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English only

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**Committee on the Peaceful  
Uses of Outer Space**  
Scientific and technical Subcommittee  
Fifty-fourth session  
Vienna, 30 January-10 February 2017

**Request for observer status with the Committee on the  
Peaceful Uses of Outer Space: application of the European  
Science Foundation (ESF), represented by the European  
Space Sciences Committee (ESSC)**

**Note by the Secretariat**

1. At its thirty-third session, in 1990, the Committee considered guidelines for granting observer status with the Committee to international intergovernmental and non-governmental organizations. The possible criteria suggested by the Outer Space Affairs Division to the Committee at the time were the following:

(a) As part of its programme, the organization should be concerned with matters falling within the competence of the Committee on the Peaceful Uses of Outer Space;

(b) The aims and purposes of the organization should be in conformity with the spirit, purposes and principles of the Charter of the United Nations;

(c) The organization should be a recognized international organization and should have an established headquarters, an executive officer, and a constitution, a copy of which is deposited with the Secretary-General of the United Nations. In the case of a non-governmental organization, it should be a non-profit organization.

2. Having considered the matter, the Committee at its thirty-third session, agreed, that in the future non-governmental organizations which request observer status with the Committee should have consultative status with the Economic and Social Council (ECOSOC) and should, as part of their programmes, be concerned with matters falling within the competence of the Committee.

3. At its fifty-third session, in 2010, the Committee agreed that observer status would be granted to non-governmental organizations on a provisional basis, for a period of three years, pending information on the status of their application for consultative status with the Economic and Social Council. The Committee also agreed that the provisional observer status could be extended for an additional year, if necessary. The Committee further agreed that it would grant permanent observer status



to such non-governmental organizations upon confirmation of their consultative status with the Council.

4. While the Committee's decision did not specifically include the elements referred to in 2 (c) above, it has been the practice of the Committee, since its decision in 1990, to have before it the constitution or statutes of the organization or entity requesting observer status.

5. On 4 January 2017 the Office for Outer Space Affairs received an application for observer status with the Committee on the Peaceful Uses of Outer Space from the European Science Foundation (ESF), represented by the European Space Sciences Committee (ESSC). The following related correspondence received from ESF-ESSC is attached to this document:

- (a) Letter from ESF-ESSC containing a background information and justifying the intention to become a permanent observer of the Committee;
  - (b) Terms of reference for the European Space Science Committee (ESSC);
  - (c) Consolidated Report and Expenditure Statement of the European Space Science Committee (ESSC);
  - (d) Statutes of the European Science Foundation (ESF).
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**Ms. Simonetta Di Pippo**

Director

United Nations Office of Outer Space Affairs (OOSA)

Vienna International Centre,

Wagramerstrasse 5,

A-1220 Vienna

Austria

1 quai Lezay-Marnesia  
67080 Strasbourg France

3 January 2017

Dear Ms. Di Pippo,

The European Space Sciences Committee (ESSC) is the European Science Foundations' (ESF) strategic board on space research and policy. The ESF is an independent, non-profit organization established in 1974 and its main role is supporting scientific endeavour in Europe.

The ESSC acts as an interface with the European Space Agency (ESA), the European Commission, national space agencies, and ESF Member Organisations on space-related aspects. The ESSC represent a unique focal point which integrates European national research councils and space agencies' strategic interest in all domains of space science and technology activities. The mission of the ESSC is to provide an independent European voice on European space research and policy.


The structure of the ESSC-ESF reflects the variety of the space-related disciplines in Europe. Due to its specific nature, the ESSC is able to provide its Funding Organizations or space agencies with competent, frank, independent and unbiased advice on space science and policy, and on the subjects of importance for the future of these disciplines. ESSC members are appointed *ad personam*, thus ensuring independence of the Committee's advices. The senior space experts, members of ESSC, are not appointed as representatives of national institutions; however they are required to maintain strong ties with ESSC Funding Organizations and/or national space agencies.

The ESSC is supported in ESF by the Space Sciences Unit, whose ESSC-related activities are entirely financed by the ESSC Funding Organisations. The space sciences unit is located in the ESF Headquarters in Strasbourg. The ESF provides the legal entity to ESSC, which includes professional management support on financial, contractual, human resources, communication, administration, IT, and legal matters.

