

# **STATUTES**

of the

“European Conference of Transport Research Institutes (ECTRI)”

established in Bron, France

An Association in accordance with the French Law of 1 July 1901 is established between the undersigned and all other entities, which would adhere later to this contract. The current laws, as from time to time amended, and the following Statutes shall govern it:

#### **ARTICLE 1 - NAME, OFFICIAL ADDRESS AND REGISTRATION**

**1.1** The name of the Association is: "European Conference of Transport Research Institutes (ECTRI)".

**1.2** The place of the Head Office of the Association is 25 avenue François Mitterrand – 69675 Bron cedex, France. It shall thus be governed by and registered according to the French laws.

The Head Office may be transferred to any other location in France or within the European Community upon a decision of the Assembly of Members in accordance with Article 11.

**1.3** The Association may have offices in other countries.

#### **ARTICLE 2 - TERM OF THE ASSOCIATION**

The term of the Association is fixed at 30 years from the date of its creation, except such term is extended or the Association is dissolved earlier by decision of its Members.

#### **ARTICLE 3 - OBJECTIVE**

**3.1** The objective of the Association is to promote integrated surface transport research and development in Europe.

**3.2** The Association shall realise its objective as a network of research centres between its Members and shall also provide a platform for the establishment of further research networks. It shall in particular:

- promote co-operation in surface transport research;
- create a platform of exchange for the development of research networks;
- participate in the structuring of the European Research Area by networks of mobility and training and studies on research infrastructures;
- stimulate the participation of its Members in European R&D projects in the field of transport.

**3.3** The Members of the Association may in accordance with the laws and these Statutes inform other entities or organisations in their country on the Association's activities.

#### **ARTICLE 4 - MEMBERS OF THE ASSOCIATION**

**4.1** Any research establishment or entity with head offices in Europe and full legal personality as established in the respective European country may be accepted as a Member of the Association provided that such establishment or entity is tasked with activities of public interest in the field of transport research and provided that such establishment or entity conducts considerable research activities in surface transport and is recognized as a leader in its field. There shall be no legal right or title for any organisation or entity to be admitted as a Member.

- 4.2** Membership is established by a written request to be admitted as a Member and a decision of admittance by the Assembly of Members in accordance with Article 11. The Assembly of Members will resolve upon admittance within six months. The Chairman or Secretary will inform the applicant in writing about admittance or refusal.
- 4.3** Before a decision of admittance is formally taken by the Assembly of Members, a dialogue process is established between the candidates and three members including one member from the candidate's country, if already represented, in order to check the candidate's added-value for the association. If the outcomes of the dialogue are positive, the admittance of this candidate, as Member, is proposed to the approval of the Assembly.
- 4.4** Members of the Association at the date of its registration are:

The « INSTITUT NATIONAL DE RECHERCHE SUR LES TRANSPORTS ET LEUR SECURITE (*INRETS*) », an Établissement Public à caractère Scientifique et Technologique, established under the laws of France by décret interministériel du 18 septembre 1985, 2 avenue du Général Malleret-Joinville, 94114 Arcueil cedex, France,

The « MINISTERIE VAN VERKEER EN WATERSTAT, RIJKS WATERSTAAT, ADVIESDIENST VERKEER EN VERVOER (*AVV*) », Dutch Governmental Service, BOOMPJES 200, 3011 XD Rotterdam, The Netherlands,

The « POLITECNICO DI TORINO (*POLITO*) », a public body under the laws of Italy, Corso Duca degli Abruzzi, 24, 10129 Torino, Italy,

The « DEUTSCHES ZENTRUM FÜR LUFT- UND RAUMFAHRT e.V. (*DLR*) », an association under the laws of Germany, whose registered office is in Bonn, Germany and which is headquartered at Linder Hoehe, 51147 Koeln, Germany,

The « CENTRUM DOPRAVNÍHO VÝZKUMU (*CDV*) », a non profit company acting as a legal person under public law, whose registered office is at Líšeňská 33a, 63600 Brno, Czech Republic,

The « DANMARKS TRANSPORTFORSKNING (*DTF*) », Independent research institute under Ministry of Traffic, Knuth-Winterfeldts allé, Building 116, DK-2800 Kgs. Lyngby, Denmark,

The « KTI Institute for Transport Sciences Limited Liability Company, Ltd. », established in 1938, in accordance with the laws of Hungary, registration number: Cg. 01-10-042253, « Fővárosi Cégbíróság », Budapest, Nádor u. 28, Hungary,

