

Deed of partnership as per Notary Public's deed Clorinda Concetta Camilla Lucia Calderisi, drawn up in Foggia on 28 February 2005.

Attachment "A" registration number 1679

The Memorandum of Association

Paragraph 1) – Denomination

The Association is named: "Solidaunia – La Daunia per il Mondo" – ONLUS.

It is a voluntary association, of Christian inspiration, whose characteristic is of a non-profit making organization for community work (NGO) under the law 26/02/1987, n. 49 and according and for all of the legal purposes of the legal Decree 4.12.1997 n. 460.

The Association takes up in its own denomination the qualification of an ONLUS which is the distinctive sign and which is the reason why it is inserted in every communication and external display of itself.

Paragraph 2) – Office

The Association has its office in Foggia, in Via della Repubblica n. 82/c . The Association can also open secondary offices in Italy and abroad.

Paragraph 3) Duration /Term

The Association will have an unlimited duration.

Paragraph 4) – Purposes

The Association is a non-profit making association and inspires itself to the value and ideals of the Christian solidarity. The purpose of the Association is to promote and manage interventions of cooperation in favour of the human, economic and social progress of the developing countries or of the ones in a state of necessity.

In order to pursuit its social aims, the Association can:

- support the realization of multisectorial projects in the developing countries;
- carry out activity in the fields of research, information, sensitization and education in relation to the developing problems;
- explain and manage training courses, the selection and employment of the voluntary personnel to be sent to the developing or in state of necessity countries or provides help for the people coming from those countries;
- plan and manage, autonomously or in cooperation with public and private bodies, specific interventions to promote the social economic development of the areas of the Third World;
- plan and support initiatives of moral sponsorships;
- carry out any other initiative or useful operation aiming at achieving the memorandum purposes and expressly avoiding any activities different from the ones aforementioned if they are not strictly related to them.

Paragraph 5) – Members

Both natural and legal persons can become members if they accept the memorandum and share the purposes of the Association.

The members have equal rights within the Association.

The full participation to the associative life as well as the joint legitimation to the meeting vote and the regular active and passive electorate for all of the positions have to be due to all of the members.

The possible services given by the members, within the activity of the Association, will have a personal, natural and free character, with a non-profit aim, though indirect, and they will not be directly or indirectly remunerated in any way and for no title even by the beneficiaries.

The members can be reimbursed for the expenses sustained for the given activity and against previous presentation of the justificative documentation.

The members do not assume any property liability over the sum of the dues paid by each of them. Bodies and Societies, belonging to other Associations, can be also members through their representatives or delegates.

The temporariness of the association membership is expressly excluded except for the faculty of renunciation.

According to the articles 31 and 32 of the law n. 49/87, the Organization could avail itself of community service volunteers and/or aid-workers.

Paragraph 6) – Admission

The Admission as a membership takes place when the candidate sends a letter (written document) to the Board of Directors giving full details of his personal particulars, or, in case of Bodies or Societies, resolutions or delegations. He also commits himself to respect the Memorandum and resolutions of the social bodies.

The Board of Directors decides on the admission without being bound to express its motivations. The members have to pay the admission fee and the subscription due set by the Assembly, annually.

Paragraph 7) – Forfeiture of the membership

The title is lost due to forfeiture, expulsion or resignation. Forfeiture is decided by the Board of Directors against the members who have lost some of the requirements necessary to the admission.

Forfeiture is applied against the members who do not respect the resolutions of the social bodies, the rules foreseen by this memorandum or for other serious reasons. Forfeiture is under the Board of Directors jurisdiction.

The fallen, excluded, discharged members, or those who are no more involved in the Association, cannot claim any request of reimbursement for the paid contributions, and they have no right on the property of the Association or to use, for their own purposes, what the Association produced also with their cooperation.

Paragraph 8) – Social Bodies

The social Bodies of the Association are:

The general members' Assembly

The Board of Directors

The Chairman and Vice-chairman

The Cash manager

The Secretary

The Board of Auditors

Paragraph 9) – The Assembly

The general Assembly is the supreme body of the Association, it is invested of the leading general decisions of the Association and it is constituted by all of the members in order with the payment of the fees.

The general Assembly is chaired by the Chairman or, in case of his absence, by his delegate, provided that it is a member. The Chairman appoints the Secretary and, in case, also two scrutineers. The decisions of the general Assembly have to be composed of minutes undersigned by the Chairman and Secretary.

Paragraph 10) – Object, Decision of an Assembly

The general Assembly has to:

- give indications on the courses and on the provisional directions in order to achieve the memorandum purposes.
- nominate the Board of Directors
- nominate the Board of Auditors
- approve the budgets and the final accounts
- decide on the subject matters assigned to it by the law or by the memorandum.

Paragraph 11) – Convocation of the Assembly

The Assembly is convened by the Chairman at least once a year and within four months from the closing down of the Fiscal Year in order to examine the budget and final balance.

Furthermore the Assembly could be convened within six months from the closing down of the Fiscal Year if particular requirements are needed in the judgement of the Assembly. The Assembly is also convened by the Chairman when the Board of Directors thinks it to be useful or when requested by, at least, a quarter of the members or by the Board of Auditors.

The Assembly can also be convened outside the head office.

Paragraph 12) – Modalities for the convocation of the Assembly

The convocation of the general Assembly is done by letter, fax or e-mail sent to the members' address communicated to the Board of Directors at least eight days before the date of the meeting. The convocation has to indicate the place, date and time of the first and second meeting along with the agenda. The general Assembly is also constituted with the presence of all of the members as well as with the ones of the Board of Directors and Auditors.

