

## ARTICLES OF THE ASSOCIATION AENEAS

### ARTICLE 1 - NAME AND REGISTERED OFFICE

1. It is established between the signatories of the present article of association ruled by the law of July 1<sup>st</sup>, 1901 and Decree of August 16, 1901 with the name of AENEAS.
2. The association has its registered office in 140bis, rue de Rennes – 75006 Paris - France.

### ARTICLE 2 – OBJECT

1. The object of the association is to promote research and development ('R&D') and innovation in the field of nanoelectronics in order to strengthen the competitiveness of the European industry.
2. The association will endeavour to achieve this object by:
  - a. Adopting and continue the activities of the European Technology Platform ENIAC;
  - b. Stimulating and coordinating actions to implement the strategic research agenda of the European Technology Platform ENIAC;
  - c. Developing and keeping up to date the strategic research agenda referred to in b. on the basis of a vision that has been tuned with Associated Members and Active Members of the association, as a pan-European guideline for R&D and innovation programmes in the field of nanoelectronics at community, intergovernmental, national and regional level;
  - d. Advising on all structural and regulatory matters relevant to creating and maintaining a climate in Europe favourable to education, research, development and innovation in the field of nanoelectronics and to the economic growth of the corresponding sectors of industry;
  - e. Co-establishing and participating in a joint undertaking for implementing a joint technology initiative in the field of nanoelectronics under article 171 of the Treaty establishing the European Community and on the basis of a resolution of the Council of the European Union, together with the Commission of the European Communities and member states and associated states of the European Union;
  - f. Representing and looking after the interests of the respective R&D actors in the joint undertaking referred to in e. by establishing the industry board within the joint undertaking;
  - g. Gathering and contributing the funds necessary for the operation and organisation of the association and the aforementioned joint technology initiative and joint undertaking;
  - h. Doing all that which is related to what is stated above or may be conducive thereto, all this in the broadest sense of these words.

3. The association is a non-profit organisation.

### **ARTICLE 3 – MEMBERSHIP**

1. The association has three types of Active Members: A, B and C.  
here reference is made in these articles or in by-laws or in resolutions adopted under these articles to “Active Member or Active Members”, this will be understood to include Active Members A, Active Members B and Active Members C, unless specifically stated otherwise or obviously intended otherwise.
- 2 Without prejudice to paragraph 3, 4 and 5, only parties that are parties to the AENEAS Supplementary Agreement related to this association, can be Active Members of the association.

As per the date of incorporation of the association, the Active Members of the association and parties to the AENEAS Supplementary Agreement are:

- ASML Netherlands B.V., a private liability company established in The Netherlands, having its registered office at De Run 6501, 5504DR Veldhoven and registered at the trade register of Oost- Brabant under the number 17052456, represented by Mr. Eric Meurice duly empowered by a power of attorney attached hereafter,
- Infineon Technologies AG, a stock corporation established in Germany, having its registered office at Am Compeon 1-12, D-85570 Neubiberg, Germany and registered at the commercial register at the local court of Munich, under the number HRB 126492, represented by Dr. Wolfgang Ziebart as President and CEO and Dr. Jutta Haenle,
- NXP B.V., a limited liability company established in the Netherlands, having its registered office at High Tech Campus 60, 5656 AG Eindhoven and registered at the trade register of Eindhoven under the number 17070622, represented by Mr. François van Houten as President,
- Robert Bosch a limited liability company established in Germany, having its registered office at Stuttgart and registered at the commercial register at the local court of Stuttgart, under the number HRB 14000, represented by Dr. Siegfried Dais as CEO and Dr. Claus Schmidt,
- S.O.I.TEC Silicon On Insulator Technologies S.A., a f limited company having its registered office at Chemin des Franques, Parc Technologique des Fontaines – F 38190 Bernin and registered at the commercial and companies register of Grenoble under the identification 384 711 909 RCS Grenoble, represented by Mr. André Auberton-Hervé as CEO,
- STMicroelectronics N.V. a public limited company established in the Netherlands having its registered office at Schiphol Boulevard 265, 1118 BH Amsterdam Airport and registered at the trade register of Amsterdam under the number 33194537, acting through its Swiss Branch located at 39 Chemin du Champ-des-Filles, 1228 Plan Les Ouates, Geneva, Switzerland, represented by Mr. Alain Dutheil duly empowered by a power of attorney attached hereafter,
- Thales, a public limited company established in France, having its registered office at 45, rue de Villiers – F 92200 Neuilly-sur-Seine and registered at the commercial and companies register of Nanterre under the identification 552 059 024 RCS Nanterre, represented by Mr. Dominique Vernay duly empowered by a power of attorney attached hereafter,

