

IFREEMIS
FORESHADOWING ASSOCIATION OF AN EXPERTISE AND RESOURCE CENTER ABOUT UNDERGROUND ENVIRONMENTS

*Approved on the occasion of the constitutive general assembly of July 6th, 2018
Modified on the occasion of the extraordinary general assembly of April 5th, 2019*

TITLE 1 : CONSTITUTION - HEAD OFFICE - DURATION - OBJECT

ARTICLE 1 - DESIGNATION

An association governed by the law of July 1, 1901 and the decree of August 16, 1901, having as its title IFREEMIS, an association foreshadowing a center of resources and expertise in underground environments, is founded between the members of these statutes.

ARTICLE 2 - DURATION

The association is founded for the duration of the foreshadowing of the project. It will be intended to dissolve or transform at the end of this period, once the project has been completed and its legal vehicle has been established.

ARTICLE 3 - HEAD OFFICE

The head office of the association is set in the offices of the Joint Syndicate of the Chauvet Cave Reproduction Area (SMERGC), Boulevard of the Chaumette, BP737, 07000 PRIVAS Cedex, France.

ARTICLE 4 - OBJECT

The foreshadowing association aims to create a resource center on knowledge, protection, enhancement and promotion of underground environments.

Constituted from a collaborative platform or from a coalition of expertise in the various disciplinary fields among the various stakeholders involved in underground environments, it aims to be recognized as a benchmark operator at local, regional, national, European and international scales.

It is part of a triple challenge :

- carry a collective ambition of development, in order to raise skills in local Ardèche and Auvergne-Rhône-Alpes resources, around underground environments, to enhance their expertise, to enhance the attractiveness, the influence of the territory from the wealth of heritage in terms of karst and underground landscapes ;
- go beyond the most often segmented approaches to underground environments by promoting links between the different fields of knowledge or expertise : culture and heritage, scientific research, tourism, sports, environmental protection, technological innovations

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- encourage exchanges and collaborations between the various stakeholders concerned (academics and researchers, managers of cavities or protected natural areas, communities, users of underground environments, training organizations, etc...), on the territory, in the regions, at the national level, and within the framework of European networks.

Therefore, the role of the platform might be to :

- mobilize partners around multi-disciplinary projects in the fields of improvement of knowledge, training, project support
- animate exchange times, meetings, encouraging the share of knowledges and experiences, the spreading of innovations, the constitution of the network at the regional, national and international scales
- provide tools for activities that contribute to the above issues (reception and meeting rooms, digital tools in particular)

Hence, the foreshadowing association give themselves as aims to :

- mobilize the partnerships necessary to the constitution of the resource center and join the networks of stakeholders concerned
- organize the consultation about the orientations of the project and its action schedule
- mobilize the fundings necessary to the implementation of the operations considered
- define and launch a certain number of foreshadowing actions, either directly, or in collaboration with one of their member
- specify the economical model and the legal statute of the porting of the project at the end of the foreshadowing stage

TITLE 2 : COMPOSITION

ARTICLE 5 : OBTAINING THE QUALITY OF MEMBER OF THE ASSOCIATION

The association is made up of natural and legal persons.

Legal persons designate from among their members a titular representative and an alternate representative (2 for the SMERGC).

Active members are those who regularly participate in activities, pay an annual subscription and who have made a commitment to comply with these statutes, the internal regulations and any charter, made available to all members. They have the right to vote at the General Assembly.

Partners are considered to be those who regularly participate in activities or who contribute to the association's projects by granting it financial support, without however paying an annual subscription. They have an advisory vote at the General Assembly.

Active members undertake to pay an annual subscription, the amount and the due date of which are fixed each year by the General Assembly on the proposal of the Board of Directors.

Any membership request is submitted to the approval of the Board of Directors.

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ARTICLE 6 - COLLEGE ORGANIZATION

The association is organized in 5 colleges of active members.

- College A : territorial establishments and their association or public establishments College B : Training and Research Establishments
- College C : Non-profit organizations and legal persons other than those concerned by colleges A and B
- College D : For-profit organizations called college of economic operators
- College E : Individual members, college set up from 3 persons minimum

ARTICLE 7 - LOSS OF THE QUALITY OF MEMBER OF THE ASSOCIATION

For the individual members, the quality of member is lost by resignation addressed in writing to the President of the association as well as by death.

For organizations and legal persons, membership is lost by deliberation of their governing bodies sent to the President.

