

GRET Articles of Association

Section I: Constitution of the Association

Article 1: Constitution - Duration - Name

A non-profit association under the provisions of the Associations Act of 1 July 1901 and the subsequent application decrees and regulations is hereby established for an unspecified duration by the members subscribing to these articles of association. This association is governed by these articles and named:

GROUPE DE RECHERCHE ET D'ÉCHANGES TECHNOLOGIQUES [the Research and Technological Exchange Group], with the acronym "GRET".

Article 2: Purpose

The purpose of the association is to support sustainable development based on the principles of social justice, equity, economic promotion, and respect for the environment.

The association takes a special interest in technical and institutional innovations that allow disadvantaged social groups to better and sustainably meet their production, processing, sales, or consumption goals. It also takes an interest in improving the living conditions of these social groups and promoting activities that strengthen their social ties and cultural identities.

For this, the association:

- takes a professional approach to furthering the structuring and consolidation of civil society so that it can share responsibility for matters that concern it alongside legitimate political bodies in a fair relationship with local governments and states, guarantors of the general interest;
- stimulates and implements social and technical innovations, notably in developing countries, with an aim to creating established references for methods of action;
- gives priority to actions that actively mobilise the participation of the stakeholders concerned by these actions at all planning, implementation, and assessment stages;

- runs partnership and alliance networks with civil society organisations (professional organisations, NGOs), public research institutes, and development organisations in the North and South with an aim to offering diversified and complementary skills and creating the synergies vital to the establishment of a large referential of converging experiences;
- analyses, documents and disseminates the know-how that emerges from its research and experiences, in priority to the public and development stakeholders;
- conducts research programmes;
- participates in training activities;
- develops editorial activities; and
- contributes on this basis to the evolution of public policies on development and cooperation.

In pursuit of this purpose, the association may enter into contractual agreements with financial partners that support the same goals. It shall endeavour to diversify its sources of funding as much as possible so as to preserve its independence.

Article 3: Headquarters

The association's headquarters are located at:
Campus du Jardin tropical, 45 bis avenue de la Belle Gabrielle
94736 Nogent-sur-Marne cédex - France

The Association's Ordinary General Assembly may at the suggestion of the Board of Directors decide to transfer the Association's headquarters to any other location.

Article 4: Membership

The association is made up of integral members and associate members.

Integral or associate membership is open to natural or legal persons participating in the association's activities, and notably:

- individuals who
 - directly and regularly take active part in the association's activities, and who
 - agree to support the association's actions and share their experience with the association; and
- all public, associative or private organisations with which the association maintains regular or contractual working relationships and whose purpose complements or converges with the association's purpose.

Integral membership is open to individuals who wish to become members and are either on GRET's staff or its Board of Directors.

Associate membership is open to public or private, natural or legal persons who support the association's purpose and articles of association, and who wish to become members.

Section II: The Association's Resources, Property, and Assets

Article 5: Resources

The association's resources include:

- the membership dues paid by its members;
- public and private subsidies;
- donations and bequests;
- interest and income from the association's assets and investments;
- income from the services provided by the association;
- and, more generally, any other resource authorised by law.

Article 6: Staff

In conformity with the laws in vigour and the present articles of association, the association may hire all human resources it deems useful and necessary to fulfil its purpose.

It may solicit the assistance of civil servants or public establishment staff in the form of either detachments or secondments, in conformity with the legislative and regulatory provisions in vigour.

Article 7: Donations

In the case that capital goods and/or real estate are donated to the association, the donators may exercise their recovery right in conformity with the provisions of the agreements signed by the association validly represented by its chairman.

Article 8: Registered Auditor

The Board of Directors nominates a primary registered auditor. The registered auditor exercises his or her function under the conditions set forth in the laws and regulations in force and according to the rules and standards of the profession.

Section III: Administration**Article 9: Ordinary General Assembly**

Ordinary general assemblies are attended by the members of the association.

The ordinary general assembly has the most extensive powers over the association's activities. Notably, it:

1. adopts the policy reports and activity reports presented for the Board of Directors by its Chairman;
2. approves the association's strategic plan;
3. approves the annual budget and accounts established by the Board of Directors, and gives quietus to the Chairman, Treasurer, and Directors;
4. adopts the by-laws;
5. approves property operations;
6. elects the managing director of the association;
7. elects the members of the Board of Directors;
8. sets the amount of the annual membership dues;
9. admits members;
10. approves equity investments in other bodies; and
11. approves GRET's membership in other associations.

Voting on items 6 and 7 listed above is reserved for the integral members present or represented.

With the exception of item no. 4 (By-Laws, see Article 15), ordinary general assembly decisions are reached with a simple majority of members present or represented.

Article 10: Extraordinary General Assembly

Extraordinary general assemblies are attended by the members of the association.

Only extraordinary general assemblies are qualified to modify the Articles of Association, dissolve the association or dispose of its assets, and decide to merge or transform the association with another association.

