

European Science Foundation

Association subject to the local laws of Alsace-Moselle

Registered office: Strasbourg (67000) – 1 Quai Lezay-Marnésia

Statutes

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Title I – Form – Name – Goal – Means of Action – Registered Office – Term and Registration

Article 1 – Formation and name

A non-governmental, internationally-oriented, non-profit association governed by the local law of associations of Haut-Rhin, Bas-Rhin and Moselle (Articles 21 to 79 IV of the local Civil Code), named “**European Science Foundation**” encompasses the parties adhering to these Statutes and by those that adhere to them later on.

Article 2 – Aims

The aims of the Association consist of initiating, supporting, developing and implementing all actions striving, at the European and international levels, to:

- serve and strengthen all disciplines of science,
- foster cooperation between the various research stakeholders,
- support and assist the conduct of scientific research.

The Association's resources are used exclusively in pursuit of achieving the aims and objectives set out in this article.

All of the Association's actions are politically neutral and are guided by the following values: pan-European as well as worldwide scope, scientific excellence, openness, responsiveness, ethical awareness and human values. The members affirm their adherence to these values at the time of their admission.

Article 3 – Means of action

To achieve its aims, the Association proposes implementing the following means of action:

- leading, supporting or participating in any studies in connection with research,
- facilitating and encouraging the mobility of researchers,
- supporting the free circulation of information and ideas, and the application thereof,

- facilitating cooperation for access to existing research infrastructure and for the planning, creation and development of new infrastructure,
- planning, setting up, and, if necessary, managing collaborative research activities,
- performing activities in favour of the European scientific community and, more broadly, of Society at large,
- managing and/or coordinating the implementation of national, European or international research contracts,
- providing services in administrative, financial, information-technology, human-resources and management matters, to aid bodies whose activities are related to scientific research,
- organising, coordinating and/or conducting scientific expert assessments and evaluations for third parties,
- responding alone or in partnership to calls for proposals or calls for tenders,
- entering into all agreements or partnerships with any public or private bodies which, for any reason whatsoever, are interested in the activities of the Association or perform similar, complementary or related activities, or activities that are relevant to the achievement of the Association's aims,
- printing, publishing and disseminating any documents, works, articles, flyers, etc. in all types of media, within the scope of its above aims or likely to contribute to their achievement,
- investing in the capital of corporate structures or groups, or joining non-profit organisations whose activities are likely to contribute directly or indirectly to the achievement of the aforementioned aims,
- selling, on a regular or occasional basis, any products or services within the scope of its purpose and likely to contribute to attaining it.

And, more generally, undertaking any actions that may be in connection with and/or valuable for the development of its members and hosted organisations or favourable to the achievement of its aims.

Article 4 – Registered office – Term and registration

The registered office is in Strasbourg (67000) – 1 Quai Lezay-Marnésia.

It may be moved to any location in Alsace by a decision of the Executive Board adopted by three quarters of the valid votes cast by members of the Executive Board present in person or by proxy.

The Association is registered with the register of associations of the Court of First Instance (Tribunal d'Instance) of Strasbourg in volume XXXV folio 7.

The Association shall have an indefinite term.

Title II – Members of the Association

Article 5 – Members – Categories and definitions

1. The Association includes:
 - public or private bodies having their registered office in France or abroad, whose chief mission is the promotion and the financial and other support of scientific research and/or the performance of research operations,
 - any other public or private bodies interested in scientific research in any capacity whatsoever.
2. The Member Organisations of the Association are divided up into two categories:
 - full members and
 - associate members.
 - Full members are bodies that undertake to participate regularly in the Association's activities and to work towards achieving its aims.

Full members participate with voting rights in the General Assemblies and are eligible to serve as members of the Executive Board.

Full members as of 1 January pay an annual fee, the amount and due dates of which are set each year by the Ordinary General Assembly according to proposals made by the Executive Board.

The Executive Board may also decide to establish an entry fee to be paid by new full members upon their admission.

- Associate members are organisations that undertake to contribute occasionally to the Foundation's objectives through their scientific or other skills.

Associate members participate without voting rights in the General Assemblies and are not eligible to serve as members of the Executive Board.

They are not required to pay an annual fee. However, if they wish, they may contribute to the Association's resources by making a voluntary contribution.

