

Statutes

of the

Charitable Association

Food, Education, Energy & Development e.V.

(F.E.E.D. e.V.)

Preamble

In the UNESCO Annual Report 2019 "The State of the World's Children 2019 - Children, Food and Nutrition - Growing well in a Changing World", UNESCO points to a further deterioration in the nutritional and developmental situation of children in Africa, while the situation in the rest of the world has improved significantly. According to UNESCO, hunger and malnutrition not only lead to maldevelopment and underdevelopment resulting in developmental and learning difficulties at school, unemployment and poverty in adulthood, but also to a weakened immune system, which opens the door to the spread of diseases and pandemics. As a final point, there is a lack of education among the affected people in Africa concerning information and awareness about healthy nutrition and how to produce healthy, balanced food locally. Previous relief efforts have often focused on emergency aid and food donations rather than on sustainable information and know-how transfer in the relevant technologies. The outbreak of Covid-19 in Africa in 2020 has exacerbated this situation accordingly; without aid for sustainable self-help, the continent is threatened to descend into hunger, disease, poverty and death. Criminal gangs and rulers are given space to abuse and exploit people, and the pressure is increasing among the population to emigrate to Europe in order to survive and have prospects for the future. In the event of a worldwide pandemic, e.g. the Corona Virus in 2020, the consequences of this development will

be devastating for both Africa and Europe. In a first self-financed aid measure, SUNfarming GmbH Erkner has, in cooperation with other aid organizations and companies and with the involvement of the North Western University Potchefstroom, produced the first "Vitality Porridge". This was done by using extruders cornmeal flour from local production, mixed with medicinal herbs which were grown locally in South Africa in specially developed greenhouses powered by solar technology. Through this, we have supplied more than 1,000 people with "Vitality Porridge" in a short time. It has been proven that after the addition of water the herbal porridge provides children and adults with the necessary daily dose of minerals, proteins, vitamins and fiber and strengthens the immune system. The non-profit association F.E.E.D. e.V. has the goal to gain members and generate donations which will sustainably serve the financing of non-profit measures and organizations in the field of imparting knowledge about healthy and balanced nutrition in schools and universities in Africa. Additionally, the goals are the establishment of production facilities for ecologically and sustainably produced healthy food by initiatives and local actors, the creation of jobs in and for these production facilities and the necessary energy and mobility based on environmentally friendly and resource-saving technologies. For the foundation and registration of this non-profit association the following statutes were formulated:

§1 Name, registered office, financial year

1. The association bears the name "Food, Education, Energy & Development, - short: F.E.E.D., and shall be registered in the register of associations; after registration it shall bear the addition "e.V."
2. The seat of the association is Hamburg.
3. The fiscal year of the association is the calendar year. The year of foundation can be a trunk year.

§2 Purpose of the association

1. The association pursues exclusively and directly charitable purposes in the sense of the section "tax-privileged purposes" of the German Fiscal Code (§§ 51ff) in the currently valid version.

Purpose of the association is the procurement of means for the promotion of education, national and vocational training including student assistance, for the promotion of development co-operation and for the promotion of the civic commitment in favor of non-profit, church, charitable purposes, in order to support the stabilization of the bases of life of distressed humans in Africa and other countries of the global south.

The purpose of the statutes shall be realized in particular by the transfer of funds to domestic and foreign corporations for the achievement of the aforementioned objectives.

2. The purpose of the statutes is to be realized through:
 - i. Financial support of non-profit organizations and actors, which develop and implement in cooperation with local universities and schools joint projects and educational offers for pupils, students, teachers and employees as training and further education in the field of solar technology, and Biofood-production of ecologically sustainable locally produced food.
 - ii. Financial support of non-profit organizations and actors for the production and distribution of healthy school meals, enriched with vitamins, minerals and medicinal herbs, and for training and information events for teachers, students and staff on the topics of healthy, balanced nutrition to strengthen the immune system, environmentally friendly food production and the use of solar energy.
 - iii. Production and distribution of print and online communication materials, which are distributed as teaching materials, teaching- and information brochures as subsidies or free of charge to schools and universities by the association or cooperating institutions, in order to inform about the ecologically sustainable production of food locally and its positive effect

on the immune system of the people as well as how to strengthen the immune system through diversified, balanced nutrition and thus protect oneself from diseases.

