

Founder members:

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Statute of the

"ATMA"

“TICINO ASSOCIATION AND MISSION FOR SELF DEVELOPMENT AID”

I. Name and registered office

The association bearing the name "ATMA" has been registered in Lugano, Canton Ticino, Switzerland, in accordance with article 60 and subsequent articles of the Swiss Civil Code.

II. Purpose

The purpose of "ATMA" is to promote self-development aid and humanitarian assistance to needy children in the rural areas of the state of Goiás in Brazil.

The association will use aid funds for the benefit of needy children and elementary schools that have limited financial resources and that commit themselves to an education which respects human values. In cooperation with local non-profit-making associations and organisations who support such development projects, it will encourage the indigenous population to create suitable infrastructures that they may independently develop methods of fruit and vegetable production in balance with the ecosystem and respectful of the environment, and it will promote organic agricultural methods instead of the highly polluting methods used in modern agriculture, with the aim of increasing the quality and the value of their products. It will promote awareness and respect towards nature, and particularly towards the threatened rainforests, and will encourage the younger local generations to remain in the rural areas, avoiding the exodus to the cities and conserving the local culture.

The association will support the local population without any discrimination with regard to race, sex, religion or political opinion.

"ATMA" may also support other federations, associations and organisations having the same purpose.

III. Contributions and Duties of Members

The members of "ATMA" contribute by paying their yearly subscriptions, but may actively seek sponsors and financial support by organising public collections in Switzerland and in other countries, and with the help of private and public donations, organising shows and similar events, and selling publications, promotion material, videos, etc. in favour of the association, as well as seeking the cooperation of those people who, through knowledge, experience or means, can contribute beneficially to the activities of "ATMA".

Members' subscriptions are as follows:

Individual members - Sfr. 50.- per year

Collective members - (sister associations and similar organisations) Sfr. 200.- per year,
plus Sfr. 10.- for each member of the organisation.

Subscriptions are to be paid into the account of "ATMA" at the start of membership and thereafter at the beginning of every accounting year. In cases of absolute necessity, "ATMA" may, through the appropriate channels, request supplementary contributions from members (in addition to the yearly subscription, which in no case may exceed Sfr. 200.- per year). Further personal duties are not required of the member.

IV. Organisation

The organisational structure of "ATMA" is:

- a) The General Assembly (GA)
- b) The Board of Directors (the board)
- c) The Management Committee (MC)
- d) The Advisory Committee (AC)

a) General Assembly

As the supreme voice of "AFTA", the GA has, in addition to the usual powers conferred by law, the sole power of decision over the admittance and the exclusion of members, but in both cases may delegate this power to the MC.

The GA is conducted with the principle of non-discrimination, religious, racial or political.

In the case of refusal or exclusion of members, "ATMA" is not obliged to disclose the reason for its decision.

According to the statute the following may take part in the GA:

- The Founder Members (FM) who compose the MC, and the individual directors of the board.
- Collective members of associations with at least 100 members.
- The elected representative of the collective members of associations with less than 100 members.
- The elected representatives of the AC.
- The elected representative of the individual members.

The FM are entitled to a double vote.

The representatives of the AC are entitled to a single vote. The collective members are entitled to one vote for every 100 members of their organisation, while those with less than 100 members elect together in an ad hoc assembly their representative who is entitled to a number (rounded down) of votes equal to the total number of members divided by 100 (eg. 350 members: $350 : 100 = 3.5 = 3$ votes).

The representative elected in the ad hoc assembly by the individual members is entitled to one vote, regardless of the number of individual members.

b) Board of Directors

The management of "ATMA" is entrusted to a board composed of three members with the functions of President, Vice-President and Secretary. All members of the board have the individual right of signature and may legally represent and pledge "ATMA" towards third parties.