Article 6 - Acquisition of membership and change of category

Organisations that wish to become full or associate members of the Association must, after the necessary consultations, submit a formal application to the Chief Executive, who will refer this application to the Executive Board.

The Executive Board decides on the approval of candidate organisations. No appeals are possible and no reasons or explanations are given for its decisions. Applications for membership must indicate which membership category the organisation wishes to join.

A Member Organisation approved for either membership category may request a change of category to the Executive Board at any time.

The Executive Board decides on such requests under the same conditions as those set out in the paragraph above for initial membership applications.

Category changes become effective at the end of the budget year during which the Executive Board approved the member's request to change categories.

On behalf of the Executive Board, the Chief Executive examines what added value and benefit the Association may gain from a new membership.

A list of members shall be kept by the Executive Board. Membership status shall not be assignable or transferable.

Article 7 – Legal entities

Legal entities that become members of the Association are required upon admittance to appoint an authorised individual to represent the legal entity, and to notify the Executive Board should this appointment change.

Representatives of legal entities that are members of the Association must be approved by the Executive Board in the same manner as if those representatives were themselves personally becoming members, subject to the same conditions as those set out in Article 6.

If, for any reason whatsoever, the representative of an organisation loses the capacity under which his or her appointment as representative of that organisation was made, that representative also automatically loses the right to participate in the various statutory bodies of the Association.

If an appointed representative is exceptionally unavailable, the Member Organisation of the Association may appoint a special representative for specific deliberations, or it may appoint a temporary representative for a period not exceeding three months.

Article 8 – Responsibility of members of the Association and of members of the Executive Board

No member shall be personally liable in respect of commitments entered into by the Association. Such commitments shall be met solely by means of the Association's own assets.

The Association shall be liable for any loss, damage or injury caused to third parties by the Executive Board, one of its members or any other representative appointed in accordance with

its Statutes, as the result of any matter giving rise to liability, occurring in the performance of their duties.

Article 9 - Loss of membership

Membership shall be lost in the following cases:

1. resignation notified in writing to the President of the Association, which comes into effect on:
 - 31 December of the year in which resignation is notified if notification of resignation is received between 1 January and 30 September,
 - 31 December of the following year if notification is received between 1 October and 31 December.
2. the dissolution or disappearance of legal entities, for any reason whatsoever, or legal entities declaring *sauvegarde* status¹ or going into receivership or liquidation under court supervision,
3. dismissal pronounced by the Executive Board for non-payment of the annual fee, after the issue of a formal notice,
4. exclusion declared by the Executive Board due to serious misconduct, after the interested party has been requested to present its defence.

Members whose exclusion is envisaged by the Executive Board due to serious misconduct shall be called to a meeting by the Executive Board by notice given by registered mail with acknowledgement of receipt at least fourteen days before the date of the meeting. The notice shall specify the time and place of the meeting, the matters held against the member and the potential disciplinary action.

Any member who is duly called shall be asked to provide explanations. For this purpose, the member may use the means of defence of its choice, including obtaining counsel or representation at its own cost, after first informing the Executive Board of the same, in writing.

In the event of absence from the first meeting, the member is once more called to a meeting under the same conditions. Unless the absence was caused by a case of *force majeure*, if the member fails to attend the meeting after being sent a second notice, that member shall be excluded automatically.

Serious misconduct shall include:

- Any fact or behaviour aimed at (or that has the effect of) hindering the smooth running of the Association or harming the image or interests of the Association or its leaders;
- Any public stance presented in the name of the Executive Board not duly approved by the Executive Board or by the General Assembly of the Association;
- Any disclosure of information outside of the collegiate bodies by which such information was issued, without the prior authorisation of the President;
- The repeated violation of the distribution of powers of the various bodies or functions, as defined in these Statutes.

¹ protective procedure inspired by Chapter 11 of the U.S. Bankruptcy Code

Members may not appeal notified decisions of exclusion at General Assemblies.

At its discretion, the Executive Board may temporarily suspend members instead of excluding them, subject to the conditions stipulated above regarding exclusion.

For the duration of suspensions, suspended members are not entitled to participate in the life of the Association in any way whatsoever. Suspension decisions are not subject to appeal.

