

STATUTES OF THE RBI ASSOCIATION: RARE BREEDS INTERNATIONAL

SECTION I

GENERAL PROVISIONS

Article 1. Denomination.

We are an international association, which will be registered under the name RBI: Rare Breeds International under the Organic Law 1/2002, of March 22, regulating the Law of Association, and the Spanish Constitution, the remaining existing laws and national and international legal systems as necessary as applying to their functions and scope.

The current institution is an organization with legal personality, different from that of its members and full capacity to work, lacking profit. The precedent of the RBI Association was a charity registered under the same name (REG. Housing No 1003613) and limited warranty company (REG.) (No. 2626275) registered in England (United Kingdom) until its closure on 5 February 2018.

Article 2. Duration.

This Association is constituted indefinitely.

Article 3. Purposes and activities.

The purposes and activities of this partnership will focus on cooperation in a scientific, social and economic context based on the field of conservation and use of agri-food and industrial interest in local zoogenetic resources, expressed through minority breeds of domestic species. This cooperation shall cover the following specific areas:

1. encourage the study, characterization and conservation of animal genetic resources worldwide, with particular reference to those related to food producers.
2. promote the study, characterization and conservation of the environmental and cultural contexts in which these resources operate.
3. promote scientific and technological development in the aforementioned context, serving as a contact platform for regional and national organizations.
4. coordination of technical education and training initiatives around the world for each level of experience.
5. representation of their numerary and corporate members in related international forums and events.
6. any other objective that supports and seeks to achieve the objectives of the partnership.

The following objectives are pursued to the organization's core tasks:

1. provide integrated individuals, regional and national organizations with a forum for discussion and relationship.

2. jointly represent the interests of numerary members and integrated national and regional organizations, as well as all global institutions responsible for conservation, such as FAO.
3. Hold regional events on the contents of the association and occasionally organize global events.
4. Promote the holding of specific training and specialization courses.
5. Maintain social network platforms of permanent communication between its members and of them outward (Website, Instagram, Twitter, Facebook, among others).
6. work with outreach media and scientific journals in the dissemination and transfer of knowledge in the field of conservation and improvement of minority breeds of livestock species of industrial and agri-food interest.

Article 4. Social address.

HEADQUARTERS

Department of Genetics. University of Cordoba

Rabanales University Campus, C5 Building -Gregor Mendel- Ground floor

14071, Cordoba (Spain)

The association will be able to maintain delegations around the world, using the network of integrated national and regional organizations. The Administrative Board shall be competent to agree on the establishment, deletion or transfer of delegations.

The headquarters will always be located in the same location as the president of the association.

Article 5. Territorial scope.

The territorial scope of action through which it will carry out its activity, in person or virtually, is the entire Spanish national territory and the rest of the world, always under the framework of public utility and from the perspective of international cooperation with other persons or institutions of Spain, as well as other States of the European Union or the rest of the world, under the context defined by its objective in Article 3 of these statutes.

SECTION II

KINDS OF MEMBERS, RIGHTS AND OBLIGATIONS

Article 6. Membership.

Becoming a member of the association is possible directly as natural persons or indirectly, as legal persons because of being members of regional and national institutions, integrated with their own legal status. In all cases, members must have full capacity to act and comply with the conditions set out in these statutes.

Article 7. Kinds of members.

The Association consists of the following types of members:

