

Rete Città dell'Olio del Meditereraneo
Réseau des Cité Oléicoles de la Méditerranée
Red de Ciudades Oleícolas del Mediterráneo
(Re.C.O.Med.)

STATUTE

CHAPTER 1

Title, constitution, headquarters, aims and duration.

Article 1- Title

The Network of Mediterranean Olive Oil towns (Re.C.O.Med.) is a non-profit association under private law, constituted by the National Associations of Olive Oil Towns in the Mediterranean basin, in accordance with the regulations of the National Institutions. The regulations of the Association will be determined by this deed, internal regulations and, if necessary, by agreements taken by the General Assembly.

Article 2 – Constitution and duration

Re.C.O.Med. has indefinite duration and corporate existence, which it will acquire on the day of registration in the State Register of the country in which it is domiciled. Its constitutional basis is the Protocol of Intentions of Imperia (Protocollo di Imperia, signed on 07 May 2011). The official presentation of Re.C.O.Med. will coincide with the legal date of its constitution.

Article 3 – Aims

The fundamental aims of Re.C.O.Med. are as follows:

- To contribute to the promotion and growth of the olive patrimony and oil production.

- To enhance the value of culture and the scientific, human and publicity aspects of the olive, and to develop tourism for the future, in relation to the Mediterranean culture of the olive.

In order to achieve these aims, Re.C.O.Med. will adopt specific methods such as:

- Organizing a network of contacts and linked events, with the aim of sustaining and promoting areas of olive cultivation and production of olive oil;
- Creating centres of information on olive oil;
- Creating open-air eco-museums and organizing scientific conferences regarding the olive;
- Creating and promoting events linked to traditional Mediterranean cuisine and to the increase in consumption of olive oil and olives;
- Organizing olive festivals in the Mediterranean area, to allow the public to discover the patrimony of olive cultivation and the traditions of the oil-producing towns, and in this way turn simple itineraries into real tourist attractions;
- Promotion and defence of olive-cultivation areas;
- Enhancing the potential of olive cultivation in order to create a new area of employment;
- Providing incentives for study, research and experimentation in order to enhance the value of the local cultivar varieties closely linked to denominations of protected origin, where present;
- Promoting seminars and research on all the aspects regarding olive oil (social, economic, cultural, health-related and technical);
- Safeguarding and rediscovery of flavours and fragrances of the traditional cuisine of the Mediterranean Diet, immaterial patrimony of Unesco;
- All aspects referring to definitions of the Olive Culture.

Article 4 – Headquarters and range of activities

The headquarters of Re.C.O.Med. is established in Imperia at the Chamber of Commerce;

however the General Assembly may decide, with a majority of 2/3 of its members who have paid the membership subscriptions, to move the headquarters to another town which is a member of Re.C.O.Med.

Prior to such a move to another State, the Board of Directors will inform the members regarding the economic and legal consequences of such a move for members and employees. Current laws will be respected for such a move. The move will come into effect from the moment of Registration in the State Register of the country of the new domicile.

The Association covers an international area, which is represented by the countries of the Mediterranean basin.

CHAPTER 2

Members of Re.C.O.Med.

Article 5 – Members of Re.C.O.Med. may be Founder members or active members.

5.1 Founder members are considered to be all the active members who are signatories of this Statute.

5.2 National Associations of the Olive Oil Towns of the Mediterranean basin may become active members of Re.C.O.Med. If and where there are none, Municipalities, Provinces, Regions and organizations and institutions (public or with a public majority), with a keen interest in the enhancement of the value of olive oil and which correspond fully to the principles expressed in the social objectives, may join in the interim.

5.3 The quality of member and, consequently, the annual subscription and membership fees are not transmittable and not reassessable.

5.4 It is explicitly excluded every limits both temporal and operational to the member status and its consequent rights.

CHAPTER 3

Operating Subscriptions, approval, resignations, expulsions

Article 6 – Operating Subscriptions

The members of Re.C.O.Med. undertake to uphold the Statute and pay the annual subscriptions. The subscriptions will be decided by the General Assembly.

Article 7 – Loss of membership

Membership may be lost in the following ways:

7.1 By expulsion pronounced by the General Assembly, due to non-payment of subscription for two consecutive years without any acceptable justification.

7.2 By resignation sent to the Board of Directors and ratified by the General Assembly.

7.3 By exclusion notified by the Board of Directors and presented to the following General Assembly. The sanctioned member may appeal during the following General Assembly whose decision will be final.

7.4 Members' responsibility. No single member will be held personally responsible for the decisions taken by the Assembly.