- Thomson Silicon Components, a simplified joint-stock company established in France, having its registered office at 46 quai Alphonse Le Gallo - 92100 Boulogne-Billancourt registered at the commercial and companies register of Nanterre under the identification 450.538.996 RCS Nanterre, represented by Mr. Claude Barraud, duly empowered by a power of attorney attached hereafter.
3. Active Members A of the association, hereinafter also referred to as “SME-Active Members”, must maintain an enterprise of micro, small or medium size as referred to in recommendation 2003/361/EC of the Commission of the European Communities dated the sixth of May two thousand and three which conducts or has conducted research and development activities in member states of the European Union or third countries which are a party to the pan-European intergovernmental EUREKA initiative (“EUREKA”) as described in the Declaration of Principles relating to EUREKA, laid down in the Hanover Declaration, approved by the Ministerial Conference in Hanover on the sixth of November nineteen hundred and eighty-five or third countries which are party to an international agreement with the European Community under the conditions or on the basis of which these third countries make a financial contribution to the Seventh Framework Programme of the Commission of the European Community for research, technological development and demonstration (2007-2013) pursuant to the proposal of the Commission of the European Community COM (2205) 119 final, in the field of nanoelectronics or which have a demonstrable intention to perform the said activities.
  4. Active Members B of the association, hereinafter also referred to as “Research organisations-Active Members”, must be a nationally recognised university or a research institute of a non-profit objective which conduct or have conducted research and development activities in member states of the European Union or third countries which are a party to EUREKA or third countries which are party to an international agreement with the European Community under the conditions or on the basis of which these third countries make a financial contribution to the Seventh Framework Programme of the Commission of the European Community for research, technological development and demonstration (2007-2013) pursuant to the proposal of the Commission of the European Community COM (2205) 119 final, in the field of nanoelectronics or which have demonstrable intention to perform the said activities.
  5. Active Members C of the association, hereinafter also referred to as “Corporate-Active Members”, must maintain an enterprise which does not belong to the enterprises as referred to in paragraph 3, which conducts or has conducted research and development activities in member states of the European Union or third countries which are a party EUREKA or third countries which are party to an international agreement with the European Community under the conditions or on the basis of which these third countries make a financial contribution to the Seventh Framework Programme of the Commission of the European Community for research, technological development and demonstration (2007-2013) pursuant to the proposal of the Commission of the European Community COM (2205) 119 final, in the field of nanoelectronics or which have a demonstrable intention to perform the said activities.
  6. The Steering Board must keep at all times a register containing:
    - The name, address and occupation of each person in charge of the administration and management of the association, and subsequent modifications,
    - The present articles of associations, and subsequent modifications,
    - The changes of address of the registered office,
    - Information on purchase or sale of the premises used for the administration and/or the meeting of the Active Members’ of the association,

- The date of the receipt delivered by the prefecture at the occasion of the filing of declarations of modifications abovementioned.

7. The Steering Board must keep a register containing the names and addresses of all Active Members.

Every member is obliged to communicate in writing to the association his address and any change thereto; the association will regard this address as the valid address so long as the member has not communicated another address to the association in writing.

All consequences of failure to notify the association of his address and changes thereto are for the account and risk of the member.

8. An Active Member-legal entity is represented by its statutory representative or by one person that had been granted the power to represent such Active Member by a written power of attorney.
9. Membership is personal and therefore may not be transferred except for legal entities in case of merger. In this case, membership of the legal entity absorbed passes to the absorbing legal entity. The absorbing legal entity party must ensure that within three months after the merger it entered in the register as referred to in paragraph 7 above.
10. If an Active Member ceases to meet the requirements of membership, he is obliged to communicate this as quickly as possible to the Steering Board of the association.