The « VTT BUILDING AND TRANSPORT », a research institute of « VTT TECHNICAL RESEARCH CENTRE OF FINLAND », a government organisation under the laws of Finland and established by the « Technical Research Centre of Finland Act (144/72) » registered under the n° 0244679-4 with principle place of business at Lämpömiehenkuja 2, P.O. Box 1800, FIN-02044 VTT, Finland,

The « CENTRE FOR RESEARCH AND TECHNOLOGY HELLAS (*CERTH*) - HELLENIC INSTITUTE OF TRANSPORT (*HIT*) », a public entity constituted under private law, established as an entity for research and technology consisting of 5 institutes, under the Presidential Decree 77/2000 as modified, whose registered office is in Thermi, Thessaloniki, at 6th km Charilaou - Thermi Road, P.O Box 361, 570 01 Thermi, Thessaloniki, Greece,

The « NETHERLANDS ORGANISATION FOR APPLIED SCIENTIFIC RESEARCH (*TNO*) », an independent organisation with legal personality created on a public Dutch law TNO Act of 19 December 1985, The Hague, The Netherlands,

The « TRANSPORTKONOMISK INSTITUTT (*TOI*) », a Norwegian foundation registered under n° 959056776, with headquarters at PB 6110, Etterstad, 0602 Oslo, Norway,

The « STATENS VÄG- OCH TRANSPORTFORSKNINGSINSTITUT (*VTI*) », a government entity under the Swedish Ministry of Industry, Employment and Communications, with registered office in Linköping, Sweden and headquarters at Olaus Magnus Väg 35, SE-581 95 Linköping, Sweden,

The « FRAUNHOFER GESELLSCHAFT ZUR FÖRDERUNG DER ANGEWANDTEN FORSCHUNG e.V. (*FHG*) », an association under the laws of Germany with headquarters at Leonrodstraße 54, 80636 Muenchen, Germany and official post address : Postfach 19 03 39, 80603 Muenchen, Germany, with its « INSTITUT FÜR VERKEHRS- UND INFRASTRUKTURSISTEME (*IVI*) » at Zeunerstraße 38, 01069 Dresden, Germany,

The « UNIVERSIDAD POLITECNICA DE MADRID (*UPM*) », Public Entity ruled by Statutes approved by Real Decreto 2536/1985, of 27 January, adresse C/ Ramiro de Maeztu, 7, 28040 Madrid, Spain,

The « TRL LIMITED », a private limited company, registration number 3142272, whose registered office is at Old Wokingham Road, Crowthorne, Berkshire, RG 45 6AU, United-Kingdom.

## **ARTICLE 5 - END OF MEMBERSHIP**

**5.1** The membership ends:

- in case a Member has ceased to exist;
- in case of termination by a Member as set forth in Article 5.2.;
- in case of termination by the Association as set forth in Article 5.3.

**5.2** A Member can terminate its membership per the end of a calendar year by giving notice to the Board of the Association not later than three months before the end of such calendar year.

**5.3** The Association terminates a membership by sending a registered letter (joint notice from the President and one other Board member) to the Member either

- if a Member has not paid its membership fee for the preceding year, or otherwise,
- for any other substantial reason, upon resolution by the Assembly of Members in accordance with Article 11.

**5.4** If membership ends in the course of a financial year, the annual membership fee shall remain due for the full year.

## **ARTICLE 6 - OBLIGATIONS OF THE MEMBERS**

Members are obliged:

- a. to comply with these Statutes, the internal regulations of the Association and the resolutions of the Association ;
- b. to pay an annual membership fee, as determined by the Assembly of Members, which shall be due not later than 31<sup>st</sup> March of each calendar year ;
- c. to provide – as a part of the annual membership fee – in kind contributions as proposed by a Member and determined by the Assembly of Members, which shall be due as set forth in the respective Assembly resolution ;
- d. to regularly inform the other Members on the kind of their research activities in the field of surface transport and to the extent as published or publicly available to inform on the general research results and any patents or other intellectual property rights obtained from such research ;
- e. to adhere to the intention and framework provisions of cooperation between and among the Members with respect to research activities as laid down in the Cooperation Agreement concluded and signed between the founding Members of this Association at the same time with this contract.

## **ARTICLE 7 - FINANCES OF THE ASSOCIATION**

**7.1** The Association is a non-profit organisation.

**7.2** The Association shall be financed by:

- membership fees, including in kind contributions, from its Members;
- full cost reimbursements from Members and third parties for expenditures made by the Association within the scope of its activities, including its activities in connection with publications or actual organisation of seminars or other events organised by the Association;
- any other income either from its Members or third parties.

