



**DRAFT STATUTES
OF A MUNICIPAL NON-PROFIT COMPANY NAMED:
"COOPERATIVE ENTREPRENEURSHIP FOR DEVELOPMENT OF
HAND-CRAFTING IN THE CROSS-BORDER AREA OF EVROS"**

(DELIVERABLE 6.2.4: THE QUALFARM CROSS – BORDER NETWORK)

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**DRAFT STATUTES
OF A MUNICIPAL NON-PROFIT COMPANY NAMED: "COOPERATIVE
ENTREPRENEURSHIP FOR DEVELOPMENT OF HOUSING IN THE CROSS-
BORDER AREA OF EVROS"**

In Orestiada today, on the following covenanters, as being present and represented herein, namely:

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with regard to the power afforded to them by Article 35 thereof My Law 4384/2016 as applicable, agreed and mutually accepted the establishment of a civil, non-profit, Company according to articles 741-784 of the Civil Code, which will be published legally as prescribed in the article 784 of the Urban Code and under the following conditions and agreements:

Article 1 : RECOMMENDATION

1. A Non-Profit Civil Society is hereby established, in accordance with the provisions of article 741 of the Civil Code of Law 3852/2010, as applies and of article 35 of Law 4384/2016.

Article 2 : NAME - DISTINCTIVE TITLE

1. The name of the company is: **"COOPERATIVE ENTREPRENEURSHIP FOR THE DEVELOPMENT OF HOME-CRAFTING IN THE CROSS-BORDER REGION OF EVROS"**, in the form of **Clusters of Agricultural Enterprises of Household Crafts in the R.U. of Evros**. The company will be able to use its name with Latin characters or in transliteration . For the sake of brevity, the company may also be referred to with the distinctive title **"QUALFARM"** .

Article 3 : HEADQUARTERS

1. Headquarters of the recommended Civil Non-Profit Company is defined the , after searching and leasing a property to house the Company's offices. By decision of its members the Company may operate branches in cities and departments of the country and abroad . The Company can change its address within the boundaries of the Municipality of , without any amendment of its statute.

Article 4 ° : AIMS – OBJECTIVES

1. The main purposes of the Company are the support, showcase and promotion of agri - food products produced within the administrative boundaries of the R.U. of Evros at regional, national and international level, as well as the provision of support services and promotion of the Business Plan for the development of the Agricultural and Agri-Food Sector, as it stands and updated at any time based on the decisions of the Regional Council of Eastern Macedonian -Thrace.

2. The Company will attempt, on the one hand, to support, to showcase and promote local agricultural and agri-food products at domestic as well as international markets via its development or reinforcement of existing processes and initiatives of other organizations (farmers, associations , clusters, etc.), on the other hand, to strengthen the local supply chain by taking initiatives that I will contribute to the increase of "demand " for local products from residents and visitors of the R.U. of Evros.

3. More detailed goals of the Company are:

- . The promotion of hand-crafting cooperation, and strengthening the development of the region for its transformation into a center of sustainable development .
- . The development of quality entrepreneurship and innovation in the rural area of the R.U. of Evros in Greece, in the field of processing agricultural products, with particular emphasis on the "internal" processing of agricultural products-hand crafting , i.e. on farms or small workshops .
- . The support of existing businesses and the activation of entrepreneurship in rural - areas among its dynamic population segments, i.e. young people (men and women), including young graduates .
- . The improvement of product recognition and thus the commercial value of existing and new businesses.
- . Highlighting and presenting the benefits of the local and Mediterranean diet in every legal way.
- . The preservation of traditional and healthy eating patterns.
- . Reducing the distance between producers and consumers. The showcase and promotion of local products of high quality and safety, with strong competitive - advantages, such as locality and cultural heritage.
- . Encouraging the extroversion of hand-crafting businesses in the agri- food sector of the R.U. of Evros.
- . The creation of synergies between the hand-crafting units and the retail trade, catering and tourism sectors of the R.U. of Evros.
- . The development and dissemination of research and innovation in the fields of production, processing and marketing of household products.
- . The educational support and the increase of employment opportunities of human - resources in the agricultural and agri-food sector of the R.U. of Evros.

- . The showcase and promotion of sustainable and pro-environmental practices followed at all stages of the production and processing of agri- food products.
- . The preservation of local agricultural heritage and the natural rural environment .
- . Monitoring of developments and trends, regarding the nutritional preferences of consumers, in domestic and international target markets.
- . The recognition, study and undertaking of action to deal with issues related to the organization and operation of the agri-food sector in the Region.
- . The active participation of the Company in Operational Groups of all European - Innovation Partnerships (EIC) within the agri-food sector, the environment and climate change.