- Founding members: are all members of Rare Breeds International Ltd. registered in the United Kingdom, who have expressed their willingness to continue to be part of the organisation once it has been established in Spain, provided that the payments of the fees have been satisfied up to the date and that they follow the provisions contained in these statutes. These members shall have a unique representation in the Assemblies.
- Corporate members. They are entities with legal personality in their respective countries, which express their desire to belong to the Association after formally applying and paying an enrollment fee that will be proportional to the integrated numerary members to which it represents. In the application form, they must express their associative will with full attachment to these statutes and the regulatory framework under which they are developed, as well as other applicable provisions and legal commitment, expressly assuming their inherent rights obligations. Corporate members will represent the integrated members of their assemblies in the Assemblies. They are required to permanently update the list of their RBI-integrated members.
- Direct numerary members. They are all those natural persons who individually express their desire to belong to the association and comply with these statutes, also satisfying the periodic fixed quotas. These members shall have a unique representation in the Assemblies. The application for the acquisition of full membership shall be requested directly from the Secretary-General, and after payment of the fees fixed by the Board of Directors. In the application form, you must express your associative will with full attachment to these statutes and the regulatory framework under which they are developed, as well as other applicable provisions, with an express legal commitment to assume the inherent rights and Obligations.
- Integrated members. They are natural persons integrated into the corporate members of the association, who maintain all the rights and duties of the corporate institutions, have paid their dues in RBI and have expressed their desire to be part of the association. The representation of these Members of the Assemblies was delegated to the elected representatives of the bodies of the corporate members. It is not possible to be a direct, integrated member at the same time.
- Honorary members. They are those people who, due to their prestige or the fact that they contributed in a relevant way to the purposes of the association, agree to be part of the association and continue to provide support and advice to the objectives of the association. The appointment of honorary members is the responsibility of the General Assembly through the proposal of the Board of Directors. The fee will be released and their bonding will be permanent, even after their death, unless they or their representatives request their exclusion.

Article 8. Rights of Numerary and Founding members.

Numerary and founding members have the following rights:

- Participate in general assemblies with a direct voice and vote or through their corporate representatives.
- Be electors and eligible for senior positions.
- Participate in numerous activities organized by the Association for the realization of its purposes.
- To enjoy all the advantages and benefits offered by the association.
- To receive information on the composition of the Board of Directors and decisions taken directly by the association's bodies, or indirectly through their corporate representatives.
- Make suggestions to members of the Board of Directors to improve compliance with the purposes of the association.

Article 9. Obligations of Numerary and Founding members.

The obligations of founders and numerary members are:

- Provide services as determined by the statutes, rules of procedure and agreements of governing bodies.
- Take the position for which they were elected.
- Attend general assemblies.
- Pay the established fee.
- Comply with these statutes and the valid agreements of the governing bodies of the association.

Article 10. Rights of Corporate members.

Corporate members have the following rights:

- To be represented in the general assemblies through the voice and votes of the delegates of the integrated members who are accredited for this purpose.
- Participate in elections for positions through their representatives, leading to the representation of the integrated associate members to those who are accredited to represent.
- Participate in the activities organized by the Association to achieve its purposes.
- Enjoy all the advantages and benefits offered by the association.
- Receive information on the composition of the Board of Directors and the decisions taken by the bodies of the association.
- Make suggestions to members of the Board of Directors to improve compliance with the purposes of the association.
- Be part of the international network of national and regional organizations, created at the heart and under the protection of the association.

Article 11. Obligations of corporate members.

The obligations of corporate members are:

- Provide as many types of service as indicated by the statutes, rules of procedure and agreements of governing bodies.
- Participate in general meetings.
- Pay the fees established based on the number of integrated members they can represent.
- Comply with these statutes and validate the agreements of the governing bodies of the association.

Article 12. Rights of Honorary members.

Honorary members have the following rights:

- They have a voice in the general assemblies and hold a prominent place at the presidential table during the Assemblies.
- They participate in as many activities as the Association organizes for their purposes.
- Be exempt from the payment of fees.
- Enjoy all the advantages and benefits offered by the association.
- Receive information on the composition of the Board of Directors and the decisions taken by the bodies of the association, both directly and through their corporate representatives.

Article 13. Obligations of Honorary Member.

The obligations of the honorary members are:

- Representing the Association
- Attend general assemblies.
- Comply with these statutes and valid the agreements of the governing bodies of the association.

Article 14. Loss of membership.

Membership may be lost by:

- Formal request to the Board of Directors.
- Waiver or failure to respond to repeated communications from the association.
- Omission of fee payment. For actions that seriously prejudice the interests of the association, through the issuance of a disciplinary record.