Extraordinary general assembly decisions are reached on with a majority of two-thirds the members present or represented.

Article 11: The Board of Directors

11.1: Composition

The Board of Directors is made up of:

- eight (8) to twelve (12) **directors**.
Two (2) of these directors are elected among the integral members of the association who are on GRET's staff. This number is brought to three (3) when the Board of Directors consists of twelve (12) directors.
The six (6) to nine (9) other directors are elected as individuals from among people who support the principles and purpose of the association and who commit to working actively for its development.
- **Observers**, without the right to vote, chosen from among the administrations, institutions, associations, and individuals *es qualité* close to the association.

The Managing Director participates in the Board of Directors meetings, with consultative voice.

11.2: Powers

The Board of Directors is endowed with the widest powers to act in the name of the association and undertake any action or operation not otherwise reserved for general assemblies. Notably, it:

1. elects members of the Board to the positions of Chairman and Treasurer of the Association;
2. prepares the Association's strategic plan and monitors its implementation; it may also form specialised working commissions according to the modalities set forth in the by-laws;
3. sets the modalities for the acquisition or cession of capital goods and/or real estate, as well as the modalities for repairs, construction and improvements, and the purchase or sale of any stocks and fixed assets;
4. may, with prior authorisation by the Ordinary General Assembly, lease or acquire any property necessary to attain the association's purpose, lease out or mortgage the Association's property, sell or exchange the said property, take out loans, and provide collateral;
5. establishes the budgets and ensures their execution;
6. establishes the year end accounts, convenes General Assemblies, and sets the agenda of said assemblies; and
7. establishes the Association's yearly reports.

Members of the Board of Directors may not be remunerated in cash or in kind for the functions entrusted to them.

Article 12: Chairman

The Chairman acts as both Chairman of the Board of Directors and Chairman of the Association:

1. The Chairman represents the association in all acts of civil life and has full authority to commit the Association.
2. Notably, he or she has authority to take legal action in the name of the Association, both as plaintiff and defendant. He or she may enter into any transaction and make any appeals. He or she may be represented by only a proxy acting in virtue of a specific nomination.
3. He or she convenes the Board of Directors meetings, sets the agenda for these meetings on suggestion of the Managing Director, and chairs the meetings.
4. He or she convenes the General Assemblies by delegation for the Board or at the request of the members of the Association.
5. He or she is authorised to hire and dismiss association staff.
6. He or she is authorised to open and use accounts with credit or financial institutions.
7. He or she signs all purchase or sales contracts and, more generally, any document or contract necessary for the execution of the decisions of the Board of Directors and General Assemblies.
8. He or she nominates the Managing Director of the Association after the Managing Director has been elected by the Ordinary General Assembly.
9. He or she may delegate, in writing and after informing the Board of Directors, part of his or her powers and his or her signature to the Treasurer and to the Managing Director. Signature delegations must be limited in time, scope, and amount authorised.

Article 13: Treasurer

The Treasurer establishes or supervises the establishment of the Association's yearly accounts. He or she issues the annual call for membership dues and establishes or supervises the establishment of a financial report that he or she presents with the yearly accounts to the Ordinary General Assembly.

He or she may, under the control of the Chairman, pay the Association's expenditure bills and receive its income.

He or she manages the reserve fund and treasury, under the conditions set by the Board of Directors.

He or she authorises expenditures and presents the yearly budgets to the General Assembly.

He or she is authorised to open and use banking and savings accounts with credit or financial institutions.

He or she may delegate, in writing and after having informed the Board of Directors, part of his or her powers and his or her signature to the Managing Director.

Article 14: Managing Director

The Managing Director is elected by the integral members of the Association in the Ordinary General Assembly. He or she is then nominated by the Chairman of the Association.

The Managing Director is responsible for managing the Association. To do so, he or she receives the necessary delegations from the Board of Directors to implement its decisions and notably to:

- run the Association and elaborate and implement its strategy;
- elaborate the budget and supervise its execution;
- keep the Association's accounts;
- take charge of the administrative management of the Association; and
- hire, promote, and dismiss staff in the framework of a human resources policy.

He or she may be granted powers of attorney and signature, by the Chairman and Treasurer, to run the Association.

He or she may nominate one or more deputy directors, under his or her authority, to assist him or her.

Article 15: By-Laws

By-laws established by the Board of Directors and adopted by the Ordinary General Assembly, with an absolute majority of members present and represented, specifies the operation of the Association and its bodies.

Article 16: Dissolution of the Association

In the case of dissolution of the Association for any reason, the Extraordinary General Assembly designates one or several liquidators in charge of liquidation. When liquidation is complete, the Extraordinary General Assembly determines the distribution and vesting of the Association's net worth.

Article 17: Transitional Provisions

The powers of the current Board of Directors are extended until the new Board of Directors takes office, at the latest until 31 December 2004.

CORRESPONDING TO THE ORIGINAL

February 7th, 2012

For GRET,
Yves Le Bars,



Chairman.