#### **ARTICLE 4 - ASSOCIATED MEMBERS**

1. Associated Members must be natural persons active in the field of nanoelectronics, or organisations existing as legal entities of industrial or public research organisations active in the field of nanoelectronics not carrying out research or technological development activities in funding schemes of industrial or not-for-profit research organisations active in the field of nanoelectronics. , e.g. EUREKA clusters, national platforms, pôles de compétitivité.
2. The provisions of articles 3 (paragraphs 8, 9 and 10), 5 and 6 are applicable to the Associated Members as far as possible. In those articles, where reference is made to Active “member” or Active “Members”, this shall be read as “Associated Member” or “Associated Members”.
3. Associated Members are obliged to make each year a monetary contribution to the association, the minimum amount of which is determined by the General Assembly.
4. An Associated Member is entitled, either in person or by someone appointed as a proxy, to attend the meetings of the General Assembly of Active Members and to address those meetings.
5. An Associated Member (organisation, not a natural person) can receive from an AENEAS Active Member a power of attorney (including the right to vote), provided the said AENEAS Active Member is a member of the Associated Member’s organisation.
6. An Associated Member is also entitled to inspect the written records of meetings and/or resolutions of the Steering Board and the General Assembly of Active Members.
7. Associated Member have no rights and obligations other than those granted to them or imposed on them by or by virtue of the articles of association.
8. The Steering Board must keep a register containing the names and addresses of all Associated Members.

9. All Associated Members are obliged to communicate in writing to the association their address and any changes thereto; this address will be regarded by the association as the valid address so long as the Associated Member has not communicated another address to the association in writing.

All consequences of failure to notify the association of his address and changes thereto are for the account and risk of the Associated Members.

#### **ARTICLE 5 - ADMISSION**

1. Active Members of the association are those who have applied for membership with the Steering Board in the prescribed manner, meet the requirements of article 3 paragraph 2 and one of the requirements of paragraph 3, 4 or 5 of article 3 and, having regard to the provisions of paragraph 3 hereafter, have been admitted as such to the association by the Steering Board.
2. The Steering Board decides on admission of Active Members within 2 months from the date of receipt of the relevant written application and notifies the applicant of the decision in writing, stating the type of membership of the respective Active Member. The Steering Board will take into account the principles of fairness, openness, transparency and non-discrimination.
3. In deciding the admission of an Active Member, the Steering Board will take into account the fact that in principle only one legal entity from a Group may become a member of the association. For the purpose of the present Articles of Association, a "Group" shall mean a group of legal entities under the same common Control and the controlling entity, and "control" shall mean the power to direct the management of another legal entity, directly or indirectly, whether through ownership of voting rights, by contract or otherwise. In the case of a corporation, the direct or indirect ownership of more than fifty per cent (50%) of its outstanding share capital shall in any case be deemed to confer control.

#### **ARTICLE 6 - END OF MEMBERSHIP**

1. Membership ends:
  - a. On the death of an individual Active Member or on the winding-up of an Active Member-legal entity;
  - b. By notice of termination by the Active Member.
  - c. Upon exclusion of an Active Member in accordance with the provisions of subparagraph 3 below.
2. Notice of termination of membership by an Active Member may only be given in writing, by registered letter with acknowledgment of receipt requested, with effect from the end of the financial year following the year in which notice is given. Notwithstanding, immediate termination of membership by notice would occur:
  - In the even mentioned in paragraph 1.a above and,
  - If it cannot reasonably be demanded to the member that membership continues.
3. Exclusion of an Active Member may be decided by the Steering Board in the following cases:
  - a. If an Active Member does not meet his obligations to the association and – after having been requested to do so by the Steering Board – fails to meet his obligations within 30 days from the date of such request;

- b. If an Active Member has ceased to comply with the requirements as contained in article 3 paragraph 2 and one of the requirements of paragraphs 3, 4 or 5 of article 3;
- c. If an Active Member is declared bankrupt or is granted a moratorium of payments to creditors;
- d. If a debt rescheduling arrangement is applicable to an Active Member;
- e. If an Active Member is placed under tutelage;
- f. For legal entities, in case of winding-up.

The provisions of this paragraph 3 sub c. through f. will apply accordingly to situations under a legal system other than that of France that are comparable with the situations as referred to in c. through f.