**7.3** The amount of the annual membership fee and, if deviating from the general provision of Article 6 b., the due dates of payment or contribution will be proposed within the framework of the annual budget to be submitted by the Board and determined by the Assembly of Members in accordance with Article 11. The obligation of the Members to carry out their commitments shall, where necessary, be subject to the appropriation of respective funds by the competent budget authorities.

## **ARTICLE 8 - REPRESENTATION OF MEMBERS' INTERESTS**

Within the scope of its objective the Association may represent its Members towards international or national organisations, whether governmental or non-governmental, in order to promote its Members' interests, on the understanding that no obligation or liability whatsoever for one or more Member(s) can be entered into without the prior written approval from such Member(s).

## **ARTICLE 9 - ORGANISATION OF THE ASSOCIATION**

The Association is organised and managed by its Assembly of Members (cf. Article 10 and 11); its Board (cf. Article 12 through 17); and any additional committees as may be established by the Assembly of Members (cf. Article 10.5).

## **ARTICLE 10 - ASSEMBLY OF MEMBERS**

- 10.1** The Assembly of Members is the highest organ of the Association and may resolve on any matter of the Association's activity.
- 10.2** Each Member shall appoint one representative to the Assembly of Members. A representative may be accompanied in the meeting of the Assembly of Members by one or more advisers. Members may be represented at a meeting by the representative of an other Member by means of a proxy given in writing, by fax or by e-mail. Each Member can represent only one other Member.
- 10.3** The Assembly of Members shall be convened by the Association's Secretary with a notice period of not less than four weeks. It shall be convened whenever the President, Vice-President, Treasurer or Secretary or when four Members so require, but at least twice a year. The notice of convocation must be accompanied by a draft agenda proposed by the Board. Any Member's representative may propose agenda items which, in the case of a proposed resolution by the Assembly of Members, should be communicated to the Secretary not later than ten days in advance of the convocation, or which, in the case of a discussion item, should be communicated to the Secretary and the Members' representatives in the Assembly not later than ten days in advance to the Assembly of Members.
- 10.4** The Assembly shall elect and appoint the Association's President, Vice-President, its Secretary and its Treasurer as well as the other members of the Association's Board from lists of candidates, who may be nominated by any of the Members and as set forth in the internal regulations of the Assembly. The Assembly shall also have the power of revoking the appointment of any Board members.
- 10.5** The Assembly of Members may establish any advisory committees it deems necessary for the proper functioning of the Association's organisation and management. In the resolution to establish such committee, the Assembly of Members shall also determine the advisory tasks of such committee and, if need be, its internal regulations including, without limitation, terms of appointment of the members of such committee. This procedure shall also be followed to constitute any scientific advisory committees.
- 10.6** The meetings of the Assembly shall be chaired by the Association's President. In the President's absence, the meeting shall be chaired by the Vice-President and in the Vice-President's absence the Assembly of Members will appoint a Chair of the meeting.
- 10.7** The meetings of the Assembly and its resolutions shall be minuted by the Secretary. In the Secretary's absence, the Assembly shall elect from among its attendees the person who shall minute the meeting.
- 10.8** Further provisions on the convening of the meetings of the Assembly of Members, agenda, requests on resolutions, election of Board members, etc. shall be laid down in the internal regulations of the Assembly to be adopted by the Assembly of Members in accordance with Article 11.

## **ARTICLE 11 – RULES OF THE ASSEMBLY OF MEMBERS**

- 11.1** Each Member has one vote.
- 11.2** A quorum of the Assembly of Members shall be constituted when one half of the Members are represented, either by its representative or by proxy.

**11.3** Resolutions of the Assembly of Members shall be adopted by a majority of the votes, unless these Statutes require otherwise.

**11.4** The following resolutions of the Assembly require an unanimous vote:

- admittance of new Members and the termination of membership by the Association, if Article 5.3 requires a resolution by the Assembly of Members;
- adoption of the Association's annual budget or any amendment thereto;
- determination of the annual membership fee to be paid by the Members and in kind contributions to be made by the Members;
- any amendment of these Statutes, including, without limitation, change of the place of the Association's Head Office;
- any change in the Association's objectives, such as e.g. to include the conduct of transport research activities by the Association on its own account, whether such activity be conducted generally or on a case-by-case basis;
- adoption and amendment of any internal regulations of the Assembly of Members or of the Association in general;
- the dissolution of the Association.

