

GRET ARTICLES OF ASSOCIATION

Title I – Constitution of the association

ARTICLE 1 - CONSTITUTION - DURATION - NAME

A non-profit association is hereby founded for an unlimited period of time between the parties to these articles of association, under the provisions of the French Associations Act of 1 July 1901, its regulations and decrees of implementation and the said articles of association. The name of the association is:

GRUPE DE RECHERCHE ET D'ÉCHANGES TECHNOLOGIQUES

for which the acronym is "GRET".

ARTICLE 2 - PURPOSE

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

The association places particular focus on technical and institutional innovations that allow disadvantaged social groups to better and sustainably meet their production, processing, marketing and consumption objectives.

It also focuses on improving the living conditions of these social groups and promoting activities to strengthen their social ties and cultural identities.

To achieve this, the association intends to:

- facilitate the organisation and consolidation of civil society, taking a professional approach, so that civil society can share responsibility in matters that concern it alongside legitimate political leaders, in a fair relationship with local authorities and the State, guarantors of the general interest;
- promote and implement social and technical innovations, particularly in developing countries, with a view to creating established references for methods of action;
- give priority to actions that actively mobilise the participation of the stakeholders concerned, at all stages of their planning, implementation and evaluation;
- facilitate partnership and alliance networks, with civil society organisations (professional organisations, NGOs), public research bodies and development organisations, in the Northern and Southern hemispheres, with a view to providing diversified, complementary skills and creating synergies that are essential for the establishment of a broad framework of reference of converging experiences;

- capitalise on and disseminate know-how generated by this research and these experiences, primarily among the public and development stakeholders;
- conduct research programmes;
- participate in training activities;
- develop publishing activities;
- contribute on this basis to the evolution of public policies on development and cooperation.

To achieve its objectives, the association can enter into contractual agreements with financial partners that support the same goals, ensuring it diversifies its sources of funding as much as possible so as to preserve the independence of its activity.

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 Cedex - France

At the suggestion of the management board, the ordinary general assembly can decide to transfer headquarters to any other location.

ARTICLE 4 - MEMBERS

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

Natural or legal persons participating in the association's activities can become members, in particular:

- natural persons
 - regularly and directly taking part in facilitation and implementation of the association's activities;
 - agreeing to support the association's action and provide it with their experience;
- any public, associative or private body, with which the association has regular or contractual working relationships and whose objectives complement or converge with those of the association.

Full membership is open to natural persons who either practice a professional activity within GRET, or are administrators on the association's management board, and who wish to be members.

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

Title 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 grants;

- individual donations;
- 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.

The association's resources, regardless of their origin, will be used solely for the promotion of its purpose.

ARTICLE 6 – STAFF RESOURCES

In compliance with legislation in force and these articles of association, the association can recruit all staff it deems useful and necessary to fulfil its purpose.

It can solicit the assistance of civil servants or public establishment staff, in the form of secondments or detachments, in compliance with the legislative and regulatory provisions in force.

ARTICLE 7 - DONATIONS

In the event of capital goods and/or real estate being donated to the association, the donators can exercise their recovery right in compliance with the provisions of the agreements signed by the association, validly represented by its chairperson.

ARTICLE 8 - AUDITOR

The management board designates a statutory auditor. The latter exercises his or her function under the conditions laid out in the legislation and regulation in force and according to the rules and standards of the profession.

Title 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 activity, in particular:

1. it adopts the policy reports and the annual report presented on behalf of the management board by its chairperson;
2. it approves the association's strategic plan;
3. it approves the annual budget and accounts established by the management board: it gives discharge to the chairperson, treasurer and administrators;
4. it adopts the rules of procedure;
5. it approves property operations;
6. it elects the executive director of the association;
7. it elects the members of the management board;
8. it sets the amount of the annual membership dues;
9. it admits members;
10. it approves equity investments in other bodies;

11. it approves GRET's membership in other associations.

Voting on items 6 and 7 listed above is reserved for full members who are present or represented.

With the exception of item no. 4 (Rules of Procedure, see Article 15), ordinary general assembly decisions are reached by a simple majority of members who are 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 change the articles of association, dissolve the association or dispose of its assets, to merge or transform the association with another association.

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

ARTICLE 11 - MANAGEMENT BOARD

11.1. Composition

The management board is made up of:

- Twelve to sixteen administrators.