The exclusion shall be notified to the Active Member upon 28 days prior notice sent by the Steering Board with registered letter with acknowledgment of receipt.

- 4. The Steering Board may suspend for a maximum period of six (6) months an Active Member who acts in breach of the articles of association or who prejudices the association in an unreasonable manner.

#### **ARTICLE 7 - FUNDS**

- 1. The funds of the association consist of:
  - a. The annual contributions of the Active Members and the Associated Members,
  - b. The subsidies paid by public authorities,
  - c. The fees and other incomes related to the sale of services provided by the association.
- 2. An amount which is set by the General Assembly is payable annually by all Active Members and all Associated Members. So long as the General Assembly has not set a new amount for a subsequent financial year, the amount set at the last meeting of the General Assembly remains fully valid for the subsequent year(s).

A different contribution is set for SME-Active Members, Research organisations-Active Members Corporate Active Members and Associated Members and, within Corporate Active Members, 2 sub-categories are set, one for Corporate Active Members belonging to a Group which performs a annual turnover over than 500 Million EUR and one for Corporate Active Members belonging to a Group which performs a annual turnover below than 500 Million EUR.

- 3. Every Active Member is furthermore obliged to pay each financial year an extra amount, to be set by the General Assembly on the proposal of the Steering Board, in the form of a special contribution.
- 4. The Steering Board has the power to grant in special cases full or partial exemption from the obligation to pay a contribution or special contribution.
- 5. The funds of the association are fully and exclusively devoted to activities directly aimed at the fulfilment of the association's objectives set up in article 2 here above.
- 6. The General Assembly determines the amount of the contributions and any modifications thereof by a resolution passed with the majority set forth in article 18.

## **ARTICLE 8 - STEERING BOARD: COMPOSITION AND APPOINTMENT**

1. Except for its first Active Members, the Steering Board consists of 15 persons (the “SB members”) that shall remain in charge for 3 financial years (unless the General Assembly establishes a shorter term at the time of their appointment) and may be re-elected.
2. The SB members are appointed by the General Assembly.
3. Appointment of an SB member is made from lists of nominees drawn up by the meeting(s) of SME-Active Members, not-for-profit research organisation-Active Members and Corporate Active Members respectively. The General Assembly will appoint:
  - (i) 3 persons from the list drawn up by the meeting of SME-Active Members;
  - (ii) 3 persons from the list drawn up by the meeting of Research organisation-Active Members;
  - (iii) 9 persons from the list drawn up by the meeting of Corporate Active Members.
4. Each list of nominees shall contain at least two (2) persons for each position to be filled and shall be filed at the association’s registered office at least 15 days prior to the date of the General Assembly meeting to be held.
5. If the number of SB members has fallen below 15 but remains greater or equal to 8, the remaining SB members will appoint temporary SB members necessary to complete the whole number of SB members taking into account as far as possible, for the substitution of an SB member, the Active Members category which has proposed the substituted SB member. These temporary SB members will remain in charge until the following General Assembly.

In case of vacancies of more than 7 of the SB members, the remaining SB members shall call within 15 days a General Assembly meeting to fill in said vacancies.
6. Save as decided otherwise by the General Assembly, the SB members do not receive any remuneration for their position and are not entitled to the reimbursement of expenses which have been incurred by them in fulfilling their position.

## **ARTICLE 9 - STEERING BOARD PRESIDIUM**

1. The Steering Board appoints from its members one president (the “President”) and 2 vice-presidents (the “Vice-President(s)”). The Steering Board also appoints a secretary (the “Secretary”) and a treasurer who do not need to be SB members.

The Steering Board may appoint a deputy from its members for each of them.
2. An SB member can only have one of the positions mentioned in paragraph 1, none of the positions can be combined by one natural person.

## **ARTICLE 10 - DECISION-MAKING BY THE STEERING BOARD**

1. The President, or in case of absence one Vice-President, or jointly six other SB members have the power to convene meetings of the Steering Board.
2. At least two (2) meetings must be held each financial year.
3. The meetings of the Steering Board are convened by means of written notice to be sent to all SB members via registered letter, email or fax, containing the agenda, the supporting documentation and the place and time of the meeting.

The meetings of the Steering Board are held in a European Union member state.