The ESSC objectives are in harmony with the mission of the United Nations Committee on Peaceful Uses of Outer Space. In order to remain at the forefront of space related activities, ensure that the advice given by ESSC is in line with international developments and increase interaction with international state holders in the domain of Space, and following a decision taken at its 49<sup>th</sup> plenary meeting (Stockholm, May 2015), the ESSC is respectfully seeking a status of Permanent Observer to UN COPUOS.

Thank you very much in advance for considering our request.

Yours sincerely,

A handwritten signature in black ink, appearing to read "JC Worms".

**Jean-Claude Worms**  
Chief Executive Officer

# Terms of Reference

European Space Science Committee (ESSC)



### **European Space Sciences Committee (ESSC)**

The European Space Sciences Committee, established in 1975, grew out of the need for a collaborative effort that would ensure European space scientists made their voices heard on the other side of the Atlantic. More than 30 years later the ESSC has become even more relevant today as it acts as an interface with the European Space Agency (ESA), the European Commission, national space agencies, and ESF Member Organisations on space-related aspects. The mission of the ESSC is to provide an independent European voice on European space research and policy.

The ESSC is non-governmental and provides an independent forum for scientists to debate space sciences issues. It is represented ex officio in ESA's scientific advisory bodies, in ESA's High-level Science Policy Advisory Committee advising its Director General, in the EC's FP7 Space Advisory Group, and it holds an observer status in ESA's Ministerial Councils. At the international level, ESSC maintains strong relationships with the NRC's Space Studies Board in the U.S., and corresponding bodies in Japan and China.

EUROPEAN SPACE SCIENCES COMMITTEE (ESSC)

**GENERAL GUIDELINES**

13 JUNE 2008

**Note**

This document is intended to describe the structure and *modus operandi* of the ESSC-ESF. It complements the formal ESSC Terms of Reference (see appendix) and describes in greater detail the various actors of the ESSC (i.e. ESSC members, ESF, and ESSC Funding Organisations), their role, responsibilities and duties with regard to the position taken by, and activities of, the ESSC. It presents their working principles, as well as the interfaces existing between them.

Jean-Claude WORMS  
Head, ESF Space Sciences Unit  
ESSC Executive Scientific Secretary

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## 1 ESSC Mission

The mission of the ESSC is to “*provide an independent voice on European space research and policy*”. The ESSC is an integral part of the ESF. It is the ESF’s Expert Board dealing with space sciences, and its interface with ESA, the European Commission, and national agencies on space science related issues.

The ESSC Strategic Plan 2007-2010 bases the activity of the Committee on the following three pillars:

- underlining the role of space sciences and technology developments as basic pillars of the European space venture;
- supporting European visibility and advising for a role of Europe in global space initiatives;
- regularly assessing the status and perspectives of European space activities

To carry out these overarching tasks, the Committee, in coherence with the ESF, shall:

- monitor, review, and produce independent advice on space sciences and related research and technology;
- facilitate the definition and the organisation of space research programmes at the European level;
- encourage the coordination of space research and related technology and applications by providing adequate discussion forums;
- promote space sciences related activities and increase public awareness of these fields at the European and international level.

In the pursuit of these tasks, the ESSC seeks interaction with the major bodies and supranational entities at the European and world levels, in particular with the European Space Agency (ESA) and with appropriate institutions of the European Union such as the European Commission (EC) or national space agencies. The ESSC shall also seek interaction and establish partnerships with bodies outside Europe, e.g. with the Space Studies Board in the USA, or similar bodies in Japan, China, India.

The ESSC profiles its work and that of its Funding Organisations and of ESF through a range of backward- and forward-looking scientific evaluations, conferences, publications, and online communications.

The Committee is supported by the ESF Space Sciences Unit, whose ESSC-related activities are entirely financed by the ESSC Funding Organisations. The Secretariat was based in Illkirch (France) between 1994 and 2004; the space sciences unit is located since 2005 in the ESF Headquarters in Strasbourg. It provides ESSC and its sponsors with a high quality service in support of the objectives of the Committee.

The ESF provides the legal entity to ESSC, which includes professional management support on financial, contractual, human resources, communication, administration, IT, and legal matters. In return, the ESSC pays overheads to the ESF.

