

STATUTE

Art. 1 – Name and head office

An Association called “*AGRICOLTORI SOLIDARIETÀ E SVILUPPO – ASeS – Ente del terzo settore (ETS)*” (“*FARMERS SOLIDARITY AND DEVELOPMENT - A Body of the Third Sector*”), based in Rome, was established pursuant to and for the purposes of Legislative Decree 117/2017.

The Association “*AGRICOLTORI SOLIDARIETÀ E SVILUPPO - ASeS*” – a Non-Governmental Organization for Development Cooperation (NGO) – has been active since 1986; in 1991 it was formalized in the form of an association, and since 2003 it has been acting as a reference NGO of the Italian Farmers Confederation (CIA – *Agricoltori Italiani*), as it was recognized as a Non-Profit Organization Of Social Utility (NPO - *Onlus*). It therefore operates on a non-profit basis, and works cooperatively for the sustainable development of impoverished populations. The Association was born from the initiative of individuals who collaborate in the Association's activities as members, by sharing and integrating the experiences and skills gained independently.

By means of a resolution by the Assembly, secondary offices, branches, and representatives may be set up or closed down both in Italy and abroad, even permanently.

Art. 2 – Objectives and purpose

Profit is not the purpose of the Association; its main purpose is to cooperate in the development of developing countries, according to Law no. 125 of August 11, 2014, therefore its objectives are the promotion of solidarity among peoples, the increase in relationships and the experience of cooperation where it operates both in the field of integrated and sustainable development, as well as and in socio-economic and professional training; the promotion of both self and mutual help and the establishment of associations. To this end, the Association has established the following activities as goals:

- a. To encourage economic, social, technical and cultural processes in developing countries, especially through their organizations and in the manner agreed with them;
- b. To contribute to the birth and growth of professional organizations in the area of agriculture;
- c. To promote the education, training and professional training of farmers and their families in Italy and in developing countries;
- d. To perform interventions and services aimed at safeguarding and improving the environmental conditions and the careful and rational use of natural resources in Italy and in developing countries;
- e. To participate in the international emergency interventions established by the competent national or European authorities, aimed at helping and assisting the populations and to rapidly restore the conditions necessary for the resumption of development processes;
- f. To contribute, support and promote a welfare system inspired by the principles of solidarity, integration, social inclusion and growth of local communities, so as to enhance and favor the role of agriculture through social farms and their networks;
- g. To promote, also among the members, voluntary activities for the supervision and intervention in situations of need and emergency in rural areas in Italy and abroad.

ART. 3 – Tools

In order to pursue its own purposes, the Association shall promote and carry out the following:

- a. Conduct research and studies on the problems of development and international cooperation, on the problems of sustainable development in developing countries, on the evolution of popular and agricultural organizations in the places where it operates;
- b. Raise awareness and informing young people about these problems through publications, conferences, seminars and training courses;
- c. Analyze Italian, European and international cooperation in the development, in order to collaborate with national, European and worldwide institutions to strengthen and improve such cooperation;

- d. Hold updating and cultural meetings in Italy and in developing countries, in order to discuss issues concerning the cooperation and development of the peoples of those countries;
- e. Implement intervention and cooperation in developing countries, especially through programs, integrated plans for the preparation of individual projects, development plans and technical assistance programs with qualified personnel, aiming for an integrated rural development, for the use of appropriate technologies, and for the safety and hygiene of agricultural work.

The Association shall be able to establish and maintain suitable and adequate agreements, contacts, and project-related and operational integrations with national and international organizations, bodies and public and private institutions such as:

- a. Public and private administrations of developing countries;
- b. The European Union and its Institutions;
- c. The Ministry of Foreign Affairs and International Cooperation, other Italian public, national or decentralized Administrations;
- d. Bodies and institutions of international public law, as well as public and private law in Italy and abroad, and NGOs for cooperation in development;
- e. Professional agricultural organizations, and unions;
- f. National and international membership networks, whose purposes are similar to those of the Association.

Art. 4 – Members of the Association

The members of the Association can be private citizens, other entities of the third sector, or public and private bodies and institutions interested in pursuing the purposes referred to in the previous Art. 2.

Members are required to pay an annual fee: the first one by the end of the year in which the application for admission was submitted, and the subsequent ones by December 31 of each year. The amount of the fee is established by the Board of Directors.

There are no particular categories of members.

Each member has the duty to actually participate in the life of the Association.

The number of members is unlimited, and anyone who is motivated to share and pursue the principles and purposes of the Association may join.

However, the membership is not transferable, and is based on equal dignity and uniformity among all members.

Each member has the right to cast a single vote, which can be exercised in all the occasions mentioned in this statute.

Membership is open-ended, without prejudice to the causes of exclusion and withdrawal referred to in the following Art. 6.

The membership fees and any contributions paid for any reason are in any case not refundable to the member in the event of termination of the membership bond.

