



## STATUTES

### LEGAL NAME – HEADQUARTERS – SCOPE OF ACTION

Article 1 – An association has been formed with the name, “PALATIFINI”.

Article 2 – The association’s headquarters are located in Genoa, Italy. The administration of the association can transfer the address of the Headquarters as long as it stays physically located in the City of Genoa.

Article 3 – The goals of the Association are as follows: To promote the wine and gastronomy of Italy and in particular of the region of Liguria. To organize social meetings and cultural activities linked to gastronomy and wines.

### HOLDINGS AND PURPOSE OF THE ASSOCIATION

Article 4 – The holdings of the association are as follows: The movable goods and real estate that will become property of the Association. Any reserve funds deriving from budget surplus. Any donations, gifts, and endowments to the Association. Association earnings are composed of: the association fees, earnings deriving from events done by the organization or its participation in events done by others, and by any other entry of funds into the association coffers with the purpose of increasing Association social activity.

Article 5 – Financial activity is to be considered closed on December 31 of each year. The first year of the association’s existence will officially close on December 31, 2004.

### MEMBERSHIP

Article 6 – Only those who are physical persons can ask to join the association, and their request for admission must be accepted by the Council. They are then, upon the confirmation of their admission, to submit the association fee that has been established by the Council. All members who wish to leave the association must present their demission by October 30 of that year, otherwise they will still be considered members, and thus, obliged to submit the annual association fees to the association.

Article 7 – The act of membership is renounced by death, demission, or by late fee payment or by indemnity. Tardiness will be declared by the Council. Indemnity will be sanctified by the Membership Assembly.

### ADMINISTRATION

Article 8 – The association is administered by an Executive Council composed of three to eleven members elected from the Membership Assembly for a period of three years. In the case of demission or death of a council member, the Council will provide for his substitution at the first meeting after the event, asking for confirmation at the first annual assembly.

Article 9 – The Council will elect, if it has not already been decided by the Membership Assembly, a president, a vice-president, and a secretary who will also function as treasurer. No Council member is to be paid for carrying out their duties.

Article 10 – The Council will meet every time that the president feels it necessary or because a request has been made for a meeting, but in any case, at least twice a year, to deliberate spending, budget and dues.

To validate the deliberations, the presence of a majority of Council members will be necessary, and for a vote to pass, a majority of members must vote for it. In the case of a tie, the president casts the deciding vote. The Council is presided over by the President, in his absence by the Vice-President, and in the absence of both, by the oldest member present. Minutes of the meeting will be taken, to then be signed by the president and by the secretary, if one is nominated, and then written into the book designated for that purpose.

Article 11 – The Council is given ample powers for ordinary and extraordinary management purposes, without limitations. The Council is to proceed in the compilation of the budget and spending, and in their presentation to the Assembly, and it is given the charge of nominating employees and other workers, and the determination of their pay, and also the compilation of the regulations for proper functioning of the Association whose observance is obligatory for all members.

Article 12 – The President or in his absence, the Vice-President, are the legal representatives of the Association with respect to third parties and the law, and are to execute the deliberations of the Assembly and Council, though exception can be made in the case of ratification on their part in the first meeting.

### ASSEMBLIES

Article 13 – Members are called to an assembly by the Council at least once a year by June 30. This will be communicated to each member in written form, or through the affixing of the assembly notice on the Association bulletin board containing the contents of the meeting agenda, at least fifteen days prior to the date fixed for the assembly. A meeting can also be convoked by request signed by at least one tenth of the members, as per Art. 20 of Italian law (*codice civile*). The meetings can also be held in places other than the headquarters.

Article 14 – The assembly is to approve the balance and the budget, upon the advice and general directives of the Association, decide upon the components of the Director’s Council, deliberate upon modifications of the constituting act and the statutes, and on anything else that the assembly would like to see incorporated into the regulations or statutes.

Article 15 – All members who have paid their annual dues have the right to intervene in the assembly. Members can be represented by other members even if they are members of the Council, except in the case of deliberations regarding the approval of the budget or of the responsibility of the Council members.

Article 16 – The assembly is presided over by the President of the Council, in his absence by the Vice-President. If both are absent, the assembly may nominate its own president.

The President nominates a Secretary. It is up to the President of the assembly to check that all delegates are eligible, and in general, he has the right to intervene. Minutes of the assembly will be summarized and signed by the President and the Secretary, in the designated book.

Article 17 – Assemblies require the presence of at least half of the members recorded in the book of members. A motion requires a majority of votes to pass.

### DISBANDING

Article 18 – The disbanding of the Association is to be deliberated by the assembly, which is to proceed to nominate one or more liquidators and to deliberate the devolving of the holdings.

### CONTROVERSIES

Article 19 – Any social controversies between members, and between members and the Association or its organs, will be examined, unless otherwise specified by law or covered by another law, by a college of three, nominated by the Assembly. They are to make their decision *ex bono et aequo* without formal procedure. Their decision cannot be appealed.

Genoa, Italy, July eighth, year two thousand and four