Each year, the ESSC provisional budget is prepared by the Head of Unit, and approved by the Committee and by the ESF. The Head of Unit also reports on the expenditures of the previous year. The finance office of the ESF provides the audited accounts.



## 2 ESSC Members

An ESSC Member must be a scientist of international stature and recognition within the community, with substantial research experience in one of the areas of space sciences. Scientific excellence is thus the essential criterion determining membership in the ESSC.

ESSC members are appointed *ad personam* and thus are not national representatives. However individual ESSC members are required to maintain close contacts with the institution(s) supporting the ESSC in their countries, brief them on the progress in the activities of the Committee, and report back to the ESSC on specific requests or suggestions emanating from the EFOs.

ESSC must not be a biased space lobbying organisation and should only promote the use of space where space is best used for science. To this end members should be selected and recruited only for their high scientific expertise as well as visibility in national agencies and community. A formal bias and conflict procedure has been set in place so that members can have an open discussion on potential biases and conflicts between some of their individual activities or declared positions, and the tasks of, or positions taken by, the ESSC, e.g. qualifications and background useful to the committee in addressing its task; current involvement in space projects; sources of funding; affiliations with bodies towards which the ESSC has, or may have, an advisory role. The goal is to create an environment which will prevent any appearance of bias by the committee when it produces recommendations or position papers.

ESSC members are expected to attend the two annual plenary meetings and participate to the deliberations taking place in plenary sessions as well as in their disciplinary panels. Members are required to openly debate the issues put forth on the agendas of these meetings and collectively agree on conclusions and/or recommendations. Approved ESSC reports convey the collective wisdom and advice of all ESSC members.

Between plenary meetings ESSC members are expected to support Committee-related requests and enquiries by the ESSC Chair, Core Group, or ESSC Office. In particular ESSC members can be invited to play an active role in the peer-reviews that the Committee may be asked to perform, from ESA or other institutions.

## 3 Membership renewal procedure

ESSC members are appointed by the ESF for a 3-year term, renewable once upon proposal of the Chair and Core Group. The following membership renewal procedure has been agreed with the ESF and the ESSC Funding Organisations.

### *Search and proposition of candidates*

The Committee members are appointed for a 3-year term, renewable once for another 3-year period upon proposition of the Chairperson or the Core Group. Approximately one-third of the members should be rotated every year. In due time before the envisaged appointment of new Committee Members by the ESF (i.e. not less than four months in advance), the ESSC Chairperson/Executive Scientific Secretary prepares a list of required disciplinary fields for which new members are needed, along with suggestions of geographical distribution and gender balance for these fields. The ESSC will then provide

suggestions for each of these fields, with replacements. Until nomination by the ESF Governing Council, this process is confidential.

#### *Consultation with ESSC Funding Organisations and related bodies*

The ESSC Executive Scientific Secretary informs the contact persons in the ESSC Funding Organisations (EFOs) of these needs, asking for a timely response. EFOs are entitled to make alternative or additional suggestions regarding the proposed geographical distribution. The ESSC will then propose its new members chosen from this pool of names. In the event of disagreement, the ESSC Executive Scientific Secretary mediates an alternative proposition which must find the support of the ESSC-ESF and of its EFOs.

#### *Appointment of the new Committee Members*

Upon the positive conclusion of this consultation action, the ESSC Executive Scientific Secretary officially informs the new Committee Members of their nominations. After agreement by the selected candidates, the ESF Governing Council is then asked to approve their nominations. The ESF Head of Unit for Space Sciences, together with the ESSC Chairperson, informs ESSC, ESF and ESSC Funding Organisations of these appointments.

## **4 ESSC Plenary Meetings**

The ESSC normally meets twice a year in plenary meetings. The agendas of plenary meetings are proposed by the Chair, in consultation with the Core Group. Major and strategic decisions are taken there by consensus or voting, e.g. agreeing on such actions as:

- setting up of ad hoc working groups or steering committees;
- approval of publications and position papers;
- endorsement of the Chair and Office reports and budgetary issues;
- participation in external contracts.

The plenary meeting's discussions and decisions are summarised in the plenary meeting minutes issued by the ESSC Office after approval by the Chair, commented on and formally approved by the ESSC members at the subsequent plenary meeting or by correspondence.