If a Member Organisation is dissolved, its asset holders shall not remain in the Association unless they have been personally approved in accordance with the provisions of Article 6.

Title III – Accounts and resources of the Association

Article 10 – Resources

The resources of the Association include:

- entry fees,
- membership fees paid by full members,
- voluntary contributions made by associate members and by any third parties,
- subsidies from the State, public authorities and their establishments, the European Union or international organisations,
- interest and income from the assets and securities belonging to the Association,
- donations and legacies that the Association may be allowed to accept as a result of its capacity or the nature of its purpose or activities,
- dividends from any subsidiaries,
- proceeds from the sale of goods and services produced by the Association,
- any other resources not prohibited by applicable laws and regulations.

Article 11 – Accounting

Within six months of the end of each financial year, the Association shall prepare annual financial statements in accordance with applicable accounting standards, subject to any adaptations provided in the applicable accounting regulation relating to the preparation of the annual financial statements of associations and foundations.

The annual financial statements and their appendices, the activity report, the financial report and the reports from the Statutory Auditors shall be made available to the members for a period of fourteen days before the date of the Ordinary General Assembly called to approve the financial statements of the previous period.

Article 12 – Financial year

The financial year shall begin on 1 January and end on 31 December.

Article 13 – Auditing of financial statements

The annual financial statements shall be audited annually by one or several Statutory Auditor(s) appointed for six years by the Ordinary General Assembly. Such appointments are renewable.

The Statutory Auditor(s) shall present to the Annual Ordinary General Assembly, called to approve the annual financial statements, a general report, a special report on “regulated” agreements and, where applicable, a report on agreements providing for the remuneration of elected officers.

The Statutory Auditor(s) shall not be eligible to hold positions on the Executive Board.

Article 14 – Reserve fund

One or several reserve funds may be established by a simple decision of the Executive Board, for the purpose in particular of covering the financial commitments borne by the Association in the course of its operation and to meet all or part of its obligations.

The arrangements for operating and replenishing this reserve fund or these reserve funds shall be determined by the Executive Board.

Article 15 – Contributions

In the event of any contribution made to the Association of movable or real property, the contributor's right to take back such assets shall be exercised in accordance with the agreements entered into with the Association, duly represented by its President or by any other person appointed for this purpose by the Executive Board, the only body having authority to accept contributions.

Title IV – Administration of the Association

Article 16 – Executive Board: composition

The Executive Board is composed of 3 to 8 members and a President.

The members of the Executive Board and the President are elected by the Ordinary General Assembly for a term of 3 years; each year being understood to be the period between two Ordinary Annual General Assemblies approving the annual accounts.

The members of the Executive Board are chosen from the representatives of the full members.

The President is chosen from the representatives of the full members or from outside of the members of the Association.

The terms of the members of the Executive Board shall be renewed once every three years.

Outgoing members shall be immediately re-eligible.

In the event of a vacancy of one or several positions on the Executive Board, due in particular to a resignation, dismissal, dissolution, loss of membership in the Association or absence for invalid reasons from two consecutive meetings of the Executive Board, the Executive Board may at its discretion replace its members temporarily by co-option.

The Executive Board is required to make such replacements if fewer than 3 members remain in office.

Their definitive replacement shall be made at the next General Assembly. The terms of office of the members of the Executive Board elected in this manner shall expire when the terms of office of the replaced members normally would have expired. If the elections of members of the Executive Board are not ratified at the General Assembly, any deliberations made and actions taken by such members shall be valid nonetheless.

Terms of office of members of the Executive Board expire:

- when the term of office ends, after the Ordinary General Assembly called to decide on the financial statements of the previous financial year, held in the year during which the term of office expires,
- when the member resigns,
- when the organisation is dissolved,
- when a full member loses its membership in the Association,
- when the Ordinary General Assembly dismisses the member; the Ordinary General Assembly may do so at will even if that is not on the agenda of the meeting,
- or when the Association is dissolved.

Article 17 – Executive Board: remuneration

All duties performed by the members of the Executive Board are unpaid. Expenses incurred by members while performing their duties shall be advanced to them following the submission of a quote, or refunded upon submission of receipts.

Any amounts paid to the members of the Executive Board must correspond precisely to the expenses actually incurred by the members in the performance of their duties and remain consistent with reasonable, well-managed practices.