**11.5** A vote of the Assembly can only be taken validly, if the proposal(s) for a resolution has been forwarded in copy to all Members' representatives at least four weeks prior to the Assembly meeting together with the notice convening the Assembly meeting and if a quorum is constituted at the meeting, during which the resolution is proposed to be taken. A resolution of the Assembly of Members to terminate a membership shall not require the vote of the Member whose membership is terminated, even if such member is represented.

**11.6** If for the decisions listed in Article 11.4 unanimity cannot be reached at the first vote, notwithstanding the provision in Article 10.3, only the Board may request a second vote, which shall be taken during the next meeting of the Assembly of Members and which shall then be accepted validly, if the requirements of Article 11.5 are fulfilled and if the proposed resolution obtains a majority of two-thirds of the votes.

**11.7.** If in two subsequent convocations of the Assembly within a period of not less than three months, a quorum for decision on proposed resolutions is not constituted, the Association shall be dissolved. This provision only applies provided that the dates proposed for such convocations have been thoroughly and duly coordinated with the Members' representatives.

## **ARTICLE 12 - BOARD**

**12.1** The Board shall consist of five to seven Board members, including the President of the Association, its Vice-President, Secretary and Treasurer. All Board members shall be elected and appointed by the Assembly of Members for a period of two years from lists of candidates, who may be nominated by any of the Members. Re-election for the same post is only possible for one more term of two years, with exception for the Treasurer and Secretary who may be re-elected for additional terms. Revocation of appointment and voluntary retirement of Board members is possible.

**12.2** The Association is legally represented by the President acting jointly together with any one of the other Board members. In accordance with these Statutes and the Association's internal regulations, the Board may give proxy (*délégation de signature*) to staff members of the ECTRI Secretariat to represent the Association as may be required for the daily management of the Association.

**12.3** The Board manages and administers the Association's activities and conducts the affairs of the Association in accordance with the applicable laws, these Statutes and the decisions and resolutions of the Assembly of Members. The Board in particular has the following tasks:

- implementation of the decisions of the Assembly of Members;
- preparation of the annual budget for each year and any amendment thereto during the course of the year to be submitted to and adopted by the Assembly of Members;
- administration of the Association's finances and preparation of the annual accounts (financial statement) as a main responsibility of the Treasurer who shall be assisted in this task by the other Board members;
- adoption of the Association's annual accounts (financial statement) to be approved by the Assembly of Members.

**12.4** A member of the Board shall cease to be member of the Board:

- upon the member's death;
- upon the member's voluntary retirement;
- upon revocation of appointment as a representative of a Member of the Association;
- because the membership of the Member a member of the Board represents terminates;
- upon dismissal by the Assembly of Members.

The successor of a Board member will be elected by the Assembly of Members not later than within a period of three months from the cessation of Board membership. Such vote may also be conducted in writing, by fax or e-mail, if the representatives of all Members have communicated their agreement with such a procedure.

The successor of a Board member shall be elected for the remaining term.

## **ARTICLE 13 - MEETINGS OF THE BOARD**

**13.1** The Board shall meet personally whenever the President or two Board members so require(s).

**13.2** If all Board members agree to do so, resolutions of the Board may in certain cases also be adopted in writing, by fax or e-mail.

**13.3** The convocation of Board meetings must be addressed by the Secretary to the Board members by letter, fax or e-mail at least 15 days before the meeting, except if all members have agreed on a shorter time limit as well as on date and place of the meeting. The notice of convocation shall include the general agenda along with all necessary documents.

**13.4** Further provisions on the tasks delegated by the Assembly of Members to the Board and the distribution of tasks among the Board members, to the extent as not provided for in these Statutes, shall be laid down in the internal regulations to be adopted by the Assembly of Members in accordance with Article 11. Further details of the meetings of the Board, e.g. notices, convocation (etc...) shall be laid down in internal regulations of the Board to be adopted unanimously by the Board members.

## **ARTICLE 14 - DECISIONS BY THE BOARD**

**14.1** Each Board member has one vote.

**14.2** A member of the Board may be represented by an other member of the Board by means of a proxy given in writing. A member of the Board may only represent one other member of the Board.

**14.3** The Board shall adopt its resolutions unanimously and can adopt decisions only, if four Board members are present or represented. Resolutions in writing, by fax or e-mail are validly adopted only, if all Board members have communicated to each other their agreement with such procedure and have communicated their vote.