CHAPTER 4

Administration and functioning.

Article 8 – Board of Directors

The Board of Directors consists of:

- The Chairman
- Two Vice-Chairmen
- One Treasurer
- One Secretary

Article 9 – Election of the Board of Directors

The members of the Board of Directors are elected at the General Assembly of the National Associations which have held membership of Re.C.O.Med. for a period of two years and will guarantee that countries will be represented on a rotational basis.

Equal territorial representation will be guaranteed in the Board of Directors; in order to ensure this, the members of the Board of Directors will belong to different Associations and countries, if this is possible.

It shall be a necessary condition that the functions of Chairman and Vice-Chairman be assigned to members of different Associations and Countries.

Expenses will be free of charge.

Article 10 – Authority

The Board of Directors is invested, in a general sense, with absolute power within the limits of the aims of the Network and the deliberations of the General Assembly.

10.1 It is entitled to authorize any legal action and operation not expressly reserved for the ordinary or extraordinary General Assembly.

10.2 It authorizes the Chairman to carry out any necessary action, purchase, sale or investment of property of the Network; it also authorizes the Chairman to conclude all negotiations and contracts necessary to its objectives with a justification for expenses.

10.3 The Board of Directors shall accept applications for membership and formulate proposals for new members with written criteria.

10.4 The Board of Directors shall suggest to the General Assembly the sum of the annual subscription.

10.5 The Board of Directors shall elaborate the internal regulations.

Article 11 – Meetings

11.1 The Board of Directors will normally meet once every six months, after notification by the Chairman.

11.2 The Board of Directors shall meet for extraordinary sittings when notified by the Chairman or at the request of 2/3 of the members. If this request is not met within 15 days, the administrative organ may be convened

11.3 Meetings will be notified in writing, at least 1 month in advance. Electronic post may also be used. The notification will specify the date, time and place of the meeting in addition to the agenda.

11.4 Meetings of the Board of Directors will be chaired by the Chairman, or in his absence, by the Vice-Chairman or by the eldest member.

11.5 The secretary will draw up the minutes of each meeting with an extract from the deliberations, the text of any agreements and the numerical result of votes.

11.6 At the start of every meeting of the Board of Directors the minutes of the previous meeting will be read out for approval or rectification. Ten days prior to this, the minutes and all other documents will be in the headquarters, available to all members.

11.7 For justified reasons of urgency, the Chairman, on his own initiative or on the initiative of any other member, is entitled to modify the agenda to include further points. The urgency of the situation must be ratified by the Board of Directors before discussion of the point in question.

11.8 Decisions are taken on the basis of the majority of members present. The Chairman's vote is decisive.

11.9 The previous notification and the presence of at least half plus one of the members constitute necessary conditions for the Board of Directors' meeting to be valid.

Article 12 – The Chairman

The Chairman will be elected by the General Assembly with a mandate of two years, in order to keep faith with the principle of rotation.

12.1 He will have the authority to convene and chair the Board of Directors and the General Assembly, in conformity with the articles in this regard.

12.2 Legally only the Chairman may represent Re.C.O.Med. in all official deeds, unless he delegates the Vice-Chairman.

12.3 He orders the purchases for Re.C.O.Med with justification cleared.

12.4 In an emergency, or in the case of absolute necessity, the Chairman may delegate one or more prerogatives to the Vice-Chairman.

12.5 If this position becomes vacant before the end of the mandate or if the Chairman finds it impossible to assume the mandate, he will be substituted by a Vice-Chairman designated by the Board of Directors and by himself, until the following General Assembly.

12.6 The Chairman exercises other functions not expressly conferred during the General Assembly or the Board of Directors.

Chapter 5 Functioning

Article 13 Provisions for the General Assembly.

All members of the Association may participate in the General Assemblies.

13.1 General Assemblies are convened in writing by the Chairman of the Association.

13.2 Convening letters must contain the agenda.

- 13.3 The Chairmanship of the General Assembly belongs to the Chairman or a representative.
- 13.4 Deliberations are registered in a report.
- 13.5 Only members who are present have the right to vote.
- 13.6 Proxy votes are not permitted. No delegate will represent a National Association which is not his own.

Article 14 – Nature and powers of the Assemblies

The General Assemblies represent the totality of the members of the Association.

Within the limits of the powers conferred upon them by the statutes, the decisions of the Assemblies are binding on all present and absent.

Article 15 – Ordinary and extraordinary General Assemblies

The General Assembly is composed of the delegates of the National Associations and who are active members of Re.C.O.Med.