The Company is going to carry out economic activity to achieve its purposes and is therefore required to register with G.E.MI. – General Commercial Registry (AMKE with legal entity).

Article 5 ° : MEASURES

1. For the achievement of the above mentioned purposes, the Company can develop the following activities:

- . Providing opinions on improving the commercial and nutritional value of the hand-crafting products of the R.U. of Evros.
- . Conclusion of agreements for the provision of services to its members or other collective bodies or individual enterprises of the R.U of Evros or individual farmers on innovative farming methods, as well as ways to promote, distribute and improve the quality of their products with the aim of better penetrating local, national and international markets (hotels, restaurants, retail chains, local and municipal markets, agricultural auctions, etc.).
- . Planning and organization of activities to inform stakeholders (such as conferences, seminars, lectures, printed material, meetings, online posts, etc.) about the advantages of R.U. of Evros agri-food products.
- . Participation in national and international exhibitions, as well as in national or community programs for the showcase and promotion of household products.
- . Processing of proposals and recommendation of strategies to those in charge, for the optimal utilization of national and community resources and the Company's participation in European programs.
- . Development of partnerships with bodies (Universities, Research Bodies, Chambers, Organizations, Companies, Cooperatives, Unions, Joint Ventures, etc.) at national and European level, for the promotion of common goals and programs and the exchange of know-how, information, fresh ideas and best practice experiences.
- . Presentation of the project, the agricultural activity and the products of the producers - home craftsmen of the R.U. of Evros and the promotion of their presence at the national and international level, as well as the positioning of their products within the trends of modern gastronomy .

- . Creation and operation of a certification scheme for a geographical indication that will refer to the special characteristics of the R.U. of Evros and will communicate its values, through the home-crafting businesses that will meet the respective requirements and standards.
- . Carrying out market research, as well as any other research-study that will contribute to the achievement of the Company's purpose.
- . Participation in other domestic or international companies or enterprises for any or similar purpose, following a relevant decision of the Company's General Meeting.
- . Creation and operation of an Internet hub for the purpose of informing, showcasing and promoting of local products, promoting synergy, information exchange and commercial transactions between home-crafting businesses, but also a variety of supporting or ancillary services and activities related to the operation of the agri- food chain.
- . Establishment of an adapted organizational infrastructure and establishment of relevant rules to serve the purposes of the Company.
- . In order to achieve the purpose and goals of the company, two (2) home-crafting business support structures will be created (one at the headquarters of each partner), which will utilize the experience of the partners, in order to strengthen - the rural areas of their responsibility. To achieve all of the above , the company will be able to do all relevant acts.
- . Any other related, to the aforementioned, action that will aim to promote the consumption of the home-crafting - household products produced in the R.U. of Evros.

Article 6 ° : DURATION

The Company has a term of twenty (20) years from the day of its registration in the company books of the locally competent Court of First Instance of Alexandroupolis, but it can be extended, before its dissolution, by the qualified majority and quorum of article 10, paragraph 10.

Article 7 : MEMBERS

1. Members of the Company (partners) are the above contracting parties and founding members (natural or legal persons of any type).
2. New members are allowed to join. To register a new member, submission of application of interested party to the Board of Directors the Company is required, which is accepted as long as, according to its judgment, the necessary conditions are met and if all Company's aims-purposes, statutes and operation regulations are accepted by the prospective member.
3. Each member may leave the Company at any time informing of its decision the

President with a written statement, which is obligingly notified to the other members of the Company. Leaving members are not refunded for their contributions to the Company.

4. Behavior of a member that by acts or omissions directly contradicts purposes of the Company entails its dismissal from the membership, with decision of the General Meeting.
5. It is agreed explicitly that it is prohibited to all members to, in anyone way and for any reason, transfer corporate share or corporate status to another person .

Article 8 ° : CHAPTER

1. The capital of the Company is set at the amount of euro divided by corporate shares worth euros (..... euros) each. The following participate in the formation of the initial capital:

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2. An increase in the Company's capital can be made by decision of the General Meeting, following a relevant recommendation of the Board of Directors. In the increase of the Company's capital, the participation percentages of the partners for the formation of the capital can be modified, but the percentage of participation of the founding members of the Company cannot be reduced below 50% and no other - partner can participate initially, but also in any increases, with a percentage of - participation bigger of 10% of the whole capital.

3. All transfers of corporate shares are registered in the G.E.M.I – General Commercial Registry, without requiring an amendment to the statutes of the Company, unless G.E.M.I. or other competent agency requires so.