- iv. Public relations work on the activities of the association and its measures.
- v. Financial support from non-profit organizations that produce ecologically sustainable and immune-boosting food locally and distribute it as emergency aid to schools and universities in the form of school or university meals. The association financially supports the production, quality and distribution in order to provide healthy foods to pupils and students free of charge or at a lower cost.
- vi. Financial support for employees and students who would like to complete dual education and training measures in cooperation with local universities for vocational training and further education in the field of production and use of renewable energies, especially solar energy, as well as in sustainable and ecological agriculture and in the field of e-mobility.
- vii. Promotion of the development and implementation of advanced training programs for teachers from schools and universities in cooperation with local Biofood-producers in the field of production of ecologically sustainable, immune-strengthening food and the health aspects of a balanced diet for the immune system. The programs are designed to enable teachers to bring this information into schools and universities as part of their own teaching program, thus increasing the students' awareness of healthy nutrition and their own production of healthy food.
- viii. Cooperation with institutions, NGOs and other associations and societies to increase information and education about the positive effects of healthy food on development and the immune system, and the use of environmentally friendly, sustainable production methods. To this end, the association is developing its own external presence in the form of a website, as well as social media channels and is constantly communicating actively about projects, progress, partners for the purpose of increased awareness, and information about the measures and successes, e.g. schools

and universities that are supported, subsidized training courses, scholarship holders who have participated in training programs, etc.

3. The transfer of funds to a foreign corporation will only take place if the recipient undertakes to submit a detailed annual report on the use of the funds received by the Association no later than four months after the end of each fiscal year. If this report does not show that the funds are used exclusively for the purposes of the Association in accordance its Statutes, or if the recipient of the funds does not comply with the obligation to submit the report, the forwarding of the Association's funds shall be stopped immediately.

§3 Selflessness

1. The association is selflessly active, it does not primarily pursue its own economic objectives.
2. Funds of the association may only be used for the purposes set out in the statutes. The members of the association may not receive any benefits from the association's funds in their capacity as members.
3. The members may not receive any shares of the assets of the association upon their resignation, or upon dissolution or cancellation of the association.
4. No person may be favored by expenses that are alien to the purpose of the association, or by disproportionately high remuneration.

§ 4 Members

1. Any natural or legal person of legal age or any partnership pursuing its purposes may be a member of the association.
2. The association has full and honorary members.
3. The registration to the association takes place by written application. The board of directors decides on the application. Persons whose application for membership

may be rejected should be informed in writing of the reasons for the rejection, or they should be given the opportunity to call the next general assembly in order to be able to enforce their application despite rejection by the board.

4. Upon the proposal of the board of directors, personalities who have rendered outstanding services to the purpose of the association can become honorary members of the association through a resolution of the general assembly.
5. Only full members have the right to vote and can be elected to the offices of the association.
6. Membership ends by death, exclusion, deletion from the membership list or resignation from the association, or by liquidation of a legal entity.
7. Resignations are to be made by written declaration to the board. Resignations can only be declared at the end of a fiscal year, whereby a period of notice of three months must be observed.
8. If a member has grossly violated the goals and interests of the association or remains in arrears with the membership fee for three months despite a reminder, they can be excluded by the board with immediate effect and removed from the membership list. This deletion does not exempt the member from the payment of arrears in fees and charges.
9. A member can be excluded if they culpably and grossly violate the interests of the association. The exclusion is made by resolution of the board. Before the resolution is passed, the member must be given the opportunity to make an oral or written statement. The resolution must be justified in writing and the member must be informed of the reasons. An objection can be lodged with the board within one month after receipt of the resolution. The next general assembly will make a final decision on the objection.
10. Legal entities also cease to be members of the association when their registered offices are transferred outside of the European Union.