#### **ARTICLE 15 – PRESIDENT, VICE-PRESIDENT**

The President, who in these Statutes is also referred to as the “President of the Association”, is mainly responsible for the presentation of the Association towards third parties and other organisations and shall in accordance with these Statutes as well as the decisions by the Assembly of Members and the decisions of the Board :

- be responsible for legally representing the Association vis-à-vis third parties acting jointly together with an other Board member ;
- preside over the meetings the Board members ;
- preside over the meetings of the Assembly of Members ;
- conduct the public relations of the Association and promote its activities towards third parties.

The President may be assisted by staff of the ECTRI Secretariat as set forth in Article 18 and may delegate signature (délégation de signature) to the head of staff of the ECTRI Secretariat.

The Vice-President shall take over the tasks and responsibilities as well as the authority of the President in case of the President's unavailability.

#### **ARTICLE 16 - TREASURER**

The Treasurer assures and supervises the good financial management and accounting of the association and in particular shall in accordance with these Statutes as well as the decisions by the Assembly of Members and the decisions of the Board :

- administer the Association's finances and effect payments,
- maintain and supervise the Association's book keeping, and
- assisted by the other Board members, prepare the association's annual accounts (financial statements).

The Treasurer may be assisted by staff of the ECTRI Secretariat as set forth in Article 18 and may delegate signature (délégation de signature) to the head of staff of the ECTRI Secretariat.

#### **ARTICLE 17 - SECRETARY**

The Secretary is responsible for overall organisation of the Association's activities and in particular shall in accordance with these Statutes as well as the decisions by the Assembly of members and the decisions of the Board:

- convene the Assembly of Members and meetings the Board members;
- organise meetings and events;
- supervise the archives of the Association.

The Secretary may be assisted by staff of the ECTRI Secretariat as set forth in Article 18 and may delegate signature (*délégation de signature*) to the head of staff of the ECTRI Secretariat.

#### **ARTICLE 18 - ECTRI SECRETARIAT**

- 18.1** In order to carry on the organisational tasks of the ECTRI Association and, if need be, in order to assist the Board in its tasks, a Secretariat shall be established.
- 18.2** The Secretariat staff, as to which requirements and budget shall be decided by the Assembly of Members in accordance with Article 11, shall generally consist of personnel to be made available by any of the Members. The ECTRI Association may employ personnel of its own, if decided so by the Assembly of Members within its adoption of the annual budget or any amendment thereto.
- 18.3** Subject to the requirements needed for the activities of the Association, the President, Secretary and/or Treasurer of the Association may – whether on a full-time or on a part-time basis – also be part of the ECTRI Secretariat staff.
- 18.4** Costs for personnel made available by a Member shall be reimbursed to that Member by the ECTRI Association or accounted to such Member's membership fee, pursuant to a respective decision by the Assembly of Members.
- 18.5** If no Board member is appointed head of the ECTRI Secretariat staff by the Assembly of Members, the Board may appoint any of the ECTRI Secretariat staff members as head of the ECTRI Secretariat staff, who as set forth in this Statutes and the Association's internal regulations may receive proxies from the Board to represent the Association as may be required for the daily management of the Association. The head of the ECTRI Secretariat staff may also receive particular delegation of signature authority (*délégation de signature*) in certain matters from either the Association's President, Treasurer or Secretary. The head of the ECTRI Secretariat staff may however not receive delegation of signature authority at the same time from more than one of these Board members for representation in the same matter. Neither may the head of the ECTRI Secretariat act, as the case may be, in the function of a Board member and, additionally, receive for representation in the same matter delegation of signature authority from one of these Board members.

#### **ARTICLE 19 - FINANCIAL YEAR, ANNUAL ACCOUNTS**

- 19.1** The financial year shall be the calendar year, from 1 January to 31 December.
- 19.2** Each year the Board shall submit to the Members before the first day of November, the budget for the next financial year for adoption within the Assembly of Members which shall meet not later than six weeks after submission of such budget.
- 19.3** Within three months after the end of each financial year, the Treasurer shall prepare the Association's annual accounts and, after agreement by the Board on such accounts and completion of the auditing process described in Article 20, shall submit these for approval to the representatives of Members in the Assembly of Members. The annual accounts shall be submitted together with the notice convening such Assembly. The annual accounts shall consist of and be accompanied by the balance sheet, the profit and loss account with explanatory notes, a report from the Board on the financial and administrative situation of the Association as well as the auditors' report and certificate.

- 19.4** Approval of the documents mentioned in the above paragraph by the Assembly of Members - within six months after the end of the relevant financial year - shall constitute a discharge of the Board for its management during the financial year concerned.