15.1 The General Assembly meets in ordinary session after a written summons has been sent by the Chairman, via certified e-mail, including the agenda, at least once a year, in the six months following the closing of the accounts. The agenda will include the approval of the yearly accounts, the application of the results, the approval of the estimated expenditure and the management report of the Board of Directors.

15.2 The General Assembly may be convened in an extraordinary meeting by the Chairman whenever necessary, by the Board of Directors or on request by 2/3 of the members, including in the request the reason and points to be discussed. If this request is not met within a month, the request will be automatically approved.

15.3 The General Assembly approves the reports on the management of the Board of Directors and in particular on the activities carried out and on the financial situation of the Network.

15.4 After deliberation on the various reports, the Assembly approves the accounts of the closing year, votes on the estimated expenditure for the following year and deliberates on all other issues in the agenda.

15.5 Election or renewal of members of the Board of Directors is secret.

15.6 The General Assembly establishes the annual subscription.

15.7 Decisions of the ordinary General Assembly are made on a majority basis; all other deliberations are taken by a show of hands, unless the majority of those present wishes to vote secretly.

15.8 Each member has the right to vote and to his own opinion

15.9 1. Requests for meetings of the General Assembly, both ordinary and extraordinary, will be formulated in writing, at least 15 days in advance. The request must contain date, time and place of the meeting and the agenda.

2. The meetings of the General Assembly will be chaired by the Chairman. In his absence he will be substituted by the Vice-Chairmen or by the most senior member.

3. At the beginning of each meeting of the General Assembly, the minutes of the preceding meeting will be read out for approval or rectification. Fifteen days prior to this, the minutes and other documentation will be present within the headquarters at the disposal of all members.

4. For justified reasons of urgency and on his own initiative or at the suggestion of any member, the Chairman may include in the agenda other subjects which do not appear in the summons of the meeting. The situation of urgency will be ratified by the Assembly prior to dealing with the issue in question.

Article 16 – Simple majority or qualified majority.

16.1 Simple majority: decisions are taken with the majority of the votes of those present; voting modalities follow the single vote principle: one head, one vote.

16.2 Qualified majority: statutes may be modified exclusively by the extraordinary General Assembly, which decides on the basis of a majority corresponding to 2/3 of those present.

Chapter 6

Resources and accounting

Article 17 – The resources of the Association include:

- the total of the subscriptions
- subsidies
- results of shows and festivals
- donations and bequests

Article 18 – Accounting and managing surplus

The accounts of income and expenditure will be updated periodically and a financial and economic statement is prepared yearly according to the country's regulations where is located the Association seat. It is forbidden to share, even indirectly, profits, surplus or funds, provisions and capital while the Association is in life, unless the assignment or distribution is fixed by the law.

Article 19 –College of Auditor

19.1 The College of Auditors is an administrative organ deriving from the General Assembly.

The College of Auditors will comprise three members of different nationalities, a Chairman, a Secretary and a member.

The members of the College of Auditors may request the advice of an Inspector.

The Chairman of the College of Auditors may take part in the meetings of the Board of Directors without the right to vote.

19.2 The College of Auditors will carry out the following tasks:

- a) making an annual informative draft of the accounts and presenting it to the General Assembly;
- b) making an exact verification of balance sheets, accounts books and registers and relative documents;
- c) keeping under observation the economic activities of the Board of Directors;
- d) making sure the law is respected in all other aspects.

19.3 The College of Auditors will meet twice a year in ordinary session and in extraordinary session on request of the General Assembly, the Board of Directors or the respective Chairman.

Chapter 7

Dissolution of the Association

Article 20 – Dissolution

An agreement may be reached to dissolve the Association on request of the Board of Directors in an extraordinary General Assembly, specially convened for the purpose, which will decide by a majority of 2/3 of the present members.

Article 21 – For decisions to be valid, the extraordinary General Assembly must comprise at least half plus one of the members with voting rights. If the quorum is not reached, a second General Assembly will deliberate independently of the number of members present.

Article 22 – Assignment of property.

If the Association is dissolved, the extraordinary General Assembly will designate one or more liquidators to realize the assets of the Association; his powers will be determined by the Association.

The assets will compulsorily be attributed to one or more different Associations with similar aims and which shall be designated by the extraordinary General Assembly by name

Article 23 – Insolvency and suspension of payments

The Network shall respect the legislation of the State where it is domiciled, in the case of insolvency and suspension of payments.

Chapter 8

Internal Regulations

Internal Regulations may be established by the Board of Directors and presented at the General Assembly for approval.

These Regulations regard the drafting of various points not included in the statute and in particular those relative to the practical working of the activities of the Network.