§5 Membership fees

1. Annual fees are charged to members. Levies may be charged to finance special projects.
2. The amount and due date of annual fees are determined by the general assembly in the Contributions Regulation.
3. For legal entities, the membership fee shall be based on the size of the legal entity, in particular on the number of its employees.
4. Honorary members are exempt from the obligation to pay membership fees.
5. The board of directors may, in appropriate cases, waive or defer fees, contributions and levies in whole or in part.

§6 Organs of the Association

Organs of the association are

- a) the board of directors (“the board”)
- b) the general assembly

a) The Board of Directors

1. The association has a board of directors. The board of the association consists of three members, the president (1st chairman), the vice-president (2nd chairman and secretary) and the treasurer.
2. The association is represented by two members of the board in and out of court.
3. Members of the board are elected by the general assembly for a period of three years. However, the members of the board remain in office until the valid election of new members, even after their term of office has expired.
4. Only members of the association can be elected to the board. Each member of the board is to be elected individually. Elected is whoever receives the majority of the valid votes. Re-election is permitted without restriction.
5. If a member of the board resigns prematurely, the board can elect a successor for the remaining term of office of the resigned member.

6. The board can receive an appropriate remuneration for its activity.
7. The board calls its meetings with a period of notice of 21 days. The meeting shall be convened by the 1st Chairman (president) and shall be sent electronically to each member of the board. Each member of the board is entitled to submit items to the agenda. The registration must take place at least seven days before the respective meeting and must be sent by the 1st Chairman to all members of the board after the end of the last day of the period.
8. Board meetings can be held electronically.
9. The board takes its decisions by simple majority. The 1st chairman (president) has the casting vote. Should the 1st chairman be unable to attend, his representative is entitled to the casting vote. Exceptionally, the Board of Directors also has a quorum if one or more of its members cannot participate in the passing of resolutions due to illness, unconsciousness or death.
10. The board can decide by written procedure if all its members agree to it.
11. The board is responsible for all matters of the association, as far as they are not transferred to another organ of the association by the statutes. It has in particular the following tasks:
 - i. Preparation and calling of the general assembly, as well as setting the agenda;
 - ii. Execution of resolutions of the general assembly;
 - iii. Bookkeeping and preparation of the annual report;
 - iv. Conclusion and termination of employment contracts;
 - v. Passing resolutions on the admission and exclusion as well as the removal of members
12. With the approval of the general assembly, the board can appoint a managing director and other employees to aid the board. The managing director is entitled to participate in the meetings of the board in an advisory capacity.
13. The board may appoint committees to deal with individual tasks. These committees can also be staffed with persons outside the board of directors and external specialists.
14. The board is released from the restrictions of §181 German Civil Code (prohibition to present two parties in the same transaction or to represent a party in a transaction with oneself) and entitled to conclude special purpose agreements.

b) The General Meeting

1. The President shall convene an ordinary general assembly within three months of the end of each fiscal year by ordinary letter or electronic mail (e-mail), giving 30 days' notice and stating the agenda. The period of notice begins on the day following the dispatch of the invitation letter. The invitation letter is considered received by the member if it is sent to the last address notified to the association in writing by the member.
2. The agenda is set by the board. The general assembly decides on applications for additions to the agenda, which are made in the general assembly.
3. At the general assembly the treasurer shall render accounts and have the accounts approved. In addition, the president or, if available, the managing director submits the annual report.
4. The general assembly is chaired by the president. If he/she is not present, it is chaired by their representative or, if he/she is also not present, by another member of the board. If no member of the board is present, the general assembly elects a chairman from among its members.
5. The general assembly as the highest decision-making body of the association is generally responsible for all tasks, unless special tasks have been assigned to another body of the association in accordance with these statutes. In particular, the annual financial statement and the annual report must be submitted to the general assembly in writing for a decision on the approval and confirmation of the Executive Board. It appoints two auditors, who may not be members of the Board or of a body appointed by the Board and who may not be employees of the Association, to audit the accounts, including the annual financial statements, and to report on the results to the General Assembly. The general assembly also decides on:
 - i. Strategy and tasks of the association
 - ii. Shareholdings
 - iii. Borrowings
 - iv. Contributions
 - v. All rules of procedure of the association