Article 9 ° : RESOURCES

1. Except from contribution of partners for the formation of corporate capital, other resources of the Company can especially be:

- a. The registration fee for new members.
- b. The annual membership fee, as defined by the General Meeting. It is possible, by decision of the General Meeting, to define categories of members, with differentiation of the amount of membership for the members of each category.
- c. Extraordinary contributions defined by the General Meeting and the Board of Directors .
- d. Subscriptions of the members of the Company, as well as its supporters.
- e. Income from the exercise of the Company's commercial activity.
- f. Any income from its general activity.
- g. Grants of any kind from national and community authorities or Legal Entities of Private and Public Law (Industries, Institutes and Commercial Organizations), as well as from the Greek State and the European Union.
- h. Any sponsorships to the Company.

- i. Any donation, inheritance or bequest in favor of the Company.
 - j. Interest from the Company's deposits in banks or other credit institutions .
2. All of the Company's revenues from each source will be allocated to the fulfillment of its purposes, as well as the proportional distribution to the partners, as profit , due to the Company's profit-making purpose.
 3. The members, in addition to their above contribution, will contribute to the company their knowledge , experience and skills, in order to achieve the goals and objectives of the Company.

Article 10 : GENERAL MEETING

1. The General Meeting of the Company's members is its supreme body and has decisive competence for each case concerning the Company. Its legal decisions bind all partners even if they were absent or disagreed.
2. The General Meeting is the only competent to decide for:
 - . Any amendment to the articles of the statutes that does not alter the purposes of the Company, as defined in Article 4.
 - . Extension of the term or dissolution of the Company.
 - . Election of the members of the Board of Directors, as defined in Article 10 of this Statute.
 - . Election of auditors following the relevant recommendation of the Board of Directors.
 - . Approval of the Balance Sheet and Management Report.
 - . The discharge of the members of the Board of Directors.
 - . For any issue that does not fall under the competence of another body.
3. General Meetings are divided into Ordinary and Extraordinary. Ordinary General Meetings meet at the Company's headquarters, two (2) times a year. The first in the first quarter of the year and concerns, first and foremost, the Report of the previous year of operation, where the Company's Board of Directors is obliged to present the report of the activities, as well as the financial statement of the Company before the preparation of the Balance Sheet and the Profit and Loss Account. The second , the last quarter before the end of the current fiscal year and concerns, first and foremost, the planning and operating budget of the Company for the next fiscal year. The Board of Directors can convene an Extraordinary meeting of the General Meeting of the members of the Company when it deems appropriate.
4. The General Meeting must be called at least twenty (20) days before the meeting

scheduled with invitations sent to its members, including the excluded days. In the event of a repeat General Meeting or similar to it, the above deadline is shortened by half. The invitation of the members to a General Meeting mentions the year, the day, the time and the building, where the Meeting will be held and the topics of the agenda clearly.

5. The General Meeting is in a quorum and meets validly on the issues of the agenda when at least 1/3 of the Company's members are represented and at the same time they own at least 1/2 of its corporate shares . If there is no quorum at its first meeting, it convenes a repeat meeting within twenty (20) days of the date of the postponed meeting , invited at least ten (10) days before , which is in quorum and validly convenes on its issues, regardless of the number of attendees. Exceptionally, and regarding decisions concerning the extension of the duration or dissolution of the Company and the amendment of articles of statutes, the General Meeting is in a quorum when at least 1/2 of the Company's members are represented and they hold at least 1/2 of the of its corporate shares. Decisions are taken by a majority of the corporate votes that represent the corporate shares of its present members (a corporate share is equal to one vote). Where this is considered feasible and as long as the disagreement of all the partners is not expressed in any way, the General Meeting of the Company can also be held by teleconference provided that all legal and non-legal technicalities are met.
6. Any member who has fulfilled his financial obligations has the right to attend the General Meeting (Regular or Extraordinary) .
7. Each member of the Company has as many votes as there are shares in the Company's capital.
8. Each partner is obliged to designate its legal representative, as well as its representative at the General Meeting of the Company.
9. An absent representative of a member in the General Meeting is legally represented by his substitute.

Article 11 ° : BOARD OF DIRECTORS

1. The Company is managed by the Board of Directors consisting of nine (9) members: The President, the Vice-President, the Secretary, the Treasurer and five (5) Counselors .
2. The Region of Eastern Macedonia & Thrace, by decision of the Regional Council, designates the Chairman of the Board of Directors and four (4) other members of

the Board of Directors with their deputies. The rest four (4) members are designated as representatives of each participating member, with a process carried out between the participating partners in each category and consequently one member is appointed to the Board of Directors from the Local Authorities of the 1st Degree, one member from Collective Agricultural Organizations, one member from Chambers and Companies and one member from Scientific Bodies (with their deputies).

