

Index n. 67443



Counter-foil n. 17690

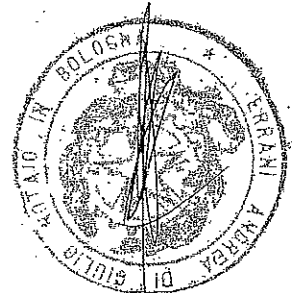
THE MINUTES OF THE MEETING
ITALIAN REPUBLIC

Two thousand and two (2002), sixteenth of December

-16th of December 2002-

In Bologna Via Lame n. 118.

6.15 p.m.



In the presence of the undersigned dr. ANDREA ERRANI, notary of the Bologna Notarial Corporation resident in Bologna, there is:

TOSI FRANCESCO, born in Sassuolo on 4 of April 1954, resident for the purposes of his office in Bologna via Lame n. 118.

As notary, I am sure about the identity of the contracting party who, having legal pre-requisites and my permission, states to waive witnesses in this legal act.

The contracting party states to be here in the occasion of the extraordinary assembly of:

“C.E.F.A.- European Committee for training and agriculture” located in Bologna (BO) via Lame n. 118, Fiscal Code 01029970371

meets in this place, in this day and this hour, in order to deliberate on the following:

AGENDA

- modifications of statute in order to achieve ONLUS qualification and acquire legal status.
- By designation of those present, the contracting party, President of the Committee takes the chair and then ascertains that:
- 17 (seventeen) out of 20 (twenty) persons are presents, as results from the list attached to this legal act under letter A, whose reading was omitted according to the will of the contracting party;
- in accordance with the statute, the current assembly has been regularly convoked;

He states that the current assembly has been regularly constituted and is able to deliberate on the present agenda. Moreover he asks me to draw up the present minutes of the meeting.

Having opened the discussion of the agenda, the president explains to those present that it is necessary to modify the statute in order to qualify the Committee as ONLUS and enjoy the related advantages. Moreover he specifies that the Committee must be defined as an association.

In this respect, the president specifies that modifications are purely formal because the association's activity is already such as to be part of non-profit socially useful organisms. In order to be formally part, it is necessary that according to current rules specific declarations will be inserted in the statute.

In order to be approved by the assembly, the President reads the association's statute.

The president specifies to the assembly that an honorary president is predicted in the new statute. This position could be used in the future to honour people worthy in the fields of associationism and voluntary service.

The president puts the proposals to the vote.

Those present, having taken cognizance of the proposals and after a short discussion, unanimously deliberate to modify the statute in order to qualify "C.E.F.A.- European Committee for training and agriculture" an ONLUS and enjoy the related advantages.

The assembly approves the text of the social statute such as proposed by the president who reads to the assembly the text itself and asks it to approve article by article and generally.

The president of the board of governors gives me the text, the statute of association, just approved by the assembly and attached to present legal act under letter "B", whose reading was omitted owing to will of contracting party.

Since nobody asks to speak, the president states that the present meeting is closed. It's 7 p.m.

As notary, I have read the present minutes of the meeting to the contracting party who has approved it. The minutes of the meeting was written by me and by my personal assistant by typewriter on three pages.

Signed Francesco Tosi

Signed Andrea Errani Notary



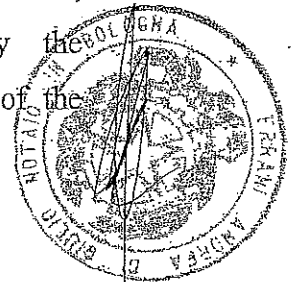
CEFA'S ASSOCIATION STATUTES -- EUROPEAN COMMITTEE FOR
TRAINING AND AGRICULTURE - ONLUS

Registered office in BOLOGNA - Via LAME 118 - BOLOGNA

ART. 1 - Denomination and office

CEFA association, European Committee for Training and Agriculture (Comitato Europeo per la Formazione e l'Agricoltura), ONLUS is a non-governative, independent, non-profitmaking, prevalently intercooperative organization, founded by the Agricultural, Christian, Cooperative Societies of Emilia Romagna, member of the Christian Labour Movement.

The registered office of the Association is in Bologna, via Lame 118.



