

Association of Friends of the *Fondation pour le droit continental* Civil Law Initiative

Constitution

Article 1: Formation

Those subscribing to the present constitution hereby create an association, governed by the French law of 1 July 1901 and the decree of 16 August 1901, and known as "The Association of Friends of the *Fondation pour le droit continental* – Civil Law Initiative"

Article 2: Duration

The Association shall exist indefinitely.

Article 3: Objects

The object of the Association is to contribute to achieving the objectives and missions of the *Fondation pour le droit continental* – Civil Law Initiative.

Article 4: Address

The seat of the Association shall be Paris. It may be moved by simple decision of the Board.

Article 5: Modes of Action of the Association

The Association of Friends of the *Fondation pour le droit continental* – Civil Law Initiative shall contribute to that foundation financially, and by providing it with equipment and legal and economic expertise, so assisting it to carry out its work. The Association shall make available to the *Fondation pour le Droit Civil* – Civil Law Initiative the resources (including human resources) proposed by its members and partners. It may finance (in its own name) particular activities or sponsorship initiatives pursued or envisaged by the Foundation. Equally any of its members may decide to finance an activity pursued or envisaged by the Foundation directly, either in whole or in part. The financial contributions referred to shall be made up in particular of enrolment fees and annual subscriptions collected from the members, and of donations received from members. Further the Association shall make available to the *Fondation pour le droit continental* – Civil Law Initiative any real property received from its members. Upon the request of the President of the Board of the Foundation, the members of the Association may participate on technical committees, or bring their expertise to bear on particular matters.

The association shall take a direct part in the business of the Foundation through : Its representation on the Board of the Foundation, through two members selected as set out in article 9 hereof; proposing, to the President of the Board of the Foundation, members of the Technical Council, the college of Fellows and the Fellows' Committee; proposing, to the President of the Founders' Assembly of the Foundation, for admission as a founding member of the Foundation, and as further set out in the supplemental regulation, each of its members whose total donations have reached €100,000.

Article 6: Membership

Any natural or legal person, having an interest in the object of the Association and participating in the achievement of its aims, may be a member of the Association. New members shall be approved in General Meeting, as set out in the supplemental regulation. Members of the Association must pay an enrolment fee and annual subscriptions in the manner set out in the supplemental regulation. Purely legal persons shall appoint their representative in the eight clear days which follow the notification of their enrolment.

Article 7: Termination of Membership

Membership of the Association shall be lost by:

- Death, if the member concerned is a natural person ;
- Dissolution, if a corporate member ;
- Failure to pay subscriptions within 1 month of the same falling due ;
- Resignation (which must be delivered in writing to the President of the Board) ;
- Becoming a member of the *Fondation pour le droit continental* – Civil Law Initiative ;
- Termination of membership in accordance with the supplemental regulation.

Article 8: Resources

The resources of the Association comprise:

- The enrolment fee, the amount of which is fixed according to the membership category, in the manner set out in the supplemental regulation.
- Members' subscriptions, the yearly amount of which is fixed according to membership category, in the manner set out in the supplemental regulation.
- Any and all other resources authorized by the applicable legislation and regulations, to the extent that those resources are compatible with the object of the Association.

An account in the name of the Association shall be opened in the books of the *Caisse des Dépôts*.

Article 9: The Board

9.1 Composition

The Association is directed by a Board composed of 5 members, namely:

- A president ;
- The two members of the Association representing it on the Board of the Foundation ;
- A Treasurer ;
- A Secretary-General.

The members of the Board shall be selected by the members of the Association in the manner set out in the supplemental regulation. In the event of permanent inability to participate or removal of any of its members, a new appointment shall be made, in the same manner, for the remaining period of the mandate. The functions of the President, the Treasurer and the Secretary General may be combined in any way, or may be carried out by the two representatives of the Association sitting on the Board of the Foundation.