Meetings of the Steering Board can be organised and attended by means of telecommunications and/or videoconference systems, that permit to all attendees to be identified, to participate uninterruptedly in the meeting and to obtain information on an equal basis. Meetings of the Steering Board shall be considered as held at the place in which the President and the Secretary must be simultaneously located.

4. An SB member may be represented at a meeting by another SB member holding a written proxy.

An SB member may represent up to 2 fellow SB members at a meeting.

5. The President or, in his absence, the Vice-President with the longest period of office in the Steering Board, chairs the meetings of the Steering Board.
6. Except for the resolution of appointment of the temporary SB members according to article 8.5 here above, resolutions of the Steering Board shall only be valid if adopted in the presence of the majority of SB members and by majority vote. In the event of a tied vote, the chairman of the meeting shall hold the casting vote.

If all currently appointed SB members are present at a meeting, resolutions may be adopted on all subjects dealt with, provided this is done unanimously, even if the requirements contained in these articles of association regarding the convening and holding of meetings have not been complied with.

7. Each SB member is entitled to cast one (1) vote.
8. Blank and invalid votes will be deemed not to have been cast.
9. The Steering Board may also adopt resolutions other than in a meeting, provided that all SB members are given the opportunity to cast their vote and none of them objects to this manner of adopting resolutions. A resolution will then have been adopted if the unanimity of SB members is in favour of it.

Every resolution adopted outside a meeting will be announced at the following meeting, which announcement must be recorded in the minutes of that meeting.

10. Minutes of the agenda of the meetings of the Steering Board must be kept by the Secretary or by the person designated for this purpose by the chairman of the meeting.

The minutes are adopted at the following meeting and, in evidence thereof, are signed by the chairman and the Secretary.

## **ARTICLE 11 - TASKS OF THE STEERING BOARD**

1. Subject to the restrictions imposed by the articles of association, the Steering Board shall conduct the administration and management of the association and is accordingly vested with the broadest powers of management, except for those remitted by law or by these Articles to the authority of the General Assembly.
2. The Steering Board has the power to have certain of its tasks carried out under its own responsibility by executive committees appointed by the Steering Board.
3. The President is entrusted with the execution of the day-to-day affairs of the association, and in particular, with the execution of the decisions of the Steering Board.

In case of urgency he may decide to take, under his responsibility, the necessary measures for all matters, subject to ratification by the Steering Board at their next meeting.

## **ARTICLE 12 – REPRESENTATION**

1. The Steering Board collectively represents the association.
2. The representative authority also vests in the President or in the 2 Vice-Presidents acting jointly.
3. The Steering Board may grant a temporary power of attorney to any person

## **ARTICLE 13 - GENERAL ASSEMBLY**

1. General Assemblies are convened by the President:
  - on behalf of the Steering Board;
  - on a date no later than 4 weeks after submission of a written request to convene a meeting, sent to the President by a number of Active Members entitled to cast at least one-tenth of the votes.
2. The meetings are convened by one or several of the following ways, at the sole discretion of the President:
  - written notice sent by post to the address of the members as registered according to article 3.7;
  - notice sent by electronic mail to the electronic address of the members or of the member's representative appointed according to article 3.8,
  - publication in an international daily newspaper,
  - publication on the European nanotechnologies dedicated web site.

The period for convening the meeting is at least 30 days, not counting the date on which the notice or publication is issued and the date of the meeting.

3. The notice convening the meeting must state the agenda, the draft of resolution, the place and time of the meeting.
4. The General Assemblies will be held in a European Union member state.

Meetings of the General Assembly can be organised and attended by means of telecommunications and/or any other electronic communication system that permits to all attendees to be identified, to participate in the meeting and to obtain information on an equal basis. Meetings of the General Assembly shall be considered as held at the place in which the President resides.

5. The General Assembly is exclusively competent to resolve on:
  - Any undertakings and commitments (including but not limited to contracts and agreements) exceeding a unit amount of 50.000 EUR, or with unlimited amount,
  - Any undertakings and commitments, irrespective of their amount, related to lend and take up loans of monies,
  - Settlement agreements and representation of the association at courts, including the conducting of arbitration proceedings, with the exception of the fill in of conservatory measures that could be resolved by the Steering Board in case of urgency,
  - The approval and amendments to the Strategic Research Agenda of the European Platform ENIAC,
  - The matters listed in paragraph 6 below.