- vi. Amendments to the Statutes of the Association
 - vii. Dissolution of the association.
6. Resolutions are passed by simple majority, only resolutions on amendments to the statutes require a majority of three quarters of the members present or duly represented, and resolutions on the dissolution of the association require a majority of four fifths. In the event of a tie, the motion shall be deemed rejected. The method of voting is determined by the chairman of the meeting. A vote must be carried out in writing if one third of the members present request it.
 7. Resolutions can also be made in writing. For this purpose, the draft resolution is submitted to all members by mail (by e-mail) with a period of two weeks for voting. Votes that are not received by the Association by the end of the deadline are considered abstentions.
 8. An extraordinary general assembly is to be called by the board of directors if at least 1/3 of the members request it in writing or if the board of directors considers it necessary on its own initiative.
 9. Every duly convened general assembly has a quorum regardless of the number of participants. Members can be represented by written proxy.
 10. The general assembly elects at least two cash auditors, who may not be members of the board or the advisory board. The cash auditors are elected for a period of three years. A re-election is not possible.
 11. General assemblies are not public. Non-members can be admitted on request by resolution of the general assembly.
 12. Every full member has one vote.
 13. The right to vote can be transferred to another full member by written proxy. The proxy is only valid if it has been presented to the board before the beginning of the general assembly. However, no member may have more than three votes. The individual vote and the transferred votes can only be cast uniformly. The transfer of voting rights can only be granted for the respective general assembly as a whole.

§ 7 Amendments to the Statutes of the Association

1. A three-quarters majority of the members of the association present to the general assembly is required for the resolution on amendments to the statutes.
2. Changes to the statutes can only be voted on in the general assembly if this item on the agenda has already been referred to in the invitation (within the statutory period) to the general assembly and both the previous and the planned new text of the statutes had been attached to the invitation.
3. Amendments to the statutes which are required by supervisory, judicial or tax authorities for formal reasons may be made by the Board on its own initiative. All members of the association must be informed immediately in writing of these changes to the statutes.

§ 8 Meeting reports and resolutions

1. Minutes shall be kept of the meetings of the board and of the general assemblies and the resolutions adopted therein.
2. Minutes of board meetings are to be written by the secretary, signed by the president or, in his/her absence, by his/her deputy, and minutes of general assemblies by the secretary and the chairman of the meeting.

§ 9 Data protection

1. In the context of the member administration, the following data is collected from the members (name, first name, address, e-mail address, etc.). These data are processed and stored in the context of the membership.
2. Within the framework of cooperation and networks with sponsoring institutions and other non-profit organizations, the association is entitled to pass on member data.
3. Furthermore, the association publishes the data of its members internally and externally only after corresponding resolutions of the general assemblies and excludes the data of members who have objected to publication.

§ 10 Dissolution

1. The dissolution of the association can only be decided in a general assembly with a majority determined in § 9. The decision can only be made after timely announcement in the invitation to the general assembly.
2. In case of dissolution or cancellation of the association or in case of loss of tax-privileged purposes, the assets of the association will fall to the North Elbe Church, which has to use them directly and exclusively for non-profit, charitable or church purposes.
3. Unless the general assembly decides otherwise, the president and his deputy are jointly authorized liquidators.

§ 11 Final provision

The above statutes were established at the inaugural meeting on July 30, 2020.

Hamburg, July 30, 2020