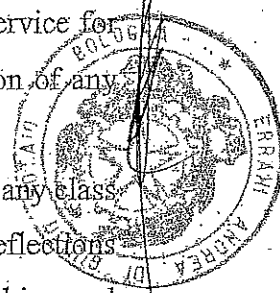
ART. 2 - Aims

The association pursues the following aims:

- a) the preparation and accomplishment of authentic projects of integrated development in *developing countries*, particularly in the big agricultural areas, by using a voluntary staff, carefully trained both culturally and morally and on the technical-professional side and finally instituting juridical, social structures suitable for the management of the accomplished works and projects by the populations.
- b) the gradual promotion of *country programmes* in those places where more than one programme concurring to a bigger cooperation programme are co-existing, considering the social reality and the local institutions.
- c) helping actions in emergency situations caused by natural disasters, internal fights or international conflicts, by sending aids, assisting the fugitives and refugees, organizing resettlement camps, helping in any useful way those areas and people hit by such torments.
- d) the restoration of the structures and primary services hit by such fights and conflicts, in order to promote the restoration of the essential activities and prepare the getting back to the social, economical normality.
- e) the diffusion of the spirit of voluntary service for the people development, the knowledge of its activities and problems, the training of people fit for voluntary

service by communities in developing countries, the aid to the activities, especially those fit into projects and programmes, particularly those connected with rural areas and activities.

- f) the promotion of any useful relationship with national, local and international institutions for development, particularly with the Italian Government, E.E.C., UNO and UNO's agencies, Foundations, Universities or institutions aiming at initiatives of cooperation according to the previous paragraphs, both for obtaining aids and co-financing and for any useful participation to the initiatives promoted by CEFA.
- g) making public aware of and educating people to the problems of underdevelopment, to the struggle against any discrimination, to the international voluntary service for the promotion of cooperation, of international solidarity, for the prevention of any violence and the promotion of peace and cooperation among people.
- h) the organization of refresher courses and the training of school teachers of any class and school level, mainly addressed to increase knowledge and to suggest reflections on the main themes and problems concerning the international relationships and cooperation for development in their cultural, historical and social-economical aspects.
- i) Lessons held in the schools of any level, in order to increase the awareness, to train and educate students to the a.m. problems. CEFA will pursue these educational, cultural aims through publications, lectures, debates, seminars, conventions, filmed sequences, training stages and the use of any mean of social communication.
- j) the promotion of initiatives useful to raising and supporting, their own programmes and initiatives, also financially, in order to develop the utmost degree of self-sufficiency and operative capability.



ART. 3 - Membership

3.1 - Adherence

CEFA's members can be:

- a) Organizations and Social Bodies sharing the CEFA's statutory aims.
- b) Agricultural Cooperatives adhering to CICA and Cooperative Organizations with prevalent mutuality (particularly the agricultural ones).
- c) Natural persons, skilled in the fields to which CEFA's action is finalized and particularly meritorious.

d) Non-profit associations, directly engaged to support CEFA's activities.

The adherence application, formulated and opened according to what is established by the Regulations, is examined by the Board of Directors, deliberating its acceptance with the positive vote of the 75% of its members. The recognition of the qualification of member is effective from the same moment of its resolution

3.2 - Social requirements

The participants commit themselves to observe the present statutes and to collaborate actively to the institutional aims of the Organization and to pay the fixed dues.

3.3 - Deprivation of the qualification of member

A member is deprived of his qualification for withdrawal, forfeiture or exclusion.

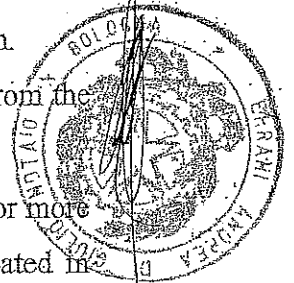
a-The withdrawal must be notified in writing to the President and is effective from the date of its notification.

b-The members lose their post when: 1) they have been absent at the Assembly for more than four consecutive times without any justified reason expressly communicated in writing to the President before the Assembly has been held. Such a condition must be ascertained by the Presidency Committee. Should the result be positive, the forfeiture is deliberated by the Board of Administration and then ratified by the Assembly; 2) the ceasing of the admissibility requirements has been ascertained, with consequent deliberation of the Assembly.

c-The members are excluded for gross reasons, prejudicing the Association interests and integrity and for attitudes contrary to the spirit and to the text of the Statutes or to the resolutions taken by the Assembly or by the Council.

Such conditions have to be ascertained by the Board of Administration. Should the result be positive, the Council is allowed to decide the suspension of the member and, in the first following meeting, the Assembly will deliberate his exclusion. The member who has been declared to be suspended by the Board of Administration is allowed to appeal to the Assembly: in that case the excluded member will be allowed to take part, with right of speech, to the Assembly in which his exclusion will be on the agenda.