The Board of Directors shall agree on the expulsion of the members, after hearing of the interested party. The expulsion agreement must be ratified by the General Assembly and the appeal may be brought against its decision in the ordinary courts.

SECTION III

ASSOCIATION ORGANS

Article 15. Organs of the association.

The association shall be governed by the General Assembly, the Board of Directors and the Standing Committee.

CHAPTER I

The General Assembly

Article 16

The General Assembly is the highest decision-making body of the association and will be composed of all members.

Article 17

The General Assembly may be ordinary or extraordinary.

The General Assembly shall necessarily meet at an ordinary session at least once a year, a meeting at which members can attend or at which they can participate directly or via videoconference. The Assembly shall meet on an extraordinary basis whenever the Board of Directors deems it necessary, conceding it on its own initiative or at the request of at least one third of the members eligible to vote.

Article 18

The Ordinary General Assembly is responsible for:

- (a) the adoption of the annual activity report and the economic balance sheet, in addition to the current budget.
- (b) amending the statutes and drawing the lines of action of the association.
- c) the dissolution of the association.
- (d) the resolution of appeals raised against the agreements of the Board of Directors in the exercise of disciplinary powers.
- (e) the adoption of an Internal Regulations.
- (f) the approval of coordination with other associations that pursue objectives equal to or objectives, similar, related or complementary to those of the association.

Article 19

The obligations of the Extraordinary General Assembly are:

- (a) the election and appointment of the members of the Association's Board of Directors.
- (b) discussion on any proposed topic supported by two-thirds of voting members, or through the Board's proposal

Article 20. Calls

The meetings will be made by the president, with the prior agreement of the Board of Directors, often using the Association's website as a channel.

Calls can be made through the most effective means of ensuring the reception of their respective informational announcements by members, addressing the place, day and time for the meeting, as well as the presentation of the agenda and topics to try in particular. The period between the first call for the notice of the day designated for the holding of the Assembly shall comprise at least thirty days, as well as the date and time at which the Assembly will meet may also be registered, if appropriate, in a second call , taking into account that the period between calls can never be less than half an hour.

Meetings shall be held at the place decided by the Governing Body.

Both the minutes of the last meeting and any other documentation to be submitted for approval by the General Assembly will be available to members on the association's website.

Article 21. Constitution

For the valid constitution of the Assembly, at first call, direct or telematic assistance must be at least one third of the voting members of the association. In the second call, any number of voting members will suffice.

Participation in the Assembly can be in person or virtual using electronic means of communication - video conference-. In the case of virtual participation, the mechanisms necessary for authentication will be used to validate the identity of the participants and their distance communication with the rest of the participants in the Assembly.

The President of the General Assembly shall be that of the Board of Directors and, therefore, of the Association; and in his absence, he or she will be replaced by a Vice-President and in his absence, the senior member of the Board of Directors in the association. The secretary of the Association's Board of Directors shall be in charge of the same position at the General Assembly. In his absence, the youngest member of the Board of Directors will act as secretary.

Article 22. Quorum

Each member receives a vote to exercise, either directly in the case of numerary members or indirectly through their representatives, in the case of integrated numerary members.

In general, to validate the agreements of the General Assembly, the simple majority of votes will be adopted, i.e. by a simple majority of the members allowed to vote in person or through a representative, when the affirmative votes exceed the negative votes, except for null votes, blank votes or abstentions for these purposes.

However, a qualified majority of voting members, personally or through a representative, will be required when affirmative votes exceed half of those cast, for agreements on:

(a) the election of president, vice-presidents, secretary, treasurer and corporate members delegated to the association's Board of Directors, in the first round of voting.

(b) amendment of the statutes. Agreements on the dissolution of the association shall also be adopted where there is a qualified majority, i.e. where the affirmative votes of the voting members present exceed two thirds of the members attending the Assembly.

Article 23. Procedures

The Secretary of the Association for each meeting shall be recorded and shall include the agreements adopted.

