

GERES STATUTES

(GROUPE ENERGIES RENOUVELABLES, ENVIRONNEMENT ET SOLIDARITES)

ARTICLE 1 : DESIGNATION, HEAD OFFICES, DURATION

The Association is designated under the following name : GERES : Groupe Energies Renouvelables, Environnement et Solidarités (Renewable Energy, Environment and Solidarity Group).

It is a non-profit-making organisation governed by the French law of 1st July 1901.

Its head offices are situated : 2, Cours Maréchal Foch – 13400 Aubagne – France. These may be transferred to any other location on simple decision from the Board of Directors.

Its duration is unlimited.

ARTICLE 2 : GOALS

The Association's aims are to contribute to preserving the environment, limiting climate change and its consequences, reducing energy vulnerability and improving people's living conditions.

To achieve these aims, it provides development engineering, specific technical expertise and offers specialist advice on issues of energy efficiency, energy management, clean and renewable energies, energy services and environmental management, particularly in the waste sector.

Its different fields of application include, in particular, domestic homes, the public and private tertiary sector, domestic energy uses, agriculture, public infrastructure, energy systems and some industrial and artisanal needs.

The Association also undertakes any other action that falls within the areas of work described above.

As these aims involve implementing coordinated actions between interested partners from different sectors and with specialists from different disciplines, the Association acts as an intermediary between different partners both locally/regionally and on a national or international level. Its activities are implemented in partnership with local actors and population groups, with cooperation based around a sharing of know-how.

The Association fulfils these aims either at the request of different organisations (governments, local authorities, associations, institutions, companies...) or whenever it sees fit, at its own initiative, by proposing coordinated actions to its partners.

ARTICLE 3 : COMPOSITION

The Association gathers together people whose concerns are totally or partially focused on renewable energies, energy management, the environment and international solidarity.

The Association comprises, on the one hand, full, staff and associate members and, on the other, patrons and honorary members.

1. Full members are private individuals who wish to be involved in the Association's work and who have paid their membership fees.

Admittance as a member is subject to the approval of the Board of Directors. A member *de facto* endorses the statutes and internal regulations of the Association and has consultative status and voting rights at the General Meeting.

The following are ex officio full members: the founding members, who are exempt from membership fees.

2. Staff members are employees on open-ended or fixed-term contracts of a minimum one-year duration and who have paid their membership fees. A staff member *de facto* endorses the statutes and internal regulations of the Association, and has consultative status and voting rights at the General Meeting.

3. Associate members are companies chosen by a General Meeting, voting on a proposal from the Board of Directors, and who have paid their membership fees. An associate member *de facto* endorses the statutes and internal regulations of the Association, and has consultative status and voting rights at the General Meeting.

4. Patrons are private individuals who, by giving regular or occasional donations during the previous or current calendar year, support the work of the Association. A patron is exempt from membership fees but, if s/he so wishes, may (but is not required to) participate in the General Meeting. The status of Patron does not confer a right to form part of the Board of Directors, to vote at or to chair Meetings.

5. Honorary member refers to any private individual that has given significant service to the Association: honorary members are exempt from membership fees. They are elected by an Ordinary General Meeting, voting on a proposal from the Board of Directors. The status of honorary member does not confer a right to form part of the Board of Directors, to vote at or to chair Meetings.

ARTICLE 4 : ADMISSION

Admission requests must be made in writing.

The decision is taken by the Board of Directors, which is not obliged to notify the motives. The Board will work to maintain a diversified and balanced representation among the different categories of members.

ARTICLE 5 : RESIGNATION, EXPULSION

Will no longer be members of the Association those people :

1. whose resignation has been accepted by the Executive Board of Directors,
2. who are deceased or declared bankrupt or in the hands of the receiver,
3. who have not answered to the convening of two consecutive General Meetings,
4. who have been written off for not paying their subscription fees, not complying with the rules and regulations, or for any other serious reason.

The payable subscription fees are due in any case and cannot be reimbursed.

ARTICLE 6 : BOARD OF DIRECTORS

The Association is managed by a Board of Directors which includes at least 8 members chosen among the active members to form a diversified and balanced representation among :

- administrations and local councils,
- scientists and researchers,
- professionals and private individuals,
- NGO (non government organisations).

The directors are elected by the General Meeting through secret ballot for a period of four years, and are reeligible. Their numbers are renewed by half every two years, the names of the first directors to be renewed are pulled out of a hat.

In case of vacancy, the Board of Directors must be completed by co-option in an interval of two months following the vacancy, the choice of replacement being ratified at the next General Meeting.

Even if the choice is not ratified, the decisions taken by the Board of Directors before the General Meeting was convened remain valid.

The Board of Directors, in agreement with the Association Chairman, fixes the dates for the elections and indicates the number of available seats. The members must be informed 20 days ahead of time through an invitation for candidacy.

The list of candidates presented by the Board of Directors, completed, if the case may be, with the names of individual candidates, is fixed by the Chairman 10 days before the meeting and sent to all members of the electing body.

Are declared elected the first time round those candidates who have got a relative majority of recorded votes. In case of run-off among the above-mentioned candidates, a second run is organised in which only those persons present at the meeting may take part.

An Honorary Chairman is chosen by the Board of Directors from among former Chairs of the Association who have been in post for at least one full term of office renewed.

ARTICLE 7 : BOARD OF DIRECTORS MEETING

The Board of Directors meets at least twice a year on the Chairman's invitation, or on request from a majority of its members.