All members in good standing with the payment of the shares, and except as provided in the following Art. 12, have the right to an active and passive electorate on the occasion of the elections of the statutory bodies and any other body whose constitution is approved by the Assembly.

Each member has the right to examine the company books referred to in the following Art. 7, upon request to the President of the Association.

The domicile of the associates for their relationship with the Association is that resulting from the book of associates which is considered elected for this purpose.

The individuals found in the Associates' Register are members of the Association.

Art. 5 – Acquisition of membership

For admission purposes, the aspiring member must submit to the President of the Board of Directors an express request in which he must indicate, together with his personal data, his will to accept the purposes pursued by the Association, as well as fully approve and comply with the clauses as provided in this Statute.

The President, in the first working meeting, shall submit the application to the Board of Directors, which has the task of deciding about the eventual admission within 90 (ninety) days from the receipt of the application.

In case of a rejection, the motives of the decision must be provided.

After this deadline, the application is considered rejected. The aspiring member may ask, by means of a specific request to the Board of Directors, that his application for membership be examined by the Assembly.

Membership qualification can therefore be acquired upon registration in the book of the Associates, following the declaration of acceptance and subsequent payment of the membership fee.

Art. 6 – Loss of membership

Qualified members can lose their qualification as follows:

- a. By resignation: anyone who joins can withdraw from the association relationship at any time; the resignation will be effective starting from the beginning of the month following the month in which the Board of Directors receives the communication of the intention to withdraw. The withdrawal does not cancel the obligation to pay the annual fee accrued on the date of the effective termination of the relationship.
- b. By resolution of exclusion, issued by the Board of Directors: for verified reasons of incompatibility, for having contravened the statutory rules and obligations or for other reasons involving unworthy behavior.
- c. For non-payment of the annual fee or other contributions approved by the assembly.

The regulation implementing the Statute will establish the methods and terms of the procedure for terminating the association relationship.

The exclusion resolution is effective from the thirtieth day following the notification of the measure, unless the Board decides to make it effective immediately due to the seriousness of the reasons for the measure. In any case, the exclusion measure must be adequately motivated.

A member excluded for any reason or cause may request that the President submit to the next meeting the examination of the reasons for exclusion, and request the annulment of the provision.

In any case, members who are excluded due to failure to pay the membership dues may, following submission of a request, be readmitted by paying a new and additional membership fee.

Art. 7 - Corporate books

The Association keeps the following corporate books:

- a) the book of associates or members;
- b) the book of meetings and deliberations by the assemblies, in which must be transcribed even the minutes drawn up for public deeds;
- c) the book of meetings and resolutions of the Board of Directors and the Board of Auditors.

The books referred to under letters a) and b) of paragraph 1, are kept by the Board of Directors. The book referred to under letter c) of paragraph 1, is kept by the Board of Auditors itself.

Art. 8 – Duration

The duration of the Association is indefinite.

Art 9 – Social bodies

The Organs of the Association are:

- a. Members Assembly;
- b. Board of Directors;
- c. President;
- d. Board of Auditors.

With the exception of any professional emoluments due to the members of the Board of Auditors, all the offices relating to the aforementioned bodies are free of charge, except for the reimbursement of expenses incurred for the exercise of their tasks and for special tasks previously approved by the Board of Directors. The Assembly, however, due to the seriousness of the commitment and responsibilities of the directors, may, by express resolution, provide for remuneration to the members of the Board of Directors.

Art. 10 – Members Assembly

The Members Assembly is the highest deliberative body of the Association. It consists of all the older members, in good standing in regard to the payment of the social quotas.

Each member can be represented in the Assembly by another member by means of a written proxy, even written at the bottom of the notice of meeting. Each member can represent up to a maximum of three members.

It is permitted to participate in the meeting by telecommunication or by voting by means of correspondence or electronically, provided that it is possible to verify the identity of the member who participates and votes according to the provisions contained in the regulation implementing this Statute.

Ordinarily it meets at least once a year, by July, upon convocation by the President to discuss the report presented by the Board of Directors regarding the social activities and the final balance of the previous year, as well as the other arguments possibly proposed by the Board of Directors or by at least a third of the regularly registered members.

The Assembly also takes place whenever the President deems it appropriate, or on the initiative of the Board of Directors or at the request of at least one third of the shareholders in good standing with the payment of the share.

The Assembly is convened with a notice sent by registered letter with acknowledgment of receipt, or by email or certified mail to the email address listed in the Register of members, at least ten days before the date of the convocation.

The convocation must indicate the location of the meeting, the date and time of the first and any second convocation, as well as the topic to be discussed, analytically indicated.

On first call, the Assembly is established in a valid manner by the presence of half plus one of the members; on second call, whatever is the number of members present. Resolutions are approved with the favorable vote of the majority of those present.