Representatives of ESA, of the EC, of national space agencies or appropriate national institutions, and of international partners can be invited to attend the meetings of the ESSC. The Committee may invite experts and representatives of relevant organisations to assist in their deliberations and activities, on a case by case basis. Guests are normally excluded from executive sessions.

## **5 ESSC Funding Organisations (EFOs)**

The ESSC Funding Organisations (EFOs) are major national or Europe-wide space scientific institutes and/or space agencies and/or research performing or research funding councils. EFOs are not limited to ESF Member Organisations. Each EFO nominates a representative to serve as liaison to the ESSC.

Due to the specific nature of the ESSC where members are appointed ad personam, EFOs are not formal members of the ESSC. Nevertheless, continued interaction between ESSC and its (EFOs) is actively sought and supported through annual meetings, ad hoc visits, invitations to plenary meetings, or any other opportunities for exchange (web, ad hoc

forums, etc). ESSC can support the development of EFO strategies and both parties can work together to integrate European national research councils and space agencies' strategic interest in all domains of space (science & technology). Through ESSC an independent collective vision on Europe's space research can emerge, in full connection with national priorities, e.g. through strategic/disciplinary surveys. EFOs can pool to suggest activity topics to ESSC. In particular the membership renewal process and the search for a new Chairperson are carried out in close consultation with EFOs.

The EFOs annually contribute the funds for the financing of the ESSC's activities and the running costs of the ESSC Office according to a scale of contributions approved by the ESSC and the ESF, and normally based on the country's civilian space budget. As appropriate, the Committee may explore access to other sources of funding. The calls for contributions are sent by the ESF in the spring of each year and payment is expected before the end of the calendar year. The Committee and ESF can propose to establish bilateral agreements and/or Memorandums of Understanding in consultation with the EFOs. Should an EFO wish to withdraw its contribution to the ESSC as of year N, notice of withdrawal should reach the Head of the ESF Space Sciences Unit prior to 30 September of year N-1.

The ESSC being funded through organisations that are not necessarily ESF Member Organisations, major decisions concerning the life of the Committee such as financial planning or staff-related aspects do not depend solely on ESF decisions but must include appropriate consultation of the relevant EFOs.

## **6 Committee structure – Panels and Core Group**

The ESSC disciplinary panels are the primary foresight and priority setting mechanism of the ESSC. The ESSC establishes and regularly reviews the adequacy of its panel structure. As of 11 January 2008 the ESSC has four such panels, dealing with:

- *Astronomy and fundamental physics – AFP*. This panel covers the areas of stellar physics and exoplanets; galactic astronomy; star formation and interstellar medium; cosmology and high-energy astrophysics; fundamental physics and astroparticles;
- *Earth sciences – ESP*. This panel covers the domains of atmospheric physics and chemistry; solid Earth; oceanography and continental interfaces; glaciology and cryosphere; biosphere and land; GMES and disaster management; space policy and law;
- *Research in weightlessness – RWP*. This panel covers all of life and physical sciences in space, i.e. material sciences; fluid physics and complex plasmas; fundamental physics in space; dust physics; biology; physiology and neurophysiology;
- *Solar system and exploration – SSEP*. This panel deals with Earth and space physics; solar and heliospheric physics; planetary sciences, moons and small bodies; exobiology.

The panels meet in splinter sessions during ESSC plenary meetings, or on specific occasions after agreement by the Chair and Executive Scientific Secretary. The panel meetings are led by panel Chairs, appointed by the ESSC Chair. The panel Chairs constitute the ESSC Core Group, whose task is to support the ESSC Chair between plenary meetings. The Core Group is convened by the ESSC Chair, normally twice a year.

In addition the ESSC may decide to establish ad hoc working groups on subjects which are considered by its members or EFOs to be of strategic importance for space sciences but have yet to be addressed properly or lacking visibility.

## **7 ESSC Chairperson**

The ESSC Chair is responsible for the vision and leadership of the Committee. Working with the Executive Scientific Secretary, they both represent the Committee externally and foster close collaborative relationships with other institutions, agencies and policy makers nationally and internationally.