Decisions are taken by simple majority of the members present at the meeting, the Chairman's voice overruling in case of 50-50 result. The actual presence of at least half the acting Directors is necessary for the decisions to be validated. If this is not the case, the discussions are put off to the following meeting, and the decisions taken then are valid however few Directors are present. Any Director who is absent or unable to attend can give another Director his/her power of attorney, but any one Director cannot have more than 2 voices, including his/her own.

Two representatives of GERES staff (the General Director among them) attend the Board of Directors meetings with a consultative voice.

ARTICLE 8 : POWERS OF THE BOARD OF DIRECTORS

The Board of Directors has full power to act in the Association's name, decide and implement all actions related to its goals within the limits of the resolutions voted by the General Meeting.

It defines action programmes in keeping with the Association's goals.

It pronounces the admission and expulsion of active members as described in Article 5, and proposes admission or expulsion of associate members during General Meetings.

It is authorised, within the limits stipulated in the present statutes, to edict rules and regulations, and if need be, to modify them.

It manages the Association's funds, decides on their allocation, makes payments, approves the projected receipts and expenses budget presented by the Executive Board.

It can delegate some or all of its powers to the Chairman, the Executive Board or to one or several of its own members.

ARTICLE 9 : EXECUTIVE BOARD OF DIRECTORS

The Chairman and members of the Executive Board of Directors are elected by the Board of Directors among its own members, for a renewable period of two years.

The Executive Board meets as often as is necessary in the Association's best interest, called by the Chairman or a majority of members. It has all the necessary power to apply the Board of Directors' decisions and, if need be, take any emergency decisions, which will then have to be ratified by the Board of Directors.

Decisions are taken through a majority vote. The Chairman's voice overrules in case of 50-50 result.

Article 10 : Board of Directors Chairman

The Chairman is the only representative for the Association when dealing with third parties.

He/she has all the necessary powers for the Association's good management, and can namely:

- receive the funds destined to the association and edit receipts,
- open a deposit account in the association's name, either in a bank, or in a postal banking establishment, deposit and take out funds with his/her signature, sign any checks or money transfers,
- sign all contracts, sale or purchase acts, make or take out a loan, with or without mortgage,
- go to court in the association's name , either as applicant or defender.

The powers stated above are only given as indications.

The Chairman can delegate part of these powers, under his/her responsibility, to one or several members of his/her choice, and namely to the General Director chosen among the staff.

In case of unforeseen difficulty, he/she can be replaced by the Vice-Chairman who then has the same powers and can make use of them in the same conditions.

ARTICLE 11 : VOLUNTARY POSITIONS

The positions of Chairman and members of the Board of Directors and Executive Board are voluntary positions. However, the Board of Directors can decide to reimburse the Chairman and the Directors any expenses they may have in fulfilling their function.

ARTICLE 12 : GENERAL MEETING

An Ordinary General Meeting is held each year in the course of the first semester, on the Chairman's invitation.

An Extraordinary General Meeting is held on the Chairman's invitation, every time that it is deemed necessary in the Association's interest. It can also be convened on request from two-thirds at least of the founding or active members.

Its decisions cannot be validated if a majority of members is not present or represented. If this majority is not reached, a second General Meeting is then called. This second General Meeting can take decisions however few active members are present or represented.

The invitations are sent out 20 days at least before the date fixed for the meeting.

The General Meeting discusses all the topics inscribed on the agenda. It approves the accounts for the past fiscal year and designates the Directors. It can also choose an auditor.

Decisions are taken by a simple majority of the members present or represented. However, resolutions tending to modify the statutes must be approved by a majority of two-thirds of the members, the quorum of two-thirds of members present must be reached. The General Meeting organises when necessary the renewal of the Board of Directors.

Discussions in the General Meeting are recorded in minutes which are then signed by the Chairman and the Secretary. Extracts and copies thereafter issued will be certified by the Chairman or any other Director.

ARTICLE 13: RESOURCES

The Association's resources come from:

1. Annual subscriptions from founding members, full members, staff members and associate members. The amount of the membership fee is decided by the Board of Directors and may be revised by a General Meeting.
2. Subsidies that may be granted to it by the State, public or parastatal bodies, international bilateral or multilateral organisations or other bodies (associations, foundations...) with the aim of fulfilling the objectives set out in Article 2 of these statutes.
3. Private donations or bequests, company donations.
4. Other resources authorised by law.

ARTICLE 14: ANNUAL FORECASTS

The Chairman establishes a yearly projected receipts and expenses budget and submits it to the Board of Directors.

ARTICLE 15: ACCOUNTS

The Treasurer is in charge of managing the funds under the Chairman's supervision and responsibility. He/she keeps the Association's books.

ARTICLE 16: FINANCIAL YEAR

The financial year starts on 1st January and ends on 31st December.

ARTICLE 17: STATUTES CHANGES

Any requests concerning changes in the statutes must be submitted to the Board of Directors, which decides if it is necessary or not to convene an Extraordinary General Meeting. The latter cannot be convened within a month after a Board of Directors Meeting. It is the only Assembly, convened in the conditions defined in Article 12, with the power to modify the statutes.

ARTICLE 18: DISSOLUTION

The Association's voluntary dissolution can only be pronounced during an Extraordinary General Meeting, convened in the conditions defined in Articles 12 and 17, after decision from the Board of Directors. The Extraordinary General Meeting will if need be, designate an official receiver. After liabilities discharge, the remaining assets will be handed over, through a decision from the Extraordinary General Meeting, to another association with the same legal status, and pursuing a similar goal.

ARTICLE 19: FORMALITIES

Full powers are given to the bearer of the original copy of the present statutes to go through with the necessary procedures to declare and publicise the Association , as stated in the law of 1st July 1901 and the subsequent decree of 16th August of that same year.

Aubagne, July 10th, 2014