Those organization that have lost their member qualification have no right on the assets of the Association.



ART.4 – Adherence to other bodies and local sections

CEFA is allowed to join national and international Bodies and Organizations, setting themselves the same institutional aims, entirely or partially.

CEFA is allowed to have local sections with their own regulations; these are recognized by the Board of Administration that approves their programmes and regulations

Every section is represented by its own President or delegate to the ordinary and extraordinary Meeting of Members.

ART. 5 – Officers

The officers of the Association are:

- a) Assembly;
- b) Board of Directors;
- c) President;
- d) Presidency Committee;
- e) Auditors college.



ART. 6 - Assembly

The Assembly is constituted by members chartered on the members book at least 30 days before the day fixed for the Assembly. The organisms members participate with only one representative to the purpose delegated.

The ensemble of the potential members in private capacity will nominate his common representative who will participate equally with one vote.

Each Member can represent by delegation, during the Assembly, not more than one member.

It is due to the Assembly decisions expected by law, with particular regard to:

- a) Yearly adoption of the activities program.
- b) Yearly adoption of the budget and final budget.
- c) Statute modification.
- d) Board of Directors alection.
- e) It is called in ordinary session at least once a year and, in extraordinary session each time the Board of Directors considers it necessary or 1/4 of the members applies for it.
- f) The Assembly can be fixed also out of his registered office.

- g) Assembly resolutions are taken with relative majority of the presents, with exception of the decisions of dissolution of the Organism, which have to be taken by vote of 2/3 of members legal claimant, and for statute modification which requires absolute majority of members legal claimant.
- h) Convocation has to be spread at least 10 days before the date fixed, with the agenda's indication. In cases of emergency this term is reduced to a half.
- i) Assembly is valid in first convocation when the delegates majority is present, and in second convocation whatever is the delegates number present.
- j) Assembly can annually fix, with simple majority, a membership contribution charged to each member, designed to support Cefa's activities.

ART.7 - Board of Directors

Board of Directors is composed by at least 7 members with a maximum of 11. It remains in office 3 years. His members are re-eligible.

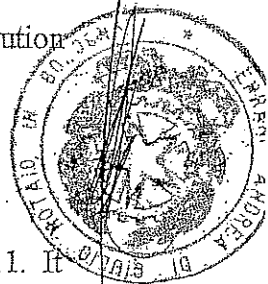
Board of Directors is qualified to deliberate about measures in general aimed to the implementation of the Organism's Statute purposes and about problems concerning the financing of itself, to the purpose to ensure the due financial balance, with expectation of matters specifically reserved by the Assembly. It resolves about the purchase or permutation, acceptance of legacies and donations, about organization rules and internal management, about questions relating engagements, salary, legal treatment and dismissal of the staff, about management estimates and financial statement to present to the Assembly. Board of Directors can, in particular deliberate about financial operations necessary for the ordinary activity of the Organism

Deliberates also about the members admission and exclusion.

It nominates within itself the President, one or two vice-Presidents. There aren't limits on the mandates number for the Presidency and for the vice-Presidency.

Board of Directors has the right to nominate a new Councillor by co-optation, up to the number of 2 new Councillors. The proposal advanced by the President or by a Councillor in office is inserted on the Board of Directors agenda and voted : it will be approved if it reaches present's votes unanimity. In thi occasion it is no admitted abstention's vote. For the co-optation the mebers are informed in writing.

The qualification of councillor is lost by forfeiture or demission. Demissions have to be presented in writing to the President. Forfeiture occurs in case of absence without any



justified reason expressly communicated in writing to the President, at least a half plus one of the meeting realized in a solar year. Both cases of demissions and forfeiture are submitted to the Prsident at the first Board of Directors useful meeting. A Councillor decadency is ratified on the first Assembly useful meeting.

The Board of Directors nominates a Director, to who can assign particular delegation of duties.

The Board of Directors, with the aim to facilitate a correct functioning of the Organism, vara un Regolamento, relativo all'attività degli organi sociali e alla struttura organizzativa del CEFA.

ART. 8 – President

The President represents to all intents the Association in front of a third party, convenes the Board of Directors, is responsible about the execution of the the Board of Directors resolutions and provides in arrangement with, the deputy or deputy chairmen in case of emergency.

The President can delegâte his powers to the deputy chairmen and, if they are absent or unable, to one or more members of the Board of Directors.