With the assistance of the Executive Scientific Secretary, the ESSC Chair is responsible for ensuring that the ESSC members receive accurate, timely and clear information, in particular to enable the Committee to take sound decisions in order to promote the success of its activities. The ESSC Chair presides over meetings of the Committee and Core Group and:

- ensures their smooth running, keeping order, and ensuring that sufficient time is given to consider critical issues and successful completion of business;
- ensures that discussion points are relevant to the agenda;
- approves reports of meetings chaired and endorses plenary meeting agendas;
- discusses options and issues;
- provides insight regarding external developments.

The ESSC has a unique role to play on the European space scene, recognised by all of its actors. The ESSC Chair thus participates in European and international forums with a very high visibility, sits ex officio in a number of advisory bodies of ESA and EC, and is the ESF observer and “speaker for science” in the ESA Councils at ministerial level, together with the ESSC Executive Scientific Secretary.

Finally the ESSC Chair advises the ESF (and therefore European research councils and academies) on space science related matters. In particular the ESSC Chair attends regular meetings of ESF Committee Chairs, convened by the ESF Chief Executive or the ESF Director of Science and Strategy.

The ESSC Chair should therefore be a respected, senior and very experienced scientist of international stature and recognition in one of the areas of space research, being able to combine strong personal views with a preparedness to take advice from others. The ESSC Chair should be able to combine views across the many different space science disciplines and the ability to facilitate effective decision making. The ESSC Chair should have sufficient time to dedicate to this activity and be capable of “selling” the ESSC vision and ideals to decision-makers at the highest level.

## **8 ESSC Executive Scientific Secretary**

The Committee is managed on a daily basis by an Executive Scientific Secretary who supports the ESSC Chairperson and the Committee in all aspects of its work. The ESSC Executive Scientific Secretary is the Head of the ESF Space Sciences Unit, who is part of the senior management of ESF and thus also reports to his/her hierarchy on the objectives and achievements of the Committee. ESF must consult the Committee and the relevant EFOs on contractual decisions concerning the Executive Scientific Secretary.

The ESSC Chairperson can delegate specific tasks to the ESSC Executive Scientific Secretary. The Executive Scientific Secretary participates to and supports the Core Group meetings.

The Executive Scientific Secretary manages all aspects of the Committee work and activities, in particular, but not limited to:

- management of the ESF Space Sciences Unit
  - financial planning and budget management
  - staff recruitment and supervision
  - reporting to ESF and cross-ESF unit activities
  - participation to the ESF senior management structure
  - management of approved ESF instruments relevant for the space community;
- strategy definition and monitoring of initiatives relevant to the Committee charge
- activity planning and brainstorming on future activities
- evaluation and review
- external relations
- report drafting and publication
- participation to all meetings relevant to the Committee charge and activities
- support to the ESSC Chair, Core Group and members

The ESSC Executive Scientific Secretary should therefore be a recognised and experienced scientist of international stature and recognition in one of the areas of space research, with practical knowledge of the other areas. He/she should have sufficient experience in science management and should be autonomous and creative. The ESSC Executive Scientific Secretary should also be capable of “selling” the ESSC vision and ideals to decision-makers at the highest level.

## **9 ESSC Office in ESF**

The ESF Space Sciences Unit is the ESSC supporting office. This office is in charge of overall coordination and management of the ESSC and supports the activities recommended by the Committee, in full compliance with the ESF rules and practices. The Office carries out and implements the decisions taken at plenary meetings and Core Group Meetings; furthermore it is pro-active with regard to addressing relevant matters occurring between meetings.

Reporting directly to the Head of the ESF Space Sciences Unit, the Office is responsible for serving as the principal focal point for ESSC Chair, panel Chairs, ESSC members, and EFOs.

As a continuous task the ESSC Office has the key role of monitoring space research developments, keeping abreast of developments at national, European and global levels. In this context, the Office supports the Committee in collating and synthesising information on space research, and providing analyses, forecasts and reports to the European research community. It prepares commentaries and reports; contributes to reports and ad hoc studies on topics arising.

Office activities require adequate staffing in terms of science officers and administrators. Staffing is managed through ESF and ESSC Office employees are ESF staff.

## 10 External representation

On activities of relevance for the ESSC considered as such by its members or suggested by its EFOs and where clear added value has been identified, the ESSC can interact at different levels in external activities. For such interaction and when personal involvement is required, the ESSC can be represented by its Chair, Core Group member, one of its members or a member from the Office. Representation is validated by the ESSC Chair.