The tasks of the board, in cooperation with the MC in all matters, are directed by the president. The decisions of the board are made by majority vote, the president's vote being decisive. The board convenes the GA at least once a year or whenever it is deemed necessary or at the suggestion of the MC. Each time the GA is convened, and at least once a year, the board describes to the GA the activities of "ATMA" which have been completed and which are still in progress, as well as future projects. The board is elected for a period of ten years, the first time by the FM, and thereafter at the proposal of the MC or the GA. The members of the board may be re-elected indefinitely.

c) Management Committee

The MC is composed of the FM of "ATMA", who remain in office for the duration of their lives and may singularly nominate their successor. The MC cooperates with the board in all matters and nominates, at the same time as the constitution of "AFTA", the members of the board for the first period of office of ten years. The members of the board may be the same FM. The MC may convene special GA's and the single FM have the right of veto over all decisions of the GA that are debated in ordinary or special Assemblies, which, in order to be valid, must have the agreement of at least two thirds of the FM. The MC has the inalienable right to publish, complementary to this statute, the rules of association (RA), where in particular the roles and duties of the AC are detailed. The MC determines alone its own functions without interference from the other officers of "ATMA".

d) Advisory Committee

The AC is composed of single representatives of the future operational areas of "ATMA", namely:

- Agriculture
- Environment
- Culture
- Administration

Each sector is free to organise its own work, requiring the approval of the MC only for the relative regulations. The representatives of the single sections are elected for a period of one year and any candidature must first receive the approval of the MC. The AC is also free to organise its own work, requiring the approval of the MC only for the relative regulations. The AC has the right of veto similar to that of the FM, but such right will only be exercised on single occasions and only with the unanimous agreement of the members of the AC.

The AC may also be assisted by the Technical Advisors (TA), who through study or experience have the technical and/or scientific knowledge of the processes of cultivation, production, commercialisation and industrialisation of agricultural products and their derivatives, in particular in, but not limited to, the following areas:

- Biodiversity
- eco-compatible cultivations
- innovative cultivations
- production in general
- product enhancement (harvesting, packing, storage etc.)
- derivatives and extracts
- commercialisation
- public relations and communication
- political lobbying in Switzerland/Brazil and the rest of the world
- administrative and legal aspects

The TA must show that they possess sufficient and, if need be, formal qualifications for their particular specialisations as well as the necessary experience. The candidatures of the TA, accompanied by the relative documentation, will be proposed by the representatives of each sector of the AC and will be approved by the MC who, after having listened to the opinion of the AC, will proceed with the relative nominations. Decisions concerning the nomination or the elimination of TA candidates will be taken by the MC, without right of appeal.

V. Final Considerations

The ad hoc assemblies (convened for the election of the representatives of the individual members and of the collective members of associations with less than 100 members) may be organised freely and the conduct of the assembly and the voting procedure may be determined without the interference of the officers of "ATMA". The name of each representative, who remains in office for two years, must be made known without delay to the MC.

Possible disputes which may arise between members, between members and officers (with the exception of the MC) and between officers themselves (with the exception of the MC) of the AC will be resolved arbitrarily ex aequo et bono by the MC without right of appeal. Disputes with the MC will be deferred to an arbitrary ad hoc court of three members who will decide ex aequo et bono without right of appeal.

The judges will be nominated at a special plenary session of the GA. All disputes will be resolved by the arbitrary court which will be convened in the registered office of "ATMA".

"ATMA" reserves the right to take legal proceedings in cases of debt by third parties, including subscriptions, and to defend the association's interests or in cases where demands are made on "ATMA" by third parties. In these cases the responsibility for the relative procedures will be shared by the board and the MC.

"ATMA" may be registered as an association with idealistic purposes at the appropriate commercial registry office. The registration is the responsibility of the board.

This statute has been unanimously approved at the constitutional general assembly held at 11.30am on the 28th February 2000 at the legal offices of Avv. Renato L. Bloch, in Via Nizzola 2, Lugano, Switzerland.