6. Each year, within six months after the end of the financial year, a General Assembly must be convened. The General Assembly resolves on the following matters:
  - a. the approval of the annual report as referred to in article 20 with the report of the committee referred to there;
  - b. the granting to the Steering Board discharge from liability for the performance of their management tasks in the preceding financial year;
  - c. the filling of any vacancies within the Steering Board;
  - d. the setting of the contributions;
  - e. Resolutions proposed by the Steering Board, which have been announced in the notice convening the meeting.

#### **ARTICLE 14 - ADMISSION TO GENERAL ASSEMBLY AND VOTING RIGHTS**

1. All Active Members and Associated Members of the association, the SB members and those persons who are invited to attend by the chairman, the Steering Board and/or the General Assembly are admitted to the General Assembly.

Excluded or suspended Active Members and suspended SB members are not admitted to the General Assembly. Suspended Active Members are entitled to attend and address the meeting on their suspension.

2. The General Assembly decides on admission of persons other than those referred to in paragraph 1.
3. Each Active Member who is not suspended has at least one vote.

In calculating the total number of votes that each Active Member has:

- a. each Active Member always has a whole number of votes; and
- b. the number of votes per Active Member is in principle one vote for each 1,000 EUR that he/she/it pays as a contribution as referred to in paragraph 2 and 3 of article 7 in the financial year in question.

The number of votes is then increased having regard to the following:

- i. SME-Active Members jointly have as many votes as Research organisation-Active Members jointly have; and
- ii. Corporate Active Members always have three times the number of votes that the joint SME-Active Members can cast.

The increase of votes referred to here, shall take place pro rate to what has been stipulated in paragraph 3 sub a. and b.

4. Every Active Member who is entitled to vote may appoint as his proxy another Active Member who is entitled to vote. An Active Member who is entitled to vote can act as proxy for up to two other Active Members.
5. An AENEAS Active Member can give power attorney (including the right to vote) to an Associated Member (organisation, and a natural person) provided that the said AENEAS Active Member is a member of the Associated member's organisation.

#### **ARTICLE 15 - CHAIRING OF MEETING AND MINUTES**

1. General Assemblies shall be chaired by the President, or in case of absence, by a Vice- President; whenever the 2 Vice-Presidents are present, the meetings will be

chaired by the older. In the absence of all of the aforementioned individuals, the meeting shall be chaired by person elected with the favourable vote of the majority of the Active Members present and represented at the meeting.

2. The chairman shall be assisted by a secretary who is to be appointed by the chairman with the favourable vote of the majority of the Active Members represented at the meeting and need not be an Active Member.
3. The chairman of the General Assembly shall preside over the meeting and govern its proceedings in compliance with the law and these articles of association. To this end, the chairman shall, amongst other things: verify that the meeting is duly constituted; ascertain the identity of those present and their right to attend, including by proxy; ascertain the legal quorum for passing resolutions; direct the agenda and discussions. The chairman shall also take appropriate measures to ensure the orderly conduct of discussions and votes and shall establish the procedures and ascertain the results thereof.
4. Minutes will be taken of the discussions and resolutions addressed at each meeting by the secretary and these minutes will be adopted and signed by the chairman and the secretary.

#### **ARTICLE 16 - DECISION-MAKING BY THE GENERAL ASSEMBLY**

1. For General Assemblies convened on 1<sup>st</sup> call, the quorum of present Active Members is equal to 50% of the Active Members entitled to use their voting rights, irrespective of the number of Active Members represented at the meeting.

For General Assemblies convened on 2<sup>nd</sup> call, the quorum of present Active Members is equal to 20% of the Active Members entitled to use their voting rights, irrespective of the number of Active Members represented at the meeting.

2. Except for the resolutions mentioned in Articles 18.1 and 18.2 hereafter, all resolutions of the General Assembly must be adopted by 50% + 1 vote validly cast, irrespective of the number of Active Members represented at the meeting.
3. Blank votes and invalid votes will be deemed not to have been cast.
4. So long as all Active Members are present or are represented at a General Assembly, valid resolutions may be adopted on all subjects dealt with provided that the relevant motion to resolve upon a subject that was not in the agenda is proposed with unanimous vote.