Examples of such interactions include:

- participation as full partner of European-wide initiative with participation in the decision making structure and contractual duties;
- member of advisory panels;
- observer to external structures and/or project;
- participation in organising committee of relevant scientific events;
- support to the organisation or setting up of events, projects or structures;
- endorsement of external initiatives.

In particular the ESSC has a long history of collaborating with the Space Studies Board of the US National Academies/NRC. Both committees exchange observers and liaisons, attend each other's plenary meetings and ad hoc events, and interact through joint projects. Similar interactions have started to develop with similar bodies or individuals in Japan and China.

## 11 Reporting

The ESSC positions and advice are published as ESSC-ESF study reports, position papers, recommendations, newsletters, leaflets, ESF policy briefings, or any other adequate means. For strategy/policy reports, position papers or recommendations, the overall publication process abides by the following rules:

- *Approval of the report contents.* When the Committee itself is carrying out the related evaluation or reflexion, approval is managed at plenary meetings or, should the activity timeline prevent waiting for the next plenary meeting, done through correspondence with all ESSC members. In cases where an ad hoc group or steering committee has ownership of the consultation process, approval is first formally obtained from the group prior to official approval by the ESSC.
- *External independent peer-review.* All ESSC position papers should be externally peer-reviewed by a set of referees who did not take part in the consultation process leading to the production of the report. Referees are chosen for their diverse perspectives and expertise in accordance with procedures used by the ESF. The purpose of the review is to provide additional critical comments to assist ESF and ESSC in making the published report as sound as possible and to ensure that it meets standards for objectivity, evidence and responsiveness to the study charge. All referees' comments must be addressed and replied to. The contents of the review comments and draft manuscript remain confidential to protect the integrity of the deliberative process, but referees are normally acknowledged.
- *Endorsement by ESF governance.* After adequate external review reports are formally endorsed by the ESF Chief Executive, who ensures that the procedure has been completed in compliance with ESF's rules and quality standards.

- *Publication.* Regardless of the study charge and guidelines all ESSC-ESF reports and position papers are made available to the general public after publication, and widely disseminated to its Member Organisations, EFOs, and scientific community through hardcopies and/or the internet.

## 12 APPENDIX – ESSC TERMS OF REFERENCE

The Terms of Reference of the ESSC are defined below in accordance with the views of the Committee and the recommendations of the 1996 and 2003 ESF Review Panel for the ESSC. Beyond these Terms of Reference, the Statutes of the ESF shall apply where relevant.

### 1. ESSC Mission and Status

The mission of the ESSC is to provide an independent voice on European space research and policy. The ESSC is an integral part of the ESF. It is the ESF's Expert Board dealing with space sciences, and its interface with ESA and the European Commission on space sciences issues.

### 2. ESSC Role

The ESSC has the overall responsibility of:

- underlining the role of space sciences and technology developments as basic pillars of the European space venture;
- supporting European visibility and advising for a role of Europe in global space initiatives;
- regularly assessing the status and perspectives of European space activities

To carry out these overarching tasks, the Committee, in coherence with the ESF, shall:

- monitor, review, and produce independent advice on space sciences and related research and technology;
- facilitate the definition and the organisation of space research programmes at the European level;
- encourage the coordination of space research and related technology and applications by providing adequate discussion forums;
- promote space sciences related activities and increase public awareness of these fields at the European and international level.

In the pursuit of these tasks, the ESSC seeks interaction with the major bodies and supranational entities at the European and world levels, in particular with the European Space Agency (ESA) and with appropriate institutions of the European Union such as the European Commission. The ESSC also seeks interaction and establishes partnerships with bodies outside Europe, e.g. with the Space Studies Board in the USA.

### 3. ESSC Committee Membership and Chairmanship

Committee Members are drawn from reputed experts active in all fields of space sciences on the basis of scientific expertise and recognition within the community, so as to ensure the authority and credibility of the Committee. The Members are appointed *ad personam* by the ESF for a three-year term, renewable once, after appropriate consultation with the ESSC and its Funding Organisations. Committee Members are however required to maintain strong links with their national ESF Member Organisation(s) or with their national ESSC Funding Organisation involved in space sciences and in space technology applications for science and research. The detailed membership procedure is described in section 3 of the ESSC-ESF guidelines.