For all the members, the quality of member can also be lost by cancellation pronounced by the Board of Directors for non-payment of the subscription or for reason bringing moral or material damage to the association, the interested party having been invited by registered letter to appear at the prior to the Board of Directors to provide explanations.

TITLE III : ADMINISTRATION AND FUNCTIONING

ARTICLE 8 - COMMON MEASURES RELATING TO GENERAL MEETINGS

The General Assembly is made of all the members of the association. It meets when convened by the President after validation by the Board of Directors, or, at the request of at least one third of the members of the association. The invitation is sent at least one month before the date of the meeting.

The presidency of the General Assembly belongs to the President of the association or in case of absence to one of the Vice-Presidents in charge of the secretariat and validated by the Board of Directors, or in their absence, to one of the other members of the Board of Directors.

The deliberations are noted by the minutes drawn up and signed by the President and the Vice-President in charge of the secretariat and validated by the Board of Directors.

Within the limits of the powers which are conferred on them by these statutes, the General Assemblies oblige by their decisions all the members of the association including those absent.

Voting rights are granted to members who have paid their annual subscription in advance.

In the event of absence, each member may decide to be represented by granting a power to another member. This power gives rise to a compulsory written notification sent to the President at the latest at the opening of the meeting. Each member can hold one power at most.

ARTICLE 9 - ORDINARY GENERAL ASSEMBLY

The Ordinary General Assembly meets every year under the conditions provided for in article 8.

It hears reports on the management of the Board of Directors, on the material and moral situation of the association. After having debated it, it votes on the various reports.

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It debates and votes on future directions as well as on the provisional budget.

It provides for the appointment or renewal of the members of the Board of Directors under the conditions provided for in article 11 of these statutes.

It sets the amount of the annual subscription.

Deliberations are taken by simple majority. The votes are counted by colleges on a total basis of 18 votes according to the following distribution :

College A : 5 votes - College B : 5 votes - College C : 5 votes - College D : 2 votes - College E : 1 vote

The college's vote is determined by the majority of the votes obtained within it.

In the event of equality in votes, votes are counted in accordance with the procedures provided for Extraordinary General Meetings.

ARTICLE 10 - EXTRAORDINARY GENERAL ASSEMBLY

The Extraordinary General Assembly decides on the modifications to be made to these statutes or on the dissolution of the association. It must either take place under the conditions provided for in article 8.

Deliberations are taken by simple majority. The votes are counted by college on a total basis of 36 votes, according to the following distribution :

College A : 10 votes - College B : 10 votes - College C : 10 votes - College D : 4 votes - College E : 2 votes

The college vote is determined proportionally to the strongest remainder according to the distribution of votes obtained within it.

ARTICLE 11 - BOARD OF DIRECTORS

The association is run by a Board of Directors of 18 members having a two-year mandate. College A has 5 seats, 2 of which are the SMERGC's. College B has 5 seats. College C has 5 seats, one at least granted to the federal sports speleology institutions and one to the National Association of Operators of Cave fitted out for Tourism. College D has 2 seats and College E 1 seat.

New members are elected by college in ordinary general assembly by secret ballot, unless unanimous decision of the members present. Departing directors are eligible for reappointment.

The administrators of the association must enjoy their full civil rights.

In the event of vacancy (death, resignation, exclusion) of one or more positions, the Board of Directors provides for the replacement of its members among the members of the college concerned, up to date with their subscription. Their final replacement will take place at the next General Assembly.

The association will ensure balanced access of women and men to its governing bodies.

ARTICLE 12 - MEETING OF THE BOARD OF DIRECTORS

The Board of Directors meets at least once every three months. It can also meet at the request of at least five of its members.

The session is considered valid from the time when half of the directors are present or represented. If the quorum is not reached, a new meeting is called in 15 days. It is then held without the need for a quorum. Deliberations are taken by majority vote.

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They are recorded in minutes signed by the President or the Vice-President in charge of the Secretariat.

The members of the Board of Directors cannot receive any compensation for the functions entrusted to them. However, the costs incurred for the performance of their mandate may be reimbursed to them, on the basis of supporting documents and upon decision of the Board of Directors.

ARTICLE 13 - POWER AND ROLE OF THE BOARD OF DIRECTORS

The Board of Directors is responsible by delegation of the General Assembly for the implementation of the guidelines decided by this latter.