#### **ARTICLE 20 – INFORMATION, AUDITING**

- 20.1** Each Member is entitled to obtain any information about the business of the Association and to look at any business documents or accounts.
- 20.2** The annual accounts of the Association shall be audited by external auditors. The Assembly of Members shall determine the auditors who shall be proposed by the Board.
- 20.3** The audit shall include a verification that expenditure has conformed with the budget estimates. The Auditors shall attend the meeting of the Board during the time in which the annual accounts are adopted by the Board (cf. article 12.3). The Auditors shall also attend the Meeting of the Assembly of Members at the time during which the Association's annual accounts are to be discussed and approved.
- Any Member may put questions to the auditors.
- 20.4** The auditor will be remunerated. This remuneration corresponds to the remuneration allocated in accordance with the law.

#### **ARTICLE 21 -CONFIDENTIALITY**

- 21.1** Each Member agrees to not reveal to any third party any information or knowledge, which it has received or will receive by virtue of their activities and participation in the Association or by virtue of any other research activities or coordination projects related to its activity in the Association and which is or has been explicitly designated in writing as “confidential” to that Member.
- 21.2** The Members shall ensure that any third parties acting as contractors, subcontractors or any other suppliers to them shall be respectively obligated to observe the above safeguards of confidentiality.
- 21.3** The above obligations shall remain in effect for each Member during its membership and, after termination of the membership, for a period of three years after the date of such termination, the reason for termination of the membership being based on any grounds whatsoever.

#### **ARTICLE 22 - INTELLECTUAL PROPERTY RIGHTS**

- 22.1** The Members confirm to observe any obligations related to intellectual property rights imposed by the respectively applicable laws or entered into by virtue of contracts.
- 22.2** More detailed provisions on intellectual property rights, in particular on publications or any property rights, that might be acquired by the Association in the course of its activities, may be adopted by decision of the Assembly of Members as an amendment to these Statutes or as part of the internal regulations of the Association to be decided in accordance with Article 11. In this respect, the Members will pay regard to provide for adequate possibilities of use and dissemination of research results, while also safeguarding the protection of intellectual property and of other intellectual assets.

### **ARTICLE 23 - LIABILITY**

The Members of the Association and their representatives are not and shall not be responsible for the obligations and liabilities of the Association, except in the case of their own mismanagement.

Therefore, the Association and its representatives shall not bind or otherwise obligate any of its Members towards third parties with respect to the Association's commitments and shall not enter into any other obligation or liability on behalf or in the name of any of its Members without the prior written approval from such Member(s). If the Association acts on behalf or in the name of one or more of its Members upon such Member(s)' express written approval, the respective Member(s) shall be the only one(s) responsible for such act and any ensuing obligations.

### **ARTICLE 24 - CONTESTS**

Any contest that might arise while the Association lasts or while it is winding up, about its validity, the interpretation and the execution of this contract, will be judged according to the applicable laws.

These contests will be held before the qualified courts of the State of registration of the Association.

### **ARTICLE 25 LIQUIDATION**

**25.1** If the Association is dissolved pursuant to a resolution of the Assembly of Members, the Assembly of Members shall also determine the modalities of the winding-up. Unless the Assembly of Members resolves otherwise, the Association shall be liquidated by its Board. In case a court pronounces the dissolution, such court may appoint the liquidator and determine the modalities of the winding-up.

**25.2** The Members of the Association shall agree unanimously on the allocation of any remaining surplus.

**25.3** After the legal entity has ceased to exist, the books and records of the Association shall remain in the custody of the person designated for that purpose by the Assembly of Members for a period of seven years.

**25.4** During winding up, the name of the Association must be followed by the words "Association in winding up". The latter addendum and the name of the liquidator must be mentioned on every document emanating from the Association.

### **ARTICLE 26 – ACTS PRIOR TO THE REGISTRATION**

The first General Assembly shall appoint the first Board members in accordance with these Statutes. The President, the Secretary and the Treasurer shall undertake all the formalities for the deposit of the acts of publicity required by the law applicable and to fulfil agreements for the Association to be operational.

Their names and the names of other Board members will be declared and deposited together with these Statutes as required by the French laws.

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This contract is made out in the English and the French language. In case of a dispute between the parties to this contract the English version shall prevail.

**Signed in three originals**

**09 December 2008**

**Guy BOURGEOIS**  
**President**

**Dietmar WURZEL**  
**Secretary**