

## **ARTICLES OF ASSOCIATION**

*« Initiatives pour l’Avenir des Grands Fleuves » / “Initiatives For the Future of Great Rivers”*

(Association governed by the Law of July 1, 1901)

*The Association strives to promote gender equality.  
Nevertheless, for easy reading and writing, the text of these Articles of Association avoids repetitions in the designation of the functions by adopting the most commonly used gender.*

*Articles of Association approved by the decision of the Constituent General Meeting of 30th May, 2017 and amended by the Extraordinary General Assembly of 19th October, 2018 and 19th April, 2021*

### **Article 1 - Constitution and name**

The Constituent General Meeting of 30th May, 2017 has created among its members an association governed by the Law of July 1, and the subsequent texts, whose French name is "*Initiatives pour l'Avenir des Grands Fleuves*" (hereinafter the "*Association*").

The French acronym of this Association is "*IAGF*".

In view of its international reach, the Association may resort to an English translation of its name for communication purposes: "*Initiatives For the Future of Great Rivers*" with the acronym "*IFGR*".

### **Article 2 – Purpose**

The purpose of the Association is to participate, in France and abroad, on a non-for-profit basis and a general interest purposes, in the definition of the "river of tomorrow" regarding its environmental (including sustainable management and governance), scientific, health, environmental, educative, social, societal, cultural, artistic and patrimonial issues.

Furthermore, if legal and financial conditions allow, the Association may become a Public Benefit Foundation under the conditions laid down in Article 83 of the Law No. 2014-856 of July 31, 2014 relating to social and solidarity economy.

### **Article 3 – Means of action**

In order to achieve its general interest purpose, the Association shall in particular act as follows:

- Exchanges on know-hows and good practices by challenging international operators and specialists;
- Science oriented actions aimed at the academic world: research studies support intended to improve knowledge of rivers, by welcoming postgraduates and through science partnership with the academic world;
- Educational and pedagogical actions: awareness and education of a broad public on fluvial issues thanks to publications and intervention programs in educational institutions in France and abroad;
- Support for innovation and experimentation: mobilisation and association, based on a logic of innovation and reflection, of any actors likely to enable the development of new activities or innovative applications linked with the purpose of the Association;
- Development of local and international cooperation which are relevant to the worldwide future of Great Rivers;
- Prospective reflection commitment on "the river of tomorrow" based on complementary expertise which allow to build a River's collective and integrated vision for the benefit of all;
- Dissemination and publication by all means and on all media (websites, publications, etc.) of studies and results arising from the actions listed above;
- And more generally, the achievement of any required act for its functioning by undertaking any activities, which are related or ancillary to its purpose or which are likely to directly or indirectly facilitate its fulfilment.

#### **Article 4 – Registered office**

The Association has its registered office 2 rue André Bonin 69004 Lyon (France).

The registered office may be transferred anywhere in the same department by decision of the Board of Directors.

#### **Article 5 - Duration**

The Association is formed for an unlimited term.

#### **Article 6 - Membership - categories and definitions**

The Association is made up of founder members, active members and sponsor members:

- The founder members shall be as follows:
  - CNR, a French public limited company with a Group Management Board and a Supervisory Board, duly registered on the Lyon Trade and Companies register under number 957 520 901 on October 28, 1957, with a share capital of 5,488,164 euros and which has its registered office at 2 rue André Bonin 69004 Lyon. Two (2) natural persons, duly authorized for that purpose, represent it:
    - In law the Chairman and CEO of CNR,
    - One other person appointed by this latter person.
  - Mr Eric ARNOULT, known as Erik ORSENNA.
- The active members shall be any legal or natural persons regularly participating in the actions of the Association and that commit themselves to work towards the fulfilment of its purpose, admitted according to the provisions of Article 7 of these Actions of Association.
- Sponsor members are natural persons or legal entities that support the Association by all means and resources.

The members of the Association shall undertake to pay an annual membership contribution, the amount of which shall be fixed by the Management Board for each category and/or sub-category of member.

#### **Article 7 – Active and sponsor membership**

##### Article 7.1 – Active members

Only persons which are sponsored by a member of the Management Board beforehand, and which have received an authorisation from him, shall be admitted to the Association as active members

The accreditation decisions of the Management Board shall be taken under the conditions of article 15 of the articles of association herein, without possibility of appeal. The decisions do not have to be justified.

An authorisation shall be only granted to a legal person in consideration of its representative, so that each change of representative shall require a new accreditation decision.

#### Article 7.1.1 – Natural person as active members

Active members can be natural persons that have received the abovementioned accreditation by the Management Board.