The committee membership must allow a credible coverage of space sciences disciplines, as well as geographical balance of its members. If they wish, ESF Standing Committees may appoint Liaison Members to ESSC.

The Chairman of the ESSC is appointed by the ESF, after appropriate consultation and search action. The ESF Chief Executive appoints a small Search Committee and its Chairperson after appropriate consultation with the ESSC Funding Organisations. This Search Committee is responsible to the ESF Chief Executive for evaluating the various candidates suggested by the Committee, the ESF and the ESSC Funding Organisations. The Search Committee shall establish a shortlist of no more than three candidates and organise their interview with the ESF support. Following which, the Chair of the Search Committee shall recommend a candidate to the ESF Chief Executive.

The Committee is managed on a daily basis by an Executive Scientific Secretary who supports the ESSC Chairperson and the Committee in its work. The ESSC Executive Scientific Secretary is the Head of the ESF Space Sciences Unit.

#### **4. ESSC Funding Organisations (EFOs)**

The ESSC Funding Organisations (EFOs) – financing the budget of the Committee – should be involved directly or indirectly in space sciences and technology research, in the operation of related facilities, and/or in space technology applications for science and research.

Subscribing EFOs generally belong to the Member Organisations of the ESF. Beyond these, a national or supra-national institute or agency can become an EFO if its statutes are consistent with those of the ESSC and the ESF. To detail the duties and responsibilities of EFOs and ESSC, the Committee and ESF can establish bilateral agreements and/or Memorandums of Understanding in consultation with the EFOs.

The term of EFOs shall continue as long as the association of the Committee with the ESF is effective. An EFO may withdraw from ESSC at the end of the ESF financial year by providing ESSC-ESF with a 3-month notice of withdrawal, i.e. no later than 30 September.

The ESSC being funded through organisations that are not necessarily ESF Member Organisations, major decisions concerning the life of the Committee such as financial planning or staff-related aspects do not depend solely on ESF decisions but must include appropriate consultation of the relevant EFOs.

#### **5. ESSC Modus Operandi**

The Committee generally holds two plenary meetings per year at which all business items except financial matters are considered. The financial report is provided and discussed at the first plenary meeting of ESF's financial year. The committee meetings are convened by the ESSC Chairperson.

The ESSC Chairperson can delegate specific tasks to the ESSC Executive Scientific Secretary.

The Committee establishes structures and procedures as necessary to meet its mission. The Committee works through four disciplinary panels: (i) Astronomy and Fundamental Physics; (ii) Earth Sciences; (iii) Solar System and Exploration; and (iv) Research in Weightlessness. The Panel Chairs are appointed by the Chair and constitute the ESSC Core Group, led by the ESSC Chairperson and assisted by the Executive Scientific Secretary. The Core Group assists

the ESSC Chairperson in his tasks. The Committee may set up additional panels and ad hoc groups to carry out particular tasks, involving also external members of the community.

The Committee, if it is deemed necessary, may draw up a set of regulations for its *modus operandi*, in line with the Terms of Reference.

## **6. ESSC Finance**

The budget of the ESSC is contributed *à-la-carte* by the EFOs. Contributions from other bodies – such as the European Commission or the European Parliament – may also be sought. The budget of the ESSC (income and outflow) is managed by the ESF. Financial commitments for the Committee's operation and work, including those for scientific and secretarial assistance, are made through the ESF.

The Committee sets up annual or multi-annual Financial and Implementation Plans within the envelope of its foreseen inflow budget.

## **7. Reporting and Advising**

The Committee reports to the ESF Governing Council and General Assembly. The Head of the ESF Space Sciences Unit is part of the senior management of ESF and thus reports to his/her hierarchy on the objectives and achievements of the Committee.

In making recommendations to external bodies, the ESSC acts responsibly and independently within the framework and procedures of the ESF and a proper scientific code of conduct. The Committee will ensure that the ESF governance and Chief Executive are appropriately consulted before the publication of such advice. ESSC views expressed in such reports do not necessarily represent the opinions of the EFOs or the ESF Member Organisations, and would not bind the sponsors in any way.

ESSC reports, position papers, etc should be peer-reviewed prior to publication, according to ESF rules.