Notwithstanding the above, the members of the Executive Board and/or the President may be paid in strict conformity with the conditions and limits set out in Article 261,7-1°d of the French General Tax Code.

Article 18 – Operation of the Executive Board

The Executive Board shall meet at least twice a year upon the initiative of and upon notice given by the President, and whenever the President deems it useful to do so, in the interest of the Association.

The Executive Board may also meet upon the initiative of at least half of its members, upon notice given by the President. Should the President fail to give such notice within fourteen days of the request, the notice shall be given by the members wishing to call the meeting.

The notices of meeting shall be given by means of a letter, an e-mail or any other written or electronic means, sent to the members of the Executive Board at least twenty-one days before the date of the meeting.

Notices of meeting shall contain the agenda of the meeting, prepared by the President.

When the Executive Board meets upon the initiative of at least half of its members, those members may have the items of their choice included on the agenda.

The deliberations of the Executive Board shall not be considered valid unless a third of its members are present in person or by proxy. Any member of the Executive Board unable to attend a meeting may be represented by another member of the Executive Board holding a special proxy for this purpose. Each member of the Executive Board may hold no more than one proxy.

With the authorisation of the majority of the members of the Executive Board present, a member of the Executive Board may participate in and vote at a meeting via video conferencing or any other means of telecommunication enabling that member of the Executive Board to be identified.

Decisions shall be adopted by a majority of the valid votes cast by the members of the Executive Board present in person or by proxy, with the exception of decisions concerning the transfer of the registered office. In this case, the decision shall be adopted as provided for in Article 4, by a majority of three quarters of the valid votes cast by members of the Executive Board present in person or by proxy.

In the event of a tied vote, the President shall have a casting vote.

Voting shall be by a show of hands or by secret ballot upon the request of one of the members of the Executive Board.

A member(s) of the Executive Board may be requested to leave the room when the issues raised concern that (those) member(s) personally.

The Chief Executive of the Association shall participate in the meetings of the Executive Board, but shall not vote on resolutions. The Chief Executive may be requested to leave the room, in particular when the issues raised concern him or her personally.

The Executive Board may invite any person, whose duties, skills or experience may inform the Executive Board's decisions, to participate in its meetings, without being entitled to vote.

In case of proven urgency to adopt a decision, the President may organise an electronic consultation of the members of the Executive Board.

The electronic consultation request shall be sent to the members of the Executive Board, together with the draft resolutions and any documents required to inform members of the Executive Board.

Members of the Executive Board shall have a period of 8 days from the date of receipt of the draft resolutions to issue their vote by electronic means. During the said 8-day period, the members may request any further explanations they may deem necessary from the President.

Electronic voting must be expressed as "YES" or "NO". Any member of the Executive Board who has not provided his or her response within the prescribed period shall be considered as having abstained. Decisions made by electronic consultation shall be valid when adopted by a majority of the valid votes cast by the members of the Executive Board who voted.

Decisions validly adopted by the Executive Board are binding on all of its members, even if they were absent during the vote, or if they abstained or voted against.

All deliberations of the Executive Board shall be recorded in minutes entered in the record of deliberations, without any gaps or erasures, and signed by the President, who may issue copies or extracts of the same.

Article 19 – Powers of the Executive Board

The Executive Board shall be vested with the broadest powers to administer the Association within the limits of its purpose and subject to the powers granted to the General Assembly by the Statutes, and in particular:

- a) The Executive Board shall define the policy and general orientations of the Association. The Executive Board may form specialised committees or working groups, of which it shall determine the rights and obligations and the rules of composition and operation.
- b) The Executive Board shall rule on the approval and exclusion of full and associate members.
- c) The Executive Board shall decide on the purchase and sale of all movables and goods, ordering all repairs, work and fittings, purchasing and selling all securities and stocks.

The Executive Board is the body authorised to approve contributions made to the Association.