#### Article 7.1.2 – Legal entities as active members

Active members can be legal entities that have received the abovementioned accreditation by the Management Board.

#### Article 7.2 Sponsor members

Only persons having supported, by any means, the Association for the amount determined by the Management Board and that have received the accreditation of the latter, can be accepted in the Association as Sponsor Members.

The accreditation decisions shall be taken under the conditions of article 15 of the articles of association herein, without possibility of appeal and do not have to be justified.

### **Article 8 – Loss of membership**

Any individual or legal entity shall lose its status of founder member when:

- It resigns by written notice addressed to the President of the Association. In this case, the subsequent modification of the Articles of the Association shall be endorsed by the Extraordinary General Meeting;
- An individual dies.

Any individual shall lose its status of active or sponsor member when:

- It resigns by written notice addressed to the President of the Association;
- An individual dies;
- Legal entities are dissolved, for whatever cause, or enter into judicial receivership or liquidation;
- Membership is stricken off by the Management Board of the Association for non-payment of membership contribution;
- Membership is excluded by the Board of Directors of the Association for inactivity and/or serious reasons provided that the member concerned was first given an opportunity to provide information that may justify denial of exclusion, and more generally, to submit a defence.
  - A member shall be regarded as inactive, after he has not participated in the activities of the Association and/or he has not attended at General Meetings for a continuous period of more than two (2) years, except in the case of force majeure;
  - In particular, shall be considered as serious reasons, which might justify an exclusion of an active member:
    - Any attempts to defame the Association or its representatives or any attempt to directly or indirectly undermine the purpose it serves;
    - The repeated violation of the distribution of powers of the different legal bodies or functions, as defined in these Articles of Association.

## **Article 9 - Resources**

The resources of the Association consist of:

- Any donations allowed under the conditions laid down in Article 74 of the Law No. 2014-856 of July 31, 2014 relating to social and solidarity economy amending Article 6 of the Law of July 1, 1901;
- Any supports given by private non-profit organizations (foundations, associations, *etc.*);
- Members' contributions and, where applicable, members' entrance fees;
- All public subsidies granted by the local or regional authorities, districts or other administrative State or local organizations, and by authorities, districts or organizations of the European Union;
- Any contributions with a clawback clause;
- All income, assets and valuable goods owned by the Association;
- Any revenues from the organization of special events and from sales of eventual publications;
- And generally, any other resources or grants authorized by law and regulations in place.

## **Article 10 - Accounting**

The accounts are kept in accordance with the accounting principles and methods defined in the French Commercial Code and in the specific texts applicable to non-profit organizations including associations.

The annual accounts, the activity report, the activity and financial report and the Statutory Auditor's annual, if any, shall be kept at the members' disposal at least eight (8) days before the date of the Ordinary General Meeting to be called in order to approve the accounts of the closed fiscal year.

## **Article 11 – Financial year**

The financial year begins on January 1 and ends on December 31 in each year.

## **Article 12 – Reserve Fund**

The Association shall establish a reserve fund, which specific purpose shall be to cover financial commitments it meets in the framework of its operation and to face all or part of the its undertaken obligations on the one hand, and to take over voluntary contributions and the allotment of premises, equipment and staff free of charge that might be lacking on the other.

The Management Board shall establish the operating and contribution of this fund.

## **Article 13 – Capital Contributions**

In case any movable or immovable property assets are contributed to the Association, any contributor shall be entitled to recover possession of their assets in accordance with the provisions contemplated by the agreements entered into by the contributor and the Association duly represented by its President or any other person designated for that purpose by the Board of Directors, which is the only organ competent to accept such contribution.

#### **Article 14 – General Meeting: membership**

The Management Board consists of five (5) members, at the most, as follows:

- Two (2) *ex officio* members:
    - Mr Eric ARNOULT, alias “Erik ORSENNA”,
    - The current Chairman and CEO of CNR, or any other person appointed by him.
  - One (1) member elected by secret ballot by the Ordinary General Meeting from among its members, for a term of three (3) years renewable without limit. The term of office of this member shall commence on the date on which his appointment takes effect and shall terminate on the date of the decision establishing his renewal or replacement;
  - One (1) member designated for a term of three (3) years by CNR Board of Management. The term of office of this member shall commence on the date on which his appointment takes effect and shall terminate on the date of the decision establishing his renewal or replacement.
- One (1) representative of the sponsor members, appointed for a period of one (1) year, and which can be renewed twice (2 times). This representative is appointed from among and by the sponsor members. By exception, the first representative shall be the first sponsor member of the Association. The term of office of this member shall commence on the date of which his appointment takes effect and shall terminate on the date of the of the decision establishing his renewal or replacement.