## **8. Review of ESSC**

The ESF will enable the review of the work and mandate of the ESSC at least every five years. To this end the ESF will establish an independent Review Panel composed of highly reputed experts and nominate its Chairperson. The Review Panel tasks will include reviewing the activities of the Committee since the last review and auditing members of the Committee, in particular its Chairperson and the ESSC Executive Scientific Secretary. The Review Panel will produce a set of recommendations for the ESF Chief Executive, who will then decide on a continuation of the ESSC, in consultation with relevant parties.

*These Terms of Reference were approved by the 36<sup>th</sup> ESSC plenary meeting on 9 June 2008.*

# GENERAL BUDGET 31/12/2015 | Management Accounts | Table 1 (kEUR) |

## Consolidated Income and Expenditure Statement

EXPENDITURE	2014	2015	Balance at 12/15	NET INCOME	2014	2015
General Budget	11 585	6 121	-327	General Budget	11 585	5 794
Account for Closed Prog.	2 104	1 456	7	Account for Closed Prog.	2 112	1 463
ESF Research Networking Prog.	3 327	3 369	0	ESF Research Networking Prog.	3 327	3 369
A La Carte Expert Committees	1 221	1 102	0	A La Carte Expert Committees	1 221	1 102
ESF Research Conferences	598	332	218	ESF Research Conferences	598	550
Joint Programmes	504	203	269	Joint Programmes	504	472
External Peer Review Support	851	572	-116	External Peer Review Support	851	456
Eurocores	731	387	2 901	Eurocores	731	3 288
COST Contract	35 772	46	-50	COST Contract	35 772	- 4
Other Contracts	568	387	35	Other Contracts	568	422
<b>TOTAL</b>	<b>57 261</b>	<b>13 975</b>	<b>2 937</b>	<b>TOTAL</b>	<b>57 269</b>	<b>16 912</b>

## 31.12.15 Management Accounts | Table 2 (kEUR) |

### Consolidated Balance Sheet

Assets	2014	2015	Liabilities	2014	2015
Fixed assets	322	171	Working Capital	751	751
Receivables	6 422	397	Reserve on Account for Closed Programmes	663	671
			Grants received for building works	128	43
			Dedicated Funds	849	65
			Provisions	9 456	7 521
			Payables	7 111	1 281
Cash Positions	22 203	16 348	Received in advance and committed	9 981	3 647
Securities	21 885	12 984			
Cash at banks	318	3 364	Final Balance	8	2 937
<b>TOTAL ASSETS</b>	<b>28 947</b>	<b>16 916</b>	<b>TOTAL LIABILITIES</b>	<b>28 947</b>	<b>16 916</b>

# **European Science Foundation**

**Association subject to the local laws of Alsace-Moselle**

**Registered office: Strasbourg (67000) – 1 Quai Lezay-Marnésia**

## **Statutes**

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# **Title I – Form – Name – Goal – Means of Action – Registered Office – Term and Registration**

## **Article 1 – Formation and name**

A non-governmental, internationally-oriented, non-profit association governed by the local law of associations of Haut-Rhin, Bas-Rhin and Moselle (Articles 21 to 79 IV of the local Civil Code), named **“European Science Foundation”** encompasses the parties adhering to these Statutes and by those that adhere to them later on.

## **Article 2 – Aims**

The aims of the Association consist of initiating, supporting, developing and implementing all actions striving, at the European and international levels, to:

- serve and strengthen all disciplines of science,
- foster cooperation between the various research stakeholders,
- support and assist the conduct of scientific research.

The Association's resources are used exclusively in pursuit of achieving the aims and objectives set out in this article.

All of the Association's actions are politically neutral and are guided by the following values: pan-European as well as worldwide scope, scientific excellence, openness, responsiveness, ethical awareness and human values. The members affirm their adherence to these values at the time of their admission.

## **Article 3 – Means of action**

To achieve its aims, the Association proposes implementing the following means of action:

- leading, supporting or participating in any studies in connection with research,
- facilitating and encouraging the mobility of researchers,
- supporting the free circulation of information and ideas, and the application thereof,



- facilitating cooperation for access to existing research infrastructure and for the planning, creation and development of new infrastructure,
- planning, setting up, and, if necessary, managing collaborative research activities,
- performing activities in favour of the European scientific community and, more broadly, of Society at large,
- managing and/or coordinating the implementation of national, European or international research contracts,
- providing services in administrative, financial, information-technology, human-resources and