9.2 Meetings

The President shall call a meeting of the Board at least twice per year. Such a meeting may also be called, at any time, by any member of the Board. Meetings shall be minuted, and the minutes shall be signed by the President and kept at the headquarters of the Association. A member of the Board may be represented by another person, provided that the representative is a member of the Association, and that written authority is delivered to the President prior to the meeting. In the event of a vacancy arising through the death or resignation of the President, the Board may nominate a temporary replacement, whose functions shall come to an end on the date of the next General Meeting.

9.3 Functions and Missions

The Board is endowed with all the powers which are not exclusively reserved to the General Meeting, so far as consistent with the object of the Association. It may delegate any of its powers provided that such delegation is made for a particular purpose and for a limited period. It shall approve, in particular, the accounts of the Association and the budget for the coming year. It shall identify those members of the Association and those commercial partners who may have an interest in supporting the activities of the Foundation.

9.4 Operation

Meetings shall be quorate provided that the majority of members are present, or represented by another member of the Association. No member may hold more than one proxy. In the event that the quorum is not reached, a further meeting shall be called as set out in the supplemental regulation. Decisions shall be taken by simple majority of the votes of those members present or represented; in the event of deadlock the President's vote shall be decisive.

Article 10 : General Meetings

10.1 Ordinary General Meetings

Meetings

All the members of the Association, natural persons and the duly authorized representatives of purely legal persons, are entitled to attend General Meetings, provided always that their enrolment fees and subscriptions are paid up, and not in arrears. One member may be represented by another, but no member present at a meeting may hold more than one proxy. An Ordinary General Meeting shall be called at least twice per year by the President, and may also be called (in writing) by at least one third of members. A notice of meeting shall be sent to each member, at least ten days before the date fixed for the meeting, by any convenient means, and shall set out the agenda. At each meeting a register of those present and of representatives shall be drawn up and signed. Meetings shall be minuted, and the minutes shall be signed by the President and kept at the headquarters of the Association.

Functions

The Assembly shall receive a statement of the Treasurer's reports on the state of the Association and its finances, relating to the accounts of the Association for the past financial year and its budget for the next financial year. It shall receive from its two representatives on the Board of the Foundation a report of the business and activities of the Foundation. The General Meeting shall consider all the issues appearing on the agenda.

Voting

All decisions are taken by simple majority of members present or represented. In the event of deadlock the President's vote shall be decisive.

10.2 Provisions specific to Extraordinary General Meetings

An extraordinary general meeting may be called by the President, or upon the request of a majority of members of the Association. The Association in extraordinary general meeting is competent to amend this constitution, to extend the term of the Association's existence, or to dissolve the Association. The quorum applicable to Extraordinary General Meetings shall be one quarter of the members of the Association. If the quorum is not achieved, the meeting shall be re-called within two weeks, and may then deliberate regardless of the number of members present. Resolutions shall be made by simple majority of members present.

Article 11: The President of the Association

The President of the Association shall be appointed and dismissed by the Board. His mandate shall be for a period of four years, renewable without limitation. The President shall represent the Association in all civil matters and is invested with all powers necessary thereto. In particular he may bring or defend legal proceedings in the name of the Association. The President shall summon and preside over General Meetings and the Board, and shall fix the agendas thereof. In the event of incapacity, he shall be replaced by a member of the Association, to whom he may delegate all or any part of his powers. In the event of the resignation or death of the President, and pending the appointment of his successor, his powers shall be exercised as of right by the Treasurer (who shall be obliged to call, immediately, a meeting of the Board) or in default by one of the two representatives of the Association on the Board of the Foundation.

Article 12: Dissolution and Distribution of Assets

The Association may be dissolved at any time by its members, and shall cease to exist upon the dissolution of the *Fondation pour le droit continental* – Civil Law Initiative. Any assets resulting from the voluntary liquidation of the Association (which shall be carried out according to the relevant law) shall be paid over to the Foundation, and, in the event of dissolution of the Foundation, shall be added to its liquidated assets. Dissolution shall be declared in Extraordinary General Meeting, on the proposal of the Board.