Three of these administrators are elected from among the full members exercising their professional activity within GRET. This number increases to four when the management board is made up of sixteen administrators.

The nine to twelve other administrators are elected as natural persons from among persons who support the association's principles and purposes and who undertake to actively work on its development.

- Observers without the right to vote, chosen from among the administrations, institutions, associations and natural persons *es qualité* close to the association.

The executive director participates in management board meetings in an advisory capacity.

11.2. Powers

The management board is endowed with the most extensive powers to act on behalf of the association and undertake any action or operation not reserved for general assemblies, in particular:

1. it elects from its members the chairperson and the treasurer of the association;
2. it prepares the association's strategic plan and ensures its implementation; it can also set up specialised working commissions according to the modalities laid out in the rules of procedure;
3. it sets the modalities for the acquisition or transfer of capital goods and/or real estate, and the modalities for repairs, building construction and improvements; and the purchase or sale of any stocks and fixed assets;

4. it can, with prior authorisation from the ordinary general assembly, lease or acquire any property necessary to fulfil 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. it establishes the budgets and ensures their execution;
6. it establishes the year end accounts, convenes general assemblies, and sets their agendas;
7. it validates the association's annual report.

The members of the management board cannot be remunerated in cash or in kind for the functions entrusted to them.

ARTICLE 12 – CHAIRPERSON

The chairperson acts as chairperson of both the management board and the association:

1. he/she represents the association in all acts of civil life and has full authority to make commitments on behalf of the association;
2. in particular, he/she has authority to take legal action on behalf of the association, both as plaintiff and defendant. He/she can agree to any settlements and make any appeals. He/she can only be represented by a representative acting by virtue of special proxy;
3. he/she convenes the management board meetings, sets the agenda for these meetings on suggestion by the executive director, and chairs the meetings;
4. he/she convenes the general assemblies by delegation from the board or at the request of the members of the association;
5. he/she is authorised to recruit and dismiss the association's staff;
6. he/she is authorised to open and operate any accounts with any credit or financial institutions;
7. he/she signs any purchase or sales contracts and, more generally, any document or contract necessary for the execution of the decisions of the management board and the general assemblies;
8. he/she names the association's executive director when the latter has been elected by the ordinary general assembly;
9. he/she can delegate, in writing and after informing the management board, part of his/her powers and his/her signature to the treasurer and to the executive director, delegations of signature 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/she issues the annual call for membership dues and establishes or supervises the establishment of a financial report that he/she presents with the yearly accounts to the ordinary general assembly.

He/she can, under the control of the chairperson, pay the association's expenditure costs and collect its income.

He/she manages the reserve fund and treasury, under the conditions set by the management board.

He/she authorises expenditure and presents the yearly budgets to the general assembly.

He/she is authorised to open and use, any bank or savings account in any credit or financial institution.

He/she can delegate, in writing and after having informed the management board, part of his/her powers and his/her signature to the executive director.

ARTICLE 14 – EXECUTIVE DIRECTOR

The executive director is elected by the full members of the association at the ordinary general assembly. He/she is then appointed by the chairperson of the association.

The executive director ensures the management of the association. To do so, he/she receives the necessary delegations from the management board to implement its decisions, in particular to:

- ensure the overall running of the association, define and implement its strategy;
- define the budget and supervise its execution;
- keep the association's accounts;
- take charge of the association's administrative management;
- recruit, promote and dismiss staff based on a human resources policy.

He/she can receive delegations of power and signature from the chairperson and the treasurer to run the association.

He/she can appoint one or more deputy directors, under his or her authority, to assist him/her in his/her functions.

ARTICLE 15 – RULES OF PROCEDURE

The rules of procedure established by the management board and adopted by the ordinary general assembly, with an absolute majority of the members present and represented, specify the running of the association and its bodies.

ARTICLE 16 - DISSOLUTION OF THE ASSOCIATION

In the event of dissolution of the association for any reason whatsoever, the extraordinary general assembly designates one or several liquidators in charge of liquidation operations. When liquidation is complete, the Extraordinary General Assembly determines the distribution of the association's net assets; but in all cases, these net assets will be transferred to another non-profit organisation with similar objectives.

For GRET, 19 October 2022

Certified compliant

Henry de Cazotte

Chairperson