- d) The Executive Board may take leases on and acquire all properties required for the achievement of the purpose of the Association, grant leases and mortgages on the properties of the Association, sell or exchange the said properties, take any loans and grant any guarantees and securities.
- e) The Executive Board shall decide on the acceptance of donations made to the Association.
- f) The Executive Board shall decide on the Association's creation of corporate structures or groups, or its investment in existing corporate structures or groups, and on the Association's membership in other non-profit organisations.
- g) The Executive Board shall decide on the main themes of communication and public relations.
- h) Before the beginning of each financial year, the Executive Board shall set the forward budget and monitor its implementation.
- i) The Executive Board shall prepare the financial statements for the previous year, prepare notices of General Assemblies and set their agendas.
- j) The Executive Board shall appoint and dismiss the President.
- k) The Executive Board shall approve the hiring of the Chief Executive proposed by the President:

in association with the President, the Chief Executive shall implement the policy decided by the Executive Board. By virtue of the powers vested in him or her by the Executive Board, the President shall be authorised to dismiss the Chief Executive. The President shall also delegate all necessary powers and signing authority to the Chief Executive.

These powers shall be delegated in writing. Delegations of powers shall stipulate the scope and limits of the delegated powers and indicate if the powers may be sub-delegated. The Executive Board shall be informed of any delegations of power granted by the President.

- l) The Executive Board shall propose to the General Assembly the appointment of regular and substitute Statutory Auditors.
- m) The Executive Board shall approve the rules and regulations of the Association proposed by the President.
- n) The Executive Board shall authorise acts and commitments that exceed the specific powers of the President, and may grant to a member of the Executive Board or to the Chief Executive any delegation of powers for a given mission.
- o) The Executive Board shall determine the Association's cash investment policy.
- p) The Executive Board shall officially acknowledge the existence of the agreements referred to in Article L. 612-5 of the French Commercial Code submitted to it by the President, and it shall ensure that the corresponding report is prepared and submitted to the General Assembly.
- q) The Executive Board may request the opening of proceedings for receivership or liquidation under court supervision when the Association is unable to cover its liabilities with its available assets.

Article 20 – President

The President shall serve as the President of both the Association and the Executive Board. The President shall assure the effective management of the day-to-day work of the Association and shall act on behalf of the Executive Board and the Association, particularly:

- a) The President shall represent the Association in all acts of civil life, and he or she shall be fully empowered to make commitments on its behalf.
- b) The President shall be authorised to represent the Association in court, as petitioner and as defendant. The President may be replaced only by a representative acting by virtue of a special proxy granted by the President himself or herself, or by the Executive Board when necessary.
- c) The President may, with the prior permission of the Executive Board, take any legal action to defend the interests of the Association, come to any arrangements and seek any remedies.
- d) The President shall call the meetings of the Executive Board, set their agendas and chair the meetings.
- e) The President shall implement the cash investment policy as approved by the Executive Board.
- f) The President shall execute or cause to be executed the decisions adopted by the Executive Board.
- g) The President shall schedule the expenditures, prepare the annual budget and monitor that it is implemented properly.
- h) The President shall ensure that the Association's annual financial statements are duly prepared. The President shall be authorised to open and manage any bank accounts and savings accounts in any credit or financial institutions.
- i) The President may sign all sale or purchase agreements and generally all deeds and agreements required for the execution of the decisions of the Executive Board and the General Assemblies.
- j) The President shall notify the Statutory Auditor of any regulated agreements as referred to in Article L. 612-5 of the French Commercial Code.
- k) The President shall present the Annual Activity Report to the General Assembly.
- l) The President may delegate part of his or her powers and signing authority to the Chief Executive or another salaried executive. He informs the Executive Board as soon as possible. Delegations of powers and/or signing authorities must be in writing. These delegations must stipulate the scope and limits of the delegated powers.
- m) The President shall also ensure that the Association runs properly from a material, administrative and legal perspective. The President shall prepare or cause to be prepared under his or her control the minutes of the meetings and deliberations of the Executive Board and the General Assemblies.
- n) The President shall perform or cause to be performed under his or her control the formalities provided under the Local Civil Code.
- o) The President shall be responsible for all the acts and declarations provided under articles 59, 64, 67, 71, 72, 73, 74 and 76 of the Local Civil Code.

Title V – General Assemblies

Article 21 – General Assemblies: common provisions

The General Assemblies shall include all the representatives of the full and associate members of the Association, approved in accordance with the provisions of Article 6, having paid up their fees on the date on which the notices of the said Assemblies are sent.

Only representatives of full members are entitled to vote at the meetings.