Written minutes of each meeting will be prepared, and signed by the President and a secretary.

Art. 11 – Responsibilities of the Assembly

The Members Assembly shall:

- a) nominate and revoke the members of the social organs;
- b) nominate and revoke, when provided for, the person in charge of the legal examination of the accounts;
- c) approve the budget;
- d) deliberate on the responsibilities of the components of the social organs and promotes liability actions against them;
- e) deliberates on the requests for review of the applications for admission rejected by the Board of Directors or of the exclusion orders;
- f) deliberates on changes to the articles of association or the statute;
- g) approves the regulation implementing this Statute;
- h) approves the dissolution, transformation, merger or division of the Association;
- i) deliberates on the other items that the Board of Directors deems to submit for its approval, without prejudice to the responsibility of the directors for all the deeds of their competence.

The Assembly, convened in the manner specified in the implementation regulation, in a special session called in order to proceed with the modification of the Statute, deliberates with the favorable vote of at least 2/3 of those present.

The Assembly, convened in a special session in order to proceed with the dissolution of the Association, is validly constituted with the presence of at least 2/3 of those entitled to vote and the relative resolutions are validly approved with the favorable vote of at least 2/3 of those present. The resolution to dissolve the association must also provide for the destination of the corporate assets.

Ar. 12 – Board of Directors

The Board of Directors is composed of a minimum of seven to a maximum of nine members.

The members of the Board of Directors are appointed from among the members or representatives of the members (with at least three years of membership seniority), for four years, and can be re-elected.

The Italian Farmers Confederation has the right to propose to the Assembly up to three names of members of the Board of Directors.

The members of the Board of Directors must meet the requirements of Art. 2382 and subsequent.

They lose their position by resignation or forfeiture of the membership, which can also be revoked for just cause by the Assembly. No compensation or indemnity is due to the dismissed director.

In the event of dismissal or revocation of one or more members, the Board of Directors co-opts a number of members equal to that of the lost or revoked directors in order to fill the vacant positions temporarily, until the next Assembly. In the first call following the loss of one or more directors, the members elects the new directors in the same number as the dismissed, and they will remain in office until the entire Board expires.

In the event that more than half the number of directors is lost, the President, i.e. the Board or, failing that, the Board of Auditors convenes the Assembly without delay for the election of the entire Board.

The Board shall meet at least once every four months.

At the opening of the board session it shall be nominated a secretary, even from outside the Board, who will be assigned to the preparation of the minutes.

The Board of Directors is considered validly constituted with the presence of half plus one of its members. In the event of a tie, the President's vote is considered double.

The Board minutes are read and approved in the first session following the one to which it refers. The minutes are kept in the registered office.

The Board of Directors has all decision-making powers concerning the initiatives to be taken and the criteria to be followed to achieve and implement the Association's purposes and for its management, with all the powers of ordinary and extraordinary administration.

The Board prepares in advance the implementing regulations for this Statute to be submitted to the Assembly for approval.

The members of the Board may delegate to the President or to one or more Directors its own powers to carry out certain actions or to perform activities expressly identified in the proxy, even with the power for outside representation.

The Board of Directors decides on the applications for admission of new members, determines the amount of the quotas, hires and fires the staff necessary for the functioning of the Association, determining their remuneration, prepares the estimated and final budget to be submitted to the Assembly.

The Directors, within 30 days from their nomination, must request that their nomination be registered in the Single National Register of the Third Sector, each indicating his name, surname, place and date of birth, domicile and citizenship, as well as to which one of them is representing the organization, specifying whether separately or jointly. The power of representation attributed to directors is general. The limitations of the power of representation are not enforceable against third parties if they are not registered in the Single National Register of the Third Sector, or if it is not proven that the third parties knew about it. Any changes to the members of the Board and their respective powers of representation must be communicated in accordance with the law to the Single National Register of the Third Sector.

The Board of Directors has the power to nominate a Director proposed by the President.

The Board of Directors approves and manages the activities described in Art. 3, with the faculty to nominate a coordinator for each single activity, setting its objectives and functions.

Art. 13 – The President

The President is the legal representative of the Association. He convenes and chairs the meetings of the Assembly and the Board of Directors, appoints lawyers and arbitrators, decides the agenda of the Board of Directors, exercises the powers that the Board of Directors has delegated to him.

The President is elected by the Assembly on the proposal of the Italian Farmers Confederation and can be elected for no more than two full and consecutive terms.

The Board appoints from among its members a Vice President who assumes, in whole or in part, the responsibilities of the President in case of impediment of the latter.

Art. 14 – Board of Auditors

The Board of Auditors is made up of three standing members and two alternates, appointed by the Assembly, and remains in office for four years.

The President of the Board and an alternate must be registered in the appropriate register of auditors. Art. 2399 and subsequent apply to the members of the Board.