CHAPTER II

The Board of Directors

Article 24. The Board of Directors

The association will be administered and represented by a board of directors composed of President, Secretary, Treasurer, five Vice-Presidents (North America, South America and the Caribbean Islands, Europe, Africa, Asia and Oceania) and executive members designated by integrated regional and national integrated entities.

Article 25. The President

The President is the legal representative of the association.

This figure contains the following powers:

(a) is the depositary of the social firm, directs and legally represents the Association for all purposes against any type of public or private body.

(b) requests the implementation and implementation of the agreements ademmelled by the general meetings, the Board of Directors and the Standing Committee.

(c) convenes, chairs and closes the general meetings, the Board of Directors and the Standing Committee, as well as guides its deliberations.

(d) casts its decision or vote decisively in the event of a tie between administrative structures.

(e) supports and signs records and certificates made by the Association's secretary for approval and monitors the implementation of the adopted agreements.

(f) orders payments and authorizes or responds to the accuracy of correspondence and documents with their signature.

(g) delegates its powers to others in order to achieve maximum efficiency and as long as they are under proper supervision.

(h) ensures compliance with the purposes of the partnership.

(i) makes all acts, contracts and agreements on behalf of the association.

(j) the other powers established in these statutes as inherent in the position and many powers may be delegated therein by the Board of Directors, the General Assembly and the Standing Committee.

The President shall report annually on his work before the General Assembly.

The President's term lasts five years and may be re-elected indefinitely.

Article 26. The Secretary

The functions of the Secretary are:

(a) maintain the association's record books, documents and stamps, except the ledgers.

b) keep the member record book up-to-date, noting any memberships and casualties that may occur.

(c) draft the minutes of the general assemblies, boards of directors and the Standing Committee, which he or she shall endorse and sign with the approval of the Chairman.

(d) provide certification relating to the association's books and documents.

e) manage the association's correspondence.

(f) prepare the annual report.

(g) process communications on the appointment of boards of directors, Standing Committee and other social agreements that may be included in the relevant registers.

(h) in general, take the direction of the purely administrative tasks of the association under the supervision of the President.

The Secretary's term time is five years and the Secretary may be re-elected in successive terms indefinitely.

Article 27. The Treasurer

The Treasurer is responsible for:

(a) the custody, administration and control of the association's economic resources, for which it may sign against financial institutions, in the manner established by the Board of Directors. The Treasurer shall exercise these powers where appropriate and responsibly, giving account of the procedure used to the Board of Directors as soon as possible.

(b) the preparation of the budget, the balance sheet and the settlement of the association's accounts.

c) maintain a box, which may be electronic in format, without prejudice to books and, in a certain case, tax managers who must carry the association, whose custody and handling the Treasurer is equally responsible.

(d) the signing of receipts for fees and other treasury documents.

(e) the payment of invoices approved by the Board of Directors and the Standing Committee, which will have to be approved in advance by the Chairman and, in his absence, by the Secretary.

(f) other powers set out in these statutes as their own and those which may be requested at any time by the General Assembly, the Council or the Standing Committee.

(g) the submission of annual accounts to the General Assembly and documentary obligations in legally appropriate terms.

The term of the Treasurer is for five years and may be re-elected in successive periods.

Article 28. The Vice-Presidents

The Vice-Chairmen represent the figure of the President at the level of the actions carried out and in the assigned geographical contexts. There will be six, representing North America, South America and the Caribbean islands, Europe, Africa, Asia and Oceania, each being elected by voting on the members assigned to the voters of the corresponding territory.

(a) act through the Delegation of the Chair representing the association in its geographical contexts.

(b) help to extend the agreements of the assemblies and the Board of Directors to their geographical contexts.

(c) an annual report of the association's activities in its geographical context, as well as territorial claims, shall be carried out and submitted to the Ordinary General Assembly.

The term of office of the Vice-Chairmen is five years and may be re-elected in successive terms indefinitely.

Article 29. Members of the Board of Directors or Executive Committee

Members of the Board of Directors or Executive Committee shall have the obligations inherent in their positions as members of the Board of Directors and shall act on behalf of the integrated regional and national authorities as corporate members of the association.