They oversee the management of the members of the Board and always have the right to be held accountable for their actions. They study any question asked by the Board.

They may, in the event of serious misconduct, suspend the members of the Board, by a majority of the members of the Council. They pronounce any measure of exclusion or removal of the members of the association.

They can open any bank account, contract any short-term loan, request any subsidy, decide on any contract in compliance with the financial commitments decided at the general meeting.

They authorize movable estrangements and acquisitions, movable or real estate rentals.

They appoint the staff of the association and set their wage.

They can go to court, specify the powers of the President, who will represent them in this mission and choose any legal advisers who will assist the association.

They can define an internal regulation for the points not considered by the statutes, which relate to the internal administration of the association.

They can delegate all or part of its powers to the Board or to some of their members.

ARTICLE 14 - THE BOARD

The Board of Directors choose from among their members, by secret ballot if at least one of the members requests it, a Board composed of a President and 6 Vice-presidents including 1 Secretary, 1 Assistant Secretary, 1 Treasurer and 1 Assistant Treasurer.

These functions can not be added up.

ARTICLE 15 - MEETING AND ROLE OF THE BOARD

The Board meets as often as necessary. Decisions are taken by a majority of the members present or represented. In the event of an equality of votes, the President has the leading vote. The quorum is established at half of the members present.

The Board is especially invested with the present attributions :

The President runs the work of the Board of Directors and ensures the functioning of the association which he represents in all acts of civil life as well as in justice. It implements the decisions of the deliberative bodies. He can invite to the General Assembly or the Board of Directors any natural or legal person whose assistance or hearing he judges useful.

The Vice-President in charge of the Secretariat is responsible for all matters relating to correspondence and the dispatch of various notices. He writes the minutes, draws up an annual report on the work accomplished, ensures

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coordination between the various projects. He is assisted by an assistant secretary who can, in case of absence, replace him.

The Vice-President in charge of treasury is responsible for the financial management of the association. At each General Meeting, he presents the report on the financial situation, the balance sheet for the past year, and the budget for the current year. He keeps regular accounts in accordance with article 18. He is assisted by an Assistant Treasurer who can replace him in case of absence.

ARTICLE 16 - TECHNICAL COMMISSIONS

A technical monitoring committee is set up within the association. It brings together the technical representatives of the associate members of the association who wish so. It contributes to the overall monitoring of the platform and its activities and prepares the meetings of the Board of Directors.

The association can also set up a scientific committee responsible for organizing interdisciplinary exchanges on the scientific aspect of the project by associating the various universities and research laboratories that are members of the association.

The Board of Directors may also decide to set up any thematic, technical, and / or scientific commission composed of members of the association and intended to help it in the development of projects and activities carried out by the association and in the foreshadowing of the resource center project. These commissions then deliver their opinion to the Board of Directors so that it can take the decisions that

fall to it.

TITLE IV - RESOURCES OF THE ASSOCIATION - ACCOUNTANCY

ARTICLE 17 - RESOURCES

The resources of the association comprise :

contributions paid by its members

the products resulting from the activity of the association, from its additional activities, and the fees for the services given (expert missions, studies, research, ...)

grants from the European Union, the State, local authorities or partners

the patronage products it could collect

the interests and licence-fees of the goods and values that it could hold

the human or material resources made available by its members

any other resource or subsidy authorized by the law

ARTICLE 18 - ACCOUNTANCY

There is a day-to-day accountancy of revenues and expenditures for the recording of all financial transactions with an annual summary or double-entry accounting.

The financial report is submitted to the General Assembly. The association will ensure transparent management with its members.

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TITLE V - DISSOLUTION OF THE ASSOCIATION

ARTICLE 19 - DISSOLUTION

The dissolution is pronounced at the request of the Board of Directors by an Extraordinary General Meeting, especially called for this purpose.

In the event of dissolution pronounced by at least two thirds of the members present or represented, one or more liquidators are appointed by the Extraordinary General Meeting.

The members of the association cannot be allocated, apart from the resumption of their contributions, any share whatsoever to the property of the association unless they must continue with the agreement of the Extraordinary General Assembly, the missions it had given itself.

The balance of assets, after collection of the costs of liquidation and payment of the debts of the association, will be devolved to one or more authorities in the territory pursuing similar goals. They will nominally be appointed by the Extraordinary General Meeting.

Statutes approved by the Extraordinary General Assembly

Vallon Pont d'Arc, April 5 2019

The President



The Secretary