Each representative of a full member may be represented by another representative of a full member of the Association holding a proxy. Representation by anyone else is prohibited. No representative present may hold more than one proxy during a single meeting.

The President may invite any person showing a special interest in the Association to participate in the work of the General Assembly, in an advisory capacity.

The meetings shall be called by the President by delegation of the Executive Board or upon the request of at least half of the representatives of paid-up full members.

In the latter case, the President must give the notice of meeting no less than fourteen days from the date of receipt of the request.

Notices of meetings shall be sent to each member of the meeting, by any written or electronic means, at least fourteen days prior to the date of the meeting. The notice shall contain the agenda of the meeting as decided by the Executive Board or by the representatives who requested the meeting.

Assemblies may only deliberate on items on the agenda, with the exception of the dismissal of members of the Executive Board, which may be considered at will and due to an incident occurring during a meeting.

General Assemblies shall be held at the registered office or at any other place stated in the notice.

The General Assembly shall be chaired by the President or, if the President is absent, by the person appointed by the General Assembly.

An attendance sheet shall be prepared and signed by members as they enter the meeting. The attendance sheet shall be certified by the President and scrutineers appointed by the General Assembly.

Decisions validly adopted by the General Assembly are binding on all of its members, even if they were absent during the vote, or if they abstained or voted against.

The deliberations are recorded in minutes entered in the record of deliberations of the General Assembly, without any gaps or erasures, and signed by the President.

Article 22 – Ordinary General Assemblies

Ordinary General Assemblies shall be held at least once a year, within six months of the end of the financial year.

Ordinary General Assemblies shall hear the activity report and the financial report, as well as the reports of the Statutory Auditors (general report, special report and, where applicable, the report on agreements providing for the remuneration of officers).

Ordinary General Assemblies shall approve the financial statements for the previous financial year and grant discharge to the members of the Executive Board for the performance of their duties.

Ordinary General Assemblies shall elect the members of the Executive Board and decide on their dismissal, in accordance with the procedures set out in Article 17.

Ordinary General Assemblies shall decide on the report provided for in Article L 612-5 of the French Commercial Code.

The deliberations of Ordinary General Assemblies shall be valid regardless of the number of representatives of full members present in person or by proxy.

Decisions shall be adopted by a majority of valid votes cast by the representatives of full members, present in person or by proxy, with the exception, where applicable, of decisions concerning the amount and terms of payment of remuneration of one or several members of the Executive Board, which shall be adopted by a two-thirds majority of votes cast by the representatives of members present in person or by proxy when the relevant officer is not present.

Article 23 – Amendment of the Statutes – Transformation of the Association

The Statutes may only be amended by Extraordinary General Assemblies, acting by a reinforced majority of two thirds of the valid votes cast by representatives of full members, present in person or by proxy. These provisions also apply to the case of transformation of the Association into a different legal form.

The deliberations of Extraordinary General Assemblies are only valid upon first notice if at least half of the representatives of the full members of the Association are present in person or by proxy.

If this quorum is not reached, the Extraordinary General Assembly must be called again with the same agenda, within fourteen days. For this second meeting, the deliberations of the Extraordinary General Assembly shall be valid regardless of the number of representatives of full members present in person or by proxy.

Decisions shall be adopted by a majority of valid votes cast by the representatives of full members, present in person or by proxy.

Title VI – Dissolution – Liquidation

Article 24 – Dissolution - liquidation

Only Extraordinary General Assemblies are authorised to decide to dissolve the Association and to decide on the distribution of its assets and on the split-up, partial transfer of assets or merger of the Association with one or several other associations.

Extraordinary General Assemblies shall deliberate and adopt these resolutions under the conditions of majority and quorum set out in Article 23.

In the event of dissolution for any reason whatsoever, an Extraordinary General Assembly shall appoint one or more liquidators for carrying out the liquidation operations.

At the end of the liquidation, the Extraordinary General Assembly shall decide on the distribution of the net assets to one or several non-profit bodies pursuing similar aims.

Article 25 – Rules and regulations

As and when required, regulations prepared by the members of the Executive Board may specify and complement the provisions of these Statutes relating to the working of the Association. The General Assembly shall be made aware of these regulations.

Strasbourg, 2 March 2016

The President