3. The term of office of the Board of Directors is four years and its members may be re-determined or re-elected without any limitation.
4. The Board of Directors once elected, it convenes and is constituted in body and elects Vice President, Secretary, Treasurer. The position of the President is occupied , as mentioned above, by a member designated by the Region of Eastern Macedonia & Thrace .
5. The Board of Directors can by its decision, which is taken with a majority vote or, preferably, unanimously by all its members to delegate responsibilities in any of its Members.
6. By exception, the first Board of Directors that will manage the Company at the first regular General Meeting, which will convene on February of the year 2024, will have five members and has the authority to act all the legal actions required for the establishment of the Company.

By the present statute, the first Board of Director is set and is made up by the following members:

- 1..... as President,
- 2..... as Vice President,
- 3..... as Secretary,
- 4.....as treasurer,
- 5.....as a Member.

7. The partners, aiming for this Company to acquire legal entity, authorize the above Board of Directors and grant it the special mandate and power of attorney to do so, jointly or to a person designated by the same, in any action, act or declaration required, in order for this Company to acquire legal entity, in accordance with the Law.
8. The Board of Directors meets at the headquarters of the Company, whenever the needs of the Company require it, convened by its President or its legal

representative or at the request of two (2) members of the Board of Directors, subject to the President, in the latter case, to convene a Board of Directors, within ten (10) days from the delivery of the relevant application, which must also include the issues to be discussed.

9. The Board of Directors is in a quorum and meets validly when at least five (5) of its members are present or represented . This number of five (5) constitutes the - minimum legal basis for the legal existence of the Board of Directors. In any other case, it is an obligation to announce new elections.
10. An absent member of the Board of Directors is legally represented by its deputy. In the event that a member of the Board of Directors is absent without justification in more than five (5) consecutive meetings, his position is filled, by decision of the Board of Directors, by its deputy.
11. The discussions and the decisions of Board of Directors are certified with Minutes, which are written and kept in the book of Minutes and are signed by the President and the members who appeared in person during the Board of Director meeting. The decisions of Board of Directors are taken with the majority of members present and represented. In case of a tie vote, the vote of the President is prevails.
12. In the Board of Directorsthey can to take part, without right vote, on behalf of the members of the Company or their cooperating bodies whose her present _ _ I will they judge useful the members of Administrative Council.

Article 12 ° : POWERS OF THE BOARD OF DIRECTORS

1. The Board of Directors has the following responsibilities:
 - . It manages the Company and recommends to the General Meeting the long-term goals and the strategy for their achievement.
 - . It provides the general directions and the appropriate authorizations for the exercise of the Company's activities.
 - . It approves the action programs (annual and long-term) and recommends to the General Meeting the operating and other expenditure budgets.
 - . It defines the general policy and proposes policies in the individual areas of operation of the Company.
 - . It decides for the recruitment of a General Director and/or a Finance Director and their responsibilities, as well as the Secretariat of the Board of Directors.
 - . It decides for personnel hiring, their assignments of services, executive contracts and general work policy of the Company.
 - . It controls the Chairman of the Board of Directors and any General Director of the

Company.

- . Draws up the internal Regulations of the Company, according to which the organization, the staffing, the structure, and the responsibilities of the Company's services are regulated, the terms of personnel employment and the formal qualifications and rules that Company's personnel should meet, as every other necessary detail, for the effective operation of the Company.
 - . Recommends to the General Meeting the selection of chartered accountant.
 - . It's responsible for any issue that, according to the relevant statutory frame, the present statute and its interior regulation does not fall under the responsibility of other Company legal instrument.
2. The Chairman of the Board of Directors:
- . Is in charge of meetings, issues and validates with his/her signature copies and excerpts from the in the hand of the Company originals, any documents and copies and excerpts from the accounting books of the Company, the books of Minutes of the Board of Directors and General Meetings, and carries every other competence awarded to him by the present statuses and/or with decisions of Board of Directors.
 - . Represents the Company in front of any third party, namely in front of courts, Public Funds and State Organizations, Banks and of Private Enterprises.
 - . Signs all kinds of Company contracts with any third part and binds the Company, issues, accepts and signs bank cheques, always under the Company's corporate brand name.
 - . Keeps the seal of the Company.
 - . Is obliged, after the annual Meeting of the Company, to present the report and the actions of the previous year and the programming of the next one at a meeting of the Regional Council.
3. The Vice president replaces the President, when absent or incapacitated, in all his responsibilities, and the Vice-President is replaced by the member of the Board of Directors appointed each time by the Board.
4. The Secretary shall keep the minutes books of the Board of Directors and of the General Meetings of the Company, the Register of Members, maintains all files and implements all Company's correspondence.
5. The Treasurer acts the financial management of the Company, recommends the budget and account of each fiscal year, takes care of the correct and legal status of the Company's books and generally processes each problem of economic nature. He/She co-signs with the President all kinds of Company's contracts and bank cheques, always under the Company's corporate brand name. The Treasurer,

when absent or obstructed, is substituted by a designated deputy defined by the Board of Directors of the Company.