Paragraph 13) – Validity of the Assembly

The general Assembly is validly constituted when at least half of the members with voting rights are present or represented in the first meeting whereas the general Assembly is validly constituted whatever the number of the members is in the second meeting. The second meeting will not take place if not half an hour later from the first meeting.

Any member can hold no more than three delegations.

Paragraph 14) – Decisions

The decisions are approved on the members' majority present or represented having voting rights. For the decisions related to the amendments of the memorandum, the possible dissolution of the

Association, or devolution of the property, it is required the favourable members' majority vote at least of those who are present or represented.

Paragraph 15) – Board of Directors

The Board of Directors is composed of 3 up to 6 members elected by the general Assembly among all of the members. The Board of Directors appoints the Chairman and, possibly, the Vice-chairman. The Board of Directors remains in office for three years. The advisors are always eligible for re-election. No compensation is due to the members of the Board of Directors for this position.

In case of resignation or death of an advisor, the Board of Directors sees to his replacement asking for the validation to the first general Assembly.

Paragraph 16) - Convocation of the Board of Directors

The Board of Directors is convoked by the Chairman every time he thinks it to be necessary or when at least two of its members make a request for it and however it has to be convoked at least every three months.

The convocation is done by a written notice containing the agenda and has to be sent at least 5 days before the meeting; if it is urgent the notice can be done at least one day before.

The Board is validly constituted even without being convoked if all of the advisors and the Chairman are present.

In case of equality the President's vote prevails.

The Board of Directors is chaired by the Chairman, or in case of his absence, by the Vice-chairman or, if they are both absent, by the oldest advisor among those who are present. A report has to be drawn up for each session.

Paragraph 17) – The Chairman

The legal representation and the signing authority of the Association is due to the Chairman.

The Vice-chairman takes the place of the Chairman and exercises his functions in case of absence or impediment. The Chairman can take provisional injunctions which have to be ratified by the Board of Directors.

Paragraph 18) – The Cash Manager

The Cash manager is in charge of the cash, fills the drafts of the budget and final balance from year to year and writes a report on the economic management of the Association to be submitted to the Assembly.

Paragraph 19) – The Secretary

The Secretary is responsible for the execution of the resolutions of the Board of Directors and he is also responsible for the ordinary management of the Association. He also exercises all of the functions which the Board might delegate him.

He participates to the Board of Directors even if he has no voting rights.

Paragraph 20) – The Board of Auditors

The Board of Auditors, if appointed, is composed of 3 active members and 2 temporary ones, these last elected by the general Assembly also among the non members.

The Board of Auditors controls the management of the Association, supervises the observance of the law and of the memorandum, verifies the regular keep of the social accounting and can, in every moment, proceed with inspections and control actions.

Paragraph 21) – Property (Corporate assets)

The property is made up of:

Subscriptions dues

The dues paid by the new members for the admission fee.

Possible donations and legacies

Contributions coming from public and private Bodies

Proceeds coming from social initiatives.

Paragraph 22) – Profits and management surplus

It is expressly forbidden to distribute, also in an indirect way, profits and management surplus as well as funds, reserves or capital sums during the lifetime of the organization, unless the destination or distribution are imposed by law or they are made to other ONLUS, which, by law or memorandum, are part of the same unitary structure.

Mandatory is that the profits and management surplus should be used for the fulfilment of the institutional activities or of any other activities directly linked to them.

Paragraph 23) – Fiscal Year

The Fiscal Year opens on 31 January and closes on 31 December every year.

At the end of every fiscal year, the Board of Directors provides to the drawing up of the budget and final balance for the following year, which have to be subjected to the approval of the general Assembly.

Paragraph 24) – Dissolution

In case of dissolution of the Association, the unexpended property will be entirely assigned to Association and/or Bodies with analogous purposes provided that they are ONLUS and, however, having previously heard the control Body according to the art. 3, paragraph 190 of the Law 23 December 1996 n. 662 and unless a different destination established by law.

All of the facilitations and tax exemptions are required as foreseen by the regulations in force expressly enclosed therein the Legal Decree 4/12/1997 n. 460, for the ONLUS.

Paragraph 25) – Final Provisions (dispositions)

For everything not foreseen in this memorandum are valid the provisions of the law in force

Signed ALBA MAZZEO

Signed DORA DE PALMA

Signed MAURIZIO MAZZEO

Signed ENRICHETTA PELOSI

Signed MARTUCCI GIUSEPPE

Signed ANNA TAPPI

Signed MARIO MARCHESE

Signed MICHELE GRAMAZIO

Signed ROBERTO ANTONIO RUGGIERO

Signed ROSA CIAVARELLA
Signed RODOLFO TRAVERSI
Signed SCOPELLITI ANTONIO
Signed LINA APPIANO
Signed GIOVANNI GAGLIARDI
Signed MARIO RICOTTA
Signed FRANCESCA VECERA
Signed GIACOMO GIUSEPPE MASCIOTTO
Signed RIT DE PADOVA
Signed PASQUALE DI DONATO
Signed MICHELE LUIGI FENICIA
Signed GIUSEPPE TUCCI
Signed MICHELA MARIA CAPOBIANCO
Signed MARIA GABRIELLA MUDU
Signed FATONE ANNA RITA
Signed CLORINDA CONCETTA CAMILLA LUCIA CALDERISI