The Board of Auditors monitors compliance with the law and the Articles of Association, and observance of the principles of correct administration, also with reference to the provisions of Legislative Decree no. 231 of June 8, 2001, if applicable, as well as on the adequacy of the organizational, administrative and accounting structure and on its concrete functioning.

In addition, it exercises accounting control.

The Board of Auditors also monitors the observance of civic, solidarity-inspired and socially useful purposes, especially in regard to the corporate purposes of Art. 2 and 3 of this Statute, and attests that the social report was prepared according to the guidelines indicated in Art. 14 of Legislative Decree 117/017. The social report acknowledges the results of the monitoring carried out by the mayors.

The members of the body may carry out inspections and controls at any time, even individually, and to this end they can ask the directors for information on the progress of corporate operations or of certain businesses.

The members of the Board of Auditors cannot be removed from their positions by the Assembly, except for serious and proven reasons.

ART 15 – Statutory Audit

In the event the Association exceeds for two consecutive periods the expected revenues as indicated in Art.31 of Legislative Decree 117/2017, accounting control may be entrusted to an official auditor or a statutory auditing firm, registered in the appropriate register, in place of the board of auditors as provided for in Article 16 above.

Art. 16 – The Director

The Director is appointed by the Board of Directors, upon proposal of the President, with executive functions for both the administration of the Association and the project.

The Director, in accordance with the decisions of the Board of Directors, shall:

- a. Prepare the final balance sheet to be submitted to the Board of Directors, and report periodically on the overall situation of the Association;
- b. Oversee every operational area of the Association with particular regard to the economic and financial management of the projects;
- c. Manage the staff;
- d. Propose to the Board of Directors hiring, layoffs and grade advancements.

Other specific functions of the Director may be contained in a job description that the Board of Directors assigns to him.

Art.17 – Duration of appointments

All corporate appointments have a duration of four financial years and can be reconfirmed.

The replacements and co-optations made during the four-year period expire at the end of the fourth financial year.

Art. 18 – Assets

The assets of the Association consist of the membership fees, both ordinary and extraordinary, in addition to:

- a. Contributions and donations by members and third parties;
- b. Large donations, even by means of testaments;
- c. Contributions by public and private entities;
- d. Proceeds from social initiatives;
- e. Other proceeds;
- f. Reserve fund;

g. Assets acquired by the Association.

Art. 19 – Final balance sheet

The Association's Budget is prepared in accordance with the provisions of Art. 13 of Legislative Decree 117/2017, based on the forms prepared by the Ministry of Labor and Social Policies.

The Association's financial years close on December 31 of each year. A final balance sheet is prepared for each financial year.

By May 15 of each year, the Board of Directors is convened to prepare the final balance sheet for the previous year to be submitted for approval by the Assembly by the next June 15.

The budget approved by the Assembly is filed with the Single National Register of the Third Sector and published on the Association website.

Art. 20 – Management surpluses

The Association has the obligation to use the profits or management surpluses for the realization of institutional activities and those activities directly connected to them.

The Association is prohibited from distributing, even indirectly, operating profits or surpluses, however named, as well as funds, reserves or capital during the life of the Association, unless the destination or distribution is required by law or is carried out in favor of other non-profit organizations of social utility which, by law, statute, regulation or agreement, are part, even temporarily, of the same and unitary structure.

Art. 21 – Dissolution

In the event of its dissolution, for any reason, the Association is obligated to turn over its assets to another association with similar goals or for public benefit purposes, having heard the control body referred to in Art. 3, paragraph 190, of Law 662/96.

Art. 22 – Transitional rule

Whenever the Single National Register of the Third Sector becomes operational and the Association is ready to proceed with the relative registration, the President is authorized to modify Art. 1 of this Statute, in the following Text:

“Pursuant to and for the purposes of Legislative Decree 117/2017, it has been created an Association called “AGRICOLTORI SOLIDARIETÀ E SVILUPPO - ASeS - Ente del terzo settore (ETS)”, based in Rome.

The Association “AGRICOLTORI SOLIDARIETÀ E SVILUPPO - ASeS” has been active since 1986; in 1991 it was formalized in the form of an association, and since 2003 it has been acting as a reference NGO of the Italian Farmers Confederation (CIA – Agricoltori Italiani), as it was recognized as a Non-Profit Organization Of Social Utility (NPO - *Onlus*). It therefore operates on a non-profit basis, and works cooperatively for the sustainable development of impoverished populations. The Association was born from the initiative of individuals who collaborate in the Association's activities as members, by sharing and integrating the experiences and skills gained independently.

By resolution of the Assembly, secondary offices, branches, representatives may be set up or closed both in Italy and abroad, even permanently”.

Art. 23 – Referral rules

For anything not provided for in this Statute, the rules of the Italian Civil Code and those of Legislative Decree 117/2017 shall apply.