(a) its main mission will be to facilitate the communication and flow of information between the integrated entities and the Association's Board of Directors.

b) represent the members of the organization at all times, leading the delegation of votes to assemblies, even during the vote for the renewal of office.

(c) on the Board of Directors, they shall participate in the discussions individually and a differential of representativeness shall not be granted depending on the volume of their representation.

The term of office of the vowels is five years and they can be re-elected by their institutions indefinitely.

Article 30. Choice and cessation

The President, Secretary and Treasurer shall be elected by general suffrage in the extraordinary General Assembly. All of them will be part of a candidacy and will have the same country of residence, on which the headquarters of the Association will be based once they are elected.

Members who wish to stand as candidates for any of the positions already mentioned in the preceding paragraph shall be integrated into a candidacy and make known their purpose to the Chairman of the Board of Directors in writing within ten business days from the date of the call.

The Vice-Chairmen shall be elected by partial suffrage by members assigned to the respective territories in the same Extraordinary General Assembly.

In all cases, if a single candidacy is proposed, it will lack the elections and will be unanimously elected.

The call and publication of the applications will be carried out through the website of the association.

Voting could be done directly in the Assembly or by certified mail. In this case, individual or corporate votes will be sent within a closed envelope. This envelope shall be inserted into a second envelope accompanied by a photocopy of the voting credential. Corporate voters will be able to concentrate their votes on the same candidacy or distribute them proportionally among multiple candidacies. Votes by mail must reach the Secretary of RBI at least one week before the Assembly, they shall be kept by the Secretary until its opening in front of the Assembly during which they will be publicly opened being transmitted to all members all over the world.

Delegated members of integrated national and regional entities shall be appointed by the institutions themselves, in accordance with their own statutes and regulations.

Article 31. Powers

The powers of the Board of Directors shall aim at achieving the objectives of the association and shall include:

1. Administer the association, with full powers to conclude, grant and authorize all types of contracts, funds deposited in current accounts and agreements to carry out credit operations of any kind on behalf of the association with any bank in Spain or abroad; as well as signing, issuing, annotating or accepting any changes and bank wire documents.
2. Implement the agreements of the Assembly, as well as the order of income and expenditure, without prejudice to the delegations it confers.
3. Be in charge of the accounts and issue the reports, budgets and the plan of activities for the assembly.
4. Propose the general policies of the association in the different fields of action.

5. To host the legal representation of the association, to exercise on behalf of the rights and actions of which it is responsible, through its President.
6. To convene and set the date and location of the General Assembly, in its meetings on an ordinary or extraordinary basis and on the corresponding agenda.
7. Organize and develop the activities or arrangements agreed by the Assembly.
8. Promote actions to achieve the objectives of the association set out in these statutes.
9. Represent the interests of the association with public and private entities.
10. Regulate the economic regime of the association, as well as its administrative organisation.
11. Designate the working committees and sections deemed appropriate and coordinate their work.
12. Decide on the admission of new members.
13. Exercise disciplinary powers.
14. Issue precise proposals on the amount of the quota and charges pending before the General Assembly.
15. Exercise all the functions that may be delegated to it in the General Assembly, in accordance with the statutes.
16. Interpret these statutes and the association's internal regulations and ensure compliance.
17. The rest of the functions set out in these statutes, as well as any other powers which do not fall within the exclusive competence of the General Assembly of members.

The exercise of all or part of the above powers may be delegated to the Standing Committee.

The above powers are purely expositive and non-restrictive, since the Board of Directors is responsible for the general powers of representation in all acts of the purpose of the association, with the sole exception of those that require express authorization of the General Assembly.

Article 32. Call

The Council shall meet:

- (a) once a year, to approve the accounts, memory, draft budget and other documents to be submitted to the General Assembly in compliance with legal requirements.
- (b) extraordinarily being convened by the President on his own initiative or at the request of at least five members of the Board of Directors. In such cases the request should express the issues that need to be addressed specifically.

Calls can match over time. These will be held at least five days in advance, except in cases of serious urgency, always through the association's website.

Participation may be personal or via videoconference.

