for the commercial purposes of protected species (Law no. 150/1992, Article 1, Article 2, Article 3-bis and Article 6)
- Discharges of industrial waste water containing dangerous substances; Discharges into soil, subsoil and groundwater; Discharge into seawater by ships or aircraft (Legislative Decree 152/2006, Article 137)
- Unauthorised waste management activities (Legislative Decree 152/2006, Article 256)
- Pollution of soil, subsoil, surface water and groundwater (Legislative Decree 152/2006, Article 257)
- Illegal trafficking in waste (Legislative Decree 152/2006, Article 259)
- Infringement of reporting requirements, mandatory keeping of registers and forms (Legislative Decree 152/2006, Article 258)



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- Organised activities for the illegal trafficking of waste (Legislative Decree 152/2006, Article 260)
- False indications on the nature, composition and chemical-physical characteristics of the waste in the preparation of a certificate of waste analysis (Legislative Decree 152/2006, Article 279)
- Wilful pollution caused by ships (Legislative Decree No. 202/2007, Article 8)
- Negligent pollution caused by ships (Legislative Decree No. 202/2007, Article 9)
- Cessation and reduction of the use of harmful substances (Law No. 549/1993, Article 3)

16) criminal cases provided by Article 25-duodecies of the Decree (introduced by the Legislative Decree of 16 July 2012, no. 109) on offences of employment of third-country nationals whose status is irregular:

- Article 22, paragraph 12-*bis* of Legislative Decree no. 286 of 25 July 1998, (“Consolidated Immigration Act”) - Offences of employment of third-country nationals whose immigration status is illegal

17) Criminal cases referred to in Article 10 of Law no. 146/06 extending the system of administrative liability of the Entities to those offences, indicated hereinafter, if committed at “transnational” level, or:

- Article 416 of the Italian Criminal Code - Criminal conspiracy
- Article 416 of the Italian Criminal Code - Mafia-type association
- Article 377-bis of the Italian Criminal Code - Inducement not to make statements or to make false statements to a court of law
- Article 378 of the Italian Criminal Code - Personal favouritism
- Article 291-*quater* of Presidential Decree no. 43 of 23 January 1973 - Crime association for the smuggling of foreign-manufactured tobaccos
- Article 74 of Presidential Decree no. 309 of 9 October 1990 - Association aimed at illicit trafficking of narcotic and psychotropic substances
- Article 12, paragraphs 3, 3-*bis*, 3-*ter* and 5 of Legislative Decree no. 286 of 25 July 1998) - Provisions against illegal immigration.