ART. 9 – Presidency Committee

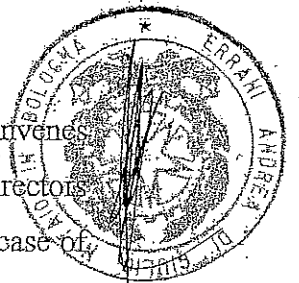
With the aim to manage at best the Association, the Board of Directors can constitute a Presidency Committee formed by the President, by the deputy or deputy chairmen, by a councillor, by the director and by the administrative responsible, who decides on ordinary measures. Those measures will be explained to the Board of Directors on the first assembly called after the decisions by the Presidency Committee.

ART.10 – Auditors college

Auditors college is nomined by the Assembly, controls the management and monitors on the abidance of law and on the constitutive Act. Ascertaines the regular of the bookkeeping, the correspondence between the balances and the account books, as well as the observance of the rules for estimation the corporate assets.

Annually, on the basis of the bilance outcomes, draws up an accounting report.

In any time can express his opinion on any Organism's activity.



Auditors college verifies, at least every quarter, the residual amount and the existence of personal property of CEFA.

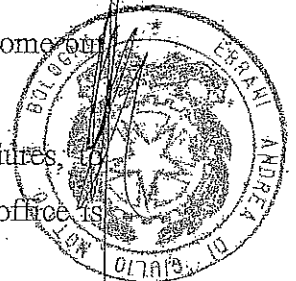
Auditors college is allowed to proceed also separately in any moment for inspection and control acts. It participates, with consultative vote, to the Board of Director.

Auditors college is composed by 3 (three) members, who remain in office 3 (three) years; his components are re-eligible.

ART.11 – Titular President

The Assembly, at the major by at least 1/4 of the members of the Assembly, or by the Board of Directors, can among people who have particularly distinguished in life and history of CEFA, sharing common values, titular president for life. This one comes out elected if obtain 75% of the votes of the Assembly.

Titular President will be invited to the board meeting, whit ordinary procedures, to Presidency Committee meetings and Members Assemblies. Titular President office is exclusive.



ART. 12 – Incompatibility and gratuitousness of the social offices

The trustee social office di membro is inconsistent with the status of who holds working relationship with the organism.

Social offices are exercised gratuitously. It is possible to appoint an administrator assignments payed determined singularly and one by one by the Board of Directors.

ART.13 - Incomes

The organism incomes are represented by:

- a) financing and contributions by ministry, public bodies, private corporations, national and international institutions, social and cultural organisms.
- b) potential donations and lacacies by bodies and privates.
- c) potential interests charged and others returns on capital.
- d) any other income accepted by the Board of Directors and permitted by the law.

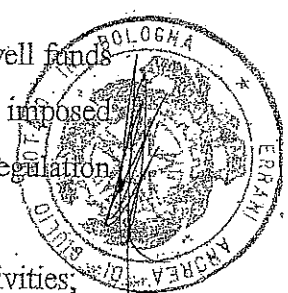
The organism is allowed to do any movable and financial operations, property deals considered by the Board of Directors necessary or useful to pursue social aims.

Dues paid by members constitute common fund. As far as the Organism remains in life, members can't demand the common fund partition or claim the share in case of withdrawal, forfeiture or exclusion.

ART.14 – ONLUS

In reference to the rule 460/1997, art.10, the organism has:

- a) the prohibition to exercise different activities to the ones mentioned by the art. 3 of the statute;
- b) the prohibitions to distribute even indirectly profits or budget surplus as well funds or capital during Organism life, except if the destination or distribution is imposed by law or are made in favour of other ONLUS which by law, statute and regulation are part of the same and unitary structure;
- c) legal requirement to use profits and budget surplus to realize institutional activities;
- d) legal requirement to use the locution ONLUS in the denomination and in any sign of recognition or communication to the public.



ART.15 – Dissolution

In case of dissolution, to decide by a majority of 2/3 of the members assembly, will be nominated with simple majority a liquidator;

The corporate assets will be devolved to one or more non-profitmaking organizations committed in develop programs in developing nations.

ART.16

For what is not explicitly envisaged on the present statute, it makes reference to the Civil Code and the current legislative measures on matter.

COPIA COSTITUITA DA 10 FOGLI CONFORME AL
DOCUMENTO ORIGINALE DA ME NOTAIO REDATTO
IN ITALIANO E DA ME TRADOTTO IN INGLESE.

Bologna 02.10.03