Article 33. Quorum

The Board of Directors shall be validly constituted when, having been agreed as to its form, half of the members plus one participate in the meeting, either personally or by video conference.

Agreements will be adopted by the majority of attendees and entered in the minutes' book, and their actions will be effective when signed by the President and the Secretary

Each member of the Board of Directors shall be given one vote; in the event of a tie, the President will have the vote directed. The agreements of the Board of Directors in matters within its competence shall be Executive.

CHAPTER III

The Standing Committee

Article 34

It shall be composed of the President, Secretary and Treasurer and shall have the objective of carrying out the agreements of the general assemblies and the Board of Directors on a daily basis.

Article 35. Powers

The Standing Committee shall:

- (a) enforce all directives issued by the Board of Directors.
- (b) to know and make decisions by delegation of the Board of Directors as many times as its members deem it necessary.
- (c) take any urgent action that is advised by the smooth conduct of the association or which may be necessary or desirable in the course of its activities, without prejudice to the subsequent notification of the Board of Directors.

CHAPTER IV

Means and resources of the Association

Article 36. Resources

The Association's resources come from:

- (a) contributions provided by its Spanish members and abroad.
- b) aid and subsidies you receive.
- (c) the returns of the goods and securities belonging to the association.
- (d) the transfer of resources from Rare Breeds International Ltd. after its cessation of activity in the United Kingdom.

Of all other remedies authorized by law.

The association, in its Constitutional phase, lacks a legacy Foundation, therefore, being its annual budget approved periodically by the Assembly.

Article 37. Accounting obligations

The Association shall be responsible for the accounting books required by current legislation in force, which shall include all income and expenditure, with details of their origin and investment.

The associative and economic year will be annual and close on December 31st each year.

The Association shall comply with the accounting obligations in the terms determined by the different current legislation applicable to this type of organization.

CHAPTER VI

Article 38. Dissolution

The association may voluntarily dissolve after being agreed by the extraordinary General Assembly, for this purpose, through the adoption of the specific agreement in the manner provided for by these statutes. However, it can also be dissolved for the reasons specified in article 39 of the Spanish Civil Code, by trial and for other reasons determined by the current legislation.

In the event that the dissolution is due to a change of location of domicile to another country as a result of an electoral process, the assets of the association, provided that authorized by law, will be handed over together to the new entity once this entity has created a new pursue the same objectives as the previous one in the country elected in the extraordinary General Assembly.

In any other case of dissolution, the inheritance will be transferred to the non-profit organizations for equal or similar purposes of general interest for this association, whether Spanish or foreign and having been designated by the Assembly.

The process of dissolving the association will open a settlement period, until the end of which the entity will retain its legal personality.

In the event of dissolution, the General Assembly shall designate a liquidation of the Commission, with a minimum of three and a maximum of eleven members, to be acting jointly, reaching their agreements by majority.

The opening of the settlement period shall determine the termination of the members of the Board of Directors in charge. The liquidation of the Commission shall be the manager and representative of the dissolved Association body and shall occupy a legal position similar to that meeting during the period of active social life.

The Commission shall pay the assessment:

- (a) ensure the integrity of the association's assets.
- (b) conclude pending transactions and establish new ones, which may be necessary for settlement.

- c) collect the association's appropriations.
- d) settlement of inheritance and payment of creditors.
- (e) apply the goods left over from the Association for the purposes provided for by the statutes.
- f) request cancellation of entries at the register.

Additional provisions

First

Law 1/2002 of 22 March regulates the right of association and supplementary provisions shall apply in all cases that cannot be provided for in these statutes.

Second

The reference made in these statutes to the law shall be made hereafter to interpret, extend, condition, modify, replace or repeal existing ones.

Third

Any doubts or questions about the effectiveness, interpretation or compliance with these statutes or the Regulations will be resolved by legal actions of the Board of Directors of the association.

Fourth

These statutes have been drafted including all the amendments adopted in the founding extraordinary General Assembly held in Cordoba on February 26, 2018 as recorded in the respective Act.