To be eligible, the elected member of the Management Board shall apply to the registered office at least eight (8) days before the date set for the General Meeting.

By way of exception, the Constituent General Meeting shall designate the first elected member of the Board of Directors.

In case of vacancy of a director, the Management Board shall provisionally appoint, if necessary, his replacement by co-optation. His definitive replacement shall be elected at the next Ordinary General Meeting. The term of office of this member so elected shall end at the time when the term of office of the replaced member would normally expire. If the General Meeting does not ratify them, deliberations and acts carried out shall nevertheless remain valid.

In case of loss of his Founder member representative’s status, the CNR Founder shall be the only person competent for nomination of his replacement, which shall be thus empowered to represent him to sit on the General Meetings and, if applicable, on the Board of Directors.

Functions of elected or designated member shall end: by resignation; by loss of his status of member of the Association; by termination of his functions or duties with CNR, the authorisation shall only be granted to a legal person in consideration of its representative; if the member has not attended at least three (3) consecutive meeting of the Board of Directors; revocation by the Ordinary General Meeting, which shall dismiss *ad nutum* and deal with any incident which may arise during the sitting; by dissolution of the Association.

## **Article 15 – Board of Directors: functioning/general provisions**

The Management Board shall be held at least twice (2) a year on the own initiative and at the request of the President.

Notices to the Management Board shall be sent to directors at least fifteen (15) days before the date set for the meeting by mail or email with acknowledgement of receipt.

Each notice shall include the agenda of the meeting as determined by the President or, failing that, by one of the members of Board of Directors.

The Management Board shall validly deliberate only if at least two (2) of its directors are present.

Any members of Management Board unable to attend a meeting can be represented by another director. Each director can hold only one (1) proxy.

Decisions shall be taken by a majority of the votes of the members of Management Board present or represented.

The term of office shall be carried out free of charge. Only expenses and other disbursements incurred for the fulfilment of their duties shall be refunded for their real amount on the basis of the documentary evidence supplied.

The President shall invite any person deemed useful to participate in the meetings of the Board of Directors, without voting rights.

The Secretary General shall write the minutes of the meetings of the Board of Directors, which shall duly be signed with the President. Minutes shall be entered in a special register kept at the registered office of the Association.

## **Article 16 – Powers of the Board of Directors**

The most extensive powers to act on behalf of the Association and to carry out all acts and operations that are not reserved to the General Meeting shall be vested in the Management Board including, but not limited to:

- Define the strategy, the policy and general objectives of the Association on the advice of the Rivers Committee;
- Make any decisions in the interest of the Association;
- Propose amendments to the Articles of Association;
- Accepts the requests, submitted by the General Secretary, of organisations wishing to welcome a session of the Rivers Committee;
- Adopt the Rules of Procedure on a proposal from the Secretary General;
- Adopt the draft activity report presented by the President for approval by the General Meeting;
- Adopt the draft report on the financial situation of the Association presented by the Treasurer for approval by the General Meeting;
- Decide upon actions in legal proceedings;
- Approve the accounts for the financial year, which are presented, where applicable, by the Treasurer for approval by the General Meeting;
- Accept all gifts and bequests under the conditions set out in Article 74 of the Law No.2014-856 of July 31, 2014 relating to social economy and, outside daily management, authorize the acquisition and disposal of real and personal property, contracts, leases and rental agreements, the creation of mortgages and loans as well as securities and guarantees on behalf of the Association;
- Convene general meetings and determine the items on their agenda;
- Appoint, where needed, one or several external auditor(s) selected from an indicative list notified in article L. 822-1 of the French Commercial Code;
- Set the amount of membership contributions;

- Decide upon the General Meeting and the Rivers Committee members' admission or exclusion in the Association;
- Lay down, where required, recruiting and staff remuneration conditions;
- Be kept informed by the Secretary General of any draft convention involving the Association and deliberate on conventions which falls within the scope of Article L.612-5 of the French Commercial Code, deciding without the presence of the person;
- Approve any financial commitments of the Association which support an amount higher than 30,000 euros including VAT for any current expenses;
- Approve any financial commitments of the Association which support an amount higher than 10,000 euros including VAT in the allotment of tenders or calls for expression of interest from European projects or any public or private entity;
- Delegate authority to the President and/or the Secretary General.