6. The advisors conduct Company contacts with any kind of organizations (Industry, Universities etc.), assist the Secretary to keep all files of the Company, they are responsible for organizing and operating committees and work teams that the Board of Directors will set for studies and analysis of the issues of the Company.
7. The Board of Directors may delegate the exercise of powers and jurisdiction (except from those which require collective action), as well as the representation of the Company, to one or more persons (members or not), determining at the same time the extent of this assignment. It can also decide on the formation and operation of committees, as well as to appoint members with specific duties.
8. The corporate signature consists of the Company stamp and it is accompanied by the signature of the President and when not available, the signature of the Vice President. Exceptionally, when any administrative action concerns amount of more than 5.000 euros, the cooperation of two more members of the Board of Directors and the placement of their respective signatures is required.

Article 13 ° : CORPORATE USE – BALANCE SHEET – BOOKS

1. Administrative use is twelve months duration, starting from the first January 1st each year and ending on December 31st each year, when Company books are closed and are balanced and Balance Sheet and Profit and Loss Account of current use are drawn up, as well as next administrative year's budget.
2. The Budget and Balance Sheet are approved by the members in the first yearly ordinary General Meeting with the usual quorum and majority.
3. Books kept in the Company are, apart from those specified by law, the minutes books of General Assemblies and Board of Directors, the assets book assets and the protocol correspondence book. A Register of Members is also kept.
4. The Company is subject to the normal regime of the VAT defined from time to time and in taxation of income, as seeking commercial purpose.

Article 14 ° : RESOLUTION AND CLEARANCE

1. The Company is dissolved at the expiration of its term or in the event of insolvency as to the fulfillment of its purpose. The Company, too, may be dissolved and before the expiration of its duration following the decisions of the

General Meeting of the partners with the increased quorum and majority of article 9. In case of death, judicial prohibition, leaving of a partner or complaint from a partner, the Company is not solved but it continues with the rest of the partners. The Company is also dissolved with a complaint, according to the relevant provisions in the Civil Code (Article 767).

2. After the dissolution of the Company, liquidation follows. Liquidator dept of the Company is performed by the members of its Board of Directors, unless the General Meeting decides differently. The liquidators, after paying Company's debts, take care of the distribution of any remaining balance to its members, in proportion to the number of corporate shares they hold , in accordance with the decision of the General Meeting.

Article 15 ° : DISTRIBUTION OF PROFITS - LIABILITY OF PARTNERS

1. At the end of each management year, if they arise, profits are distributed to the members of the Company, in proportion to the number of company shares they hold .
2. Liability of partners for debts of the Company is up to the number of shares held by each.

Article 16 ° : INTERNAL OPERATION

1. The internal operation of the Company will be governed by the Regulation drawn up with the responsibility of the Board of Directors and approved by the General Meeting .

Article 17 ° : SCIENTIFIC-ADVISORY COMMITTEE

1. The Board of Directors can recommend, with its decision, a Scientific – Advisory committee on specific issues. The Committee assists the work of the Board of Directors and submits a report, each time requested by the Board of Directors or by the majority of its members, on specific issues. The Committee consists of members of the Greek scientific and academic community, experts and professionals of high recognition and prestige, who are active in the R.U. of Evros or in fields of knowledge related to the object of the Company. Additionally, for the support of the Company's work, the companies "North Evros Research & Development SA" (Lead Partner) based at 20 Tserkezi S. Street (formerly Skra), 68200 Orestiada and "Dimosineteristiki Evros S.A. - Anaptyxiaki Anonymi Etairia OTA" with headquarters in Provatonas, Municipality of Soufli can also participate. The Committee's members are designated from the Board of

Directors.

Article 18^o : FINAL ORDER

1. For each issue not covered from the present statute, the provisions of articles 741-784 will be applied.

These were agreed upon and mutually accepted by the contracting parties and this agreement was signed that constitutes the statutes of the hereby established Company.

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THE PARTIES

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