#### **ARTICLE 17 - MEETINGS OF ACTIVE MEMBERS OF DIFFERENT TYPES**

1. Each category of SME-Active Members, Research organisation-Active Members and Corporate-Active Members may hold meeting whenever they deem a resolution of such a meeting is necessary.
2. They are free to draw up processes to rule their own category meetings.

#### **ARTICLE 18 - ALTERATION OF ARTICLES AND MERGER**

1. Amendments to these articles are made upon a resolution of the General Assembly taken with the majority of at least 66% of the votes cast in a meeting where:

- at least 66% of the Active Members are present on first call, irrespective of the number of Active Members represented;
  - at least 20% of the Active Members are present on second call, irrespective of the number of Active Members represented.
2. The above provisions of this article apply mutatis mutandis to (i) a resolution on the transfer of membership in case of a merger of an Active Member and (ii) for the determination and modification of contribution amounts as set forth in article 7.

## **ARTICLE 19 - DISSOLUTION AND LIQUIDATION**

1. The association may be dissolved by a resolution of the General Assembly adopted within the same conditions as described in article 18 paragraph 1.
2. Liquidation is effected by the Steering Board, unless the General Assembly decides otherwise
3. After settling with the creditors, the liquidator(s) will transfer the remaining association's assets to the Active Members, subject that the same Active Member has priority put such assets at disposal of the association.

## **ARTICLE 20 - FINANCIAL YEAR – ANNUAL REPORTS AND ACCOUNTS**

The financial year of the association coincides with the calendar year.

1. Within six months after the end of the financial year, unless this period is extended by the General Assembly, the Steering Board must submit to the General Assembly for approval:
  - its annual report on the course of events in the association and on the policy that has been pursued;
  - the balance sheet and the statement of income and expenditure, with explanatory notes.

All the documents provided for in this paragraph 1 shall be sent to the auditor mentioned in paragraph 2 hereafter, 1 month before the date of the General Assembly meeting called for the approval of such documents.

2. The General Assembly shall appoint an auditor according to, and for the tasks detailed in, articles L.823-1 to L.823-18 of the French commercial code.
3. The Steering Board is obliged to keep the documents referred to in paragraphs 1 and 2 for the statutory period.

## **ARTICLE 21 - COMMITTEES AND/OR WORKING GROUPS**

The Steering Board has the power to establish one or more committees and/or working groups, the tasks and powers of which will then be regulated by standing rules. The committee(s) and/or works groups is/are accountable for the performance of its/their tasks to the Steering Board.

## **ARTICLE 22 - INTERNAL REGULATIONS**

The General Assembly may adopt and change one or more sets of internal regulations regulating subjects that are not dealt with, or not fully dealt with, by these articles of association.

### **ARTICLE 23 - FOUNDING ACTIVE MEMBERS**

Founding Active Members will hold the first General Assembly, which will appoint the first Steering Board members that by exception to Articles 8 and 9 above:

- will be limited to the members of the Steering Board Presidium, and
- will remain in charge until the second General Assembly to be hold not later than September 30<sup>th</sup>, 2007.

## Appendix 1: Revision history

### 2009-11-18 (v.4)

Added phrase to Article 13.4 (“Meetings of the General Assembly can be organised and attended by means of telecommunications and/or any other electronic communication system that permits to all attendees to be identified, to participate in the meeting and to obtain information on an equal basis. Meetings of the General Assembly shall be considered as held at the place in which the President resides.”)

### 2008-12-01 (v 3.1)

- Deleted “public” in public research organisation (clause 3.4, 7.2, 8.3 (ii), 14.3 (i), 17.1)
- Deleted signatures after Article 23

### 2008-05-20 (v - changes after GA May 2008)

- Deleted “the Steering Board and” in clause 4.4
- Added clause 4.5 (“An Associated Member (organisation, not a natural person) can receive from an AENEAS Active Member a power of attorney (including the right to vote), provided the said AENEAS Active Member is a member of the Associated Member’s organisation.”)
- Added clause 14.5 (“An AENEAS Active Member can give power attorney (including the right to vote) to an Associated Member (organisation, and a natural person) provided that the said AENEAS Active Member is a member of the Associated member’s organisation.”)