### **Article 17 - President, Secretary General and Treasurer**

The President, the Secretary General and the Treasurer shall be appointed among the members of the Management Board or the General Assembly. They shall carry out their duties on a benevolent basis. Only expenses and other disbursements incurred for the fulfilment of their duties shall be refunded for their real amount on the basis of the documentary evidence supplied.

#### Article 17.1 – President

The Management Board shall appoint a President among its *ex officio* members, for a term of three (3) years, renewable without limit.

The President represents the Association in any and all civic acts with all powers to bind the Association.

For this purpose, the President shall act in the quality of *President of the Board of Directors, President of the Association* and *President of IFGR*.

He shall set the items on the agenda and call the meetings of the Board of Directors.

He shall submit the annual activity report prepared by the Secretary General, for approval by the General Meeting.

He shall invite any persons to attend meetings of the Management Board or General Meeting with an advisory capacity.

The President can delegate a part of his powers and his signature in writing to the Secretary General.

#### Article 17.2 – Secretary General

The Management Board shall appoint a Secretary General among the members of the General Assembly, for a term of three (3) years, renewable without any limit.



The Secretary General shall be responsible for the satisfactory, practical, administrative and legal operation of the Association, including but not limited to:

- Sign any commitments, purchase or sale agreements and more generally, any and all necessary deeds and contracts necessary to carry the Board of Directors' and General Meeting's decisions into effect;
- Initiate, without any prior approval of the Board of Directors, expenditure which does not exceed the individual amount of 30,000 euros including VAT;
- Sue into court on behalf of the and settle out of court or appeal from court judgments;
- Call the General Meetings and the Management Board in the event that the President is unavailable;
- Call for the Rivers Committee;
- Submit the draft rules of procedures to the Management Board for its final approval;
- Open and operate any and all bank accounts in the name of the Association with any banking, credit or financial institution;
- Decide expenditures and collect revenue while respecting the budget lines established by the Management Board and approved by the General Assembly;
- Use, for that purpose, the bank signing authority;
- Call and cash membership contributions;
- Prepare or delegate, under his responsibility, the preparation of the annual accounts of the Association;
- Prepare or delegate, under his control, the minutes of the meetings of the Board of Directors and of the General Meetings;
- Carry out or delegate, under his control, the carrying out of the related formalities in compliance with the applicable legal and regulatory provisions;
- Prepare for the President the project of the annual activity report for its presentation to the Management Board and its approval by the General Meeting;
- Prepare the annual accounts and financial situation of the Association so that it shall be reported by the Treasurer to the Management Board for approval by the General Assembly;
- Delegate, in writing and after having informed the Board of Directors, a part of its power and signature to one or several persons of its choice. He may at any time end the above delegations.

#### Article 17.3 – Treasurer

The elected member of the Management Board shall be the Treasurer of the Association for the term of three (3) years, renewable without limit.

The Treasurer shall report on the accounts and financial situation of the Association, prepared by the Secretary General, to the Board of Directors, for its approval by the General Meeting.

The Treasurer shall delegate, in writing and after having informed the Board of Directors, a part of its power and signature to one or several directors. He may at any time end the above delegations.

#### **Article 18 – Conflict of interest Policy**

Each member of the Management Board or of the Rivers Committee shall be able to see if his is likely to be in a position of conflict of interest prior to his appointment and during his entire term of office. Every year, the Management Board shall examine the situation of every concerned member in order to ensure their independence and to identify the areas of possible conflict of interest.

Any member of the Management Board or the River Committee in a position of potential or proven conflict of interest shall not serve on the legal body concerned.

Facing a potential or proven situation of conflict of interest, the Management Board shall take appropriate measures.

Any decision on a situation of conflict of interest shall be recorded in the minutes of the Board of Directors.

#### **Article 19 - General Meetings: general rules**

Any member of the Association shall be entitled to attend the General Meetings and vote thereat. The President shall call the General Meetings by delegation from the Management Board or at the request of one of the Founders, by mail at least fifteen (15) days before the date set for the meeting.

#### **Article 20 – Proceedings of the Ordinary General Meeting**

The Ordinary General Meeting shall meet at least once (1) a year within six months following the end of the accounting period.

The Ordinary General Meeting shall:

- Take account of the annual activity report of the President and the report on the financial situation written by the Treasurer, and if it exists, the report on the financial situation written by the auditor;
- Vote the provisional budget determined by the Board of Directors;
- Approve the accounts of each fiscal year ending on December 31, allocate the profit or loss of this fiscal year, and appoint the Statutory Auditors, in charge and substitute, upon proposal of the Board of Directors;
- Give discharge for the account management to the members of the Board of Directors;
- Appoint and dismiss the members of the Board of Directors, excepted the ex officio members;
- Pronounce on the report referred to in Article L. 612-5 of the French Commercial Code, presented by the President or the Auditor where appropriate.

Any member unable to attend a General Meeting can be represented by another member of the Association. Each member can hold only two (2) proxies in addition to his own.

The Ordinary General Meeting can validly deliberate with the half of its members present or represented.

In default of a quorum on first call, the General Meeting is called again eight (8) days later and with the same agenda; it shall deliberate regardless of the number of members present or represented.

All decisions shall be carried by the majority of the members present or represented. The Founders have collectively half of the votes within the Ordinary General Meeting.

In order to express their collective vote, the Founders shall hold meetings in which three (3) suffrages are distributed as follows:

- Two (2) suffrages to CNR expressed by its permanent representatives;
  - and one (1) suffrage for the Founder Eric Arnoult,
- the vote shall be expressed through a simple majority vote.

Notwithstanding the foregoing provisions, in case one of the members lose its powers as a Founder, the sole Founder shall exercise himself the collective vote which was previously exercised by the community of Founders.

In the case of a tie within the General Meeting, the President shall have a casting vote.

### **Article 21 - Extraordinary General Meetings**

The Extraordinary General Meeting shall have the power to:

- Modify the Articles of Association on the proposal of the Board of Directors;
- Decide the dissolution of the Association and transmission of its assets;
- Merger, split or partially transfer the activities of the Association or transform it into a Public Benefit Foundation under the conditions laid down by Articles 71 and 83 of the Law No. 2014-856 of July 31, 2014 relating to social and solidarity economy.

Any member unable to attend a General Meeting can be represented by another member of the Association. Each member can hold only two (2) proxies in addition to his own.

To be validly held, the extraordinary General Meeting shall be attended by one half of the members in person or by proxy.

When such quorum is not present at the time appointed for the meeting, a new extraordinary General Meeting shall be called in eight (8) days later with the same agenda, and it shall then transact its business regardless of the number of members present or represented.

All decisions shall be carried by the specific majority of the votes of the members present or represented, on the basis of a favourable opinion from the Founders, which shall be collectively expressed as mentioned in Article 20 of these Articles of Association.

### **Article 22 – The Rivers Committee**

The Rivers Committee shall be an advisory body of the Board of Directors, made up of qualified individuals of international repute themselves or legal persons representatives, that focus on the economic, social and societal dimensions of rivers.

The members of the Rivers Committee shall be appointed by Management Board from among the active members. The first members of the Committee shall be the first active members that have received an accreditation from the Management Board.

The members of the Rivers Committee shall have a three-year (3) term of office, renewable without limitation.

The Rivers Committee shall intervene in the following issues:

- Advice and assistance to the Management Board in its choices and strategic orientations, its analysis and reflection tasks concerning each main axis of intervention of the Association, specifically concerning programs relating to economic, social and societal dimension of rivers;
- Formulation of advices and recommendations to the Board of Directors;
- Examination of project appraisals, which are eligible for funding; - Facilitation of the Association's openness with all the actors concerned by its actions;
- Contribution to the promotion of the Association.

The Rivers Committee shall meet at least twice (2) a year, upon the request of the Secretary General.

The President of the Association shall enjoy the full right to participate in the meetings of the Rivers Committee in order to liaise between this advisory body and the Board of Directors.

The Secretary General shall lead and organize the Rivers Committee. The operating rules of the Rivers Committee shall be clarified by a Board of Director's deliberation or by the internal regulations of the Association.

The Rules of procedure specify the nature of expenses attached to said meetings that shall be paid by the Association.

### **Article 23 – Internal regulations**

Internal regulations, which shall be prepared by the Secretary General, clarify and supplement the statutory provisions concerning the functioning of the Association acts.

The Management Board has exclusive jurisdiction to modify or repeal internal regulations.

The acceptance by all the current and future members of the Articles of Association shall be considered as an automatic acceptance of such internal regulations.

### **Article 24 – Dissolution and liquidation**

In case of any dissolution of the Association that does not result from a merger or a transformation decision, the Extraordinary General Meeting shall appoint one or several liquidator(s) responsible for the liquidation procedure.

The Extraordinary General Meeting shall pronounce the devolution of the remaining net asset to the provisions of the Law of July 1, 1901. The Extraordinary General Meeting shall transfer the net assets of the Association to any other registered association or non-profit organization of its choice having a similar or related purpose.

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Articles of Association amended by decision of the Extraordinary General Assembly held on 4/19/2021

In two copies

The Chairman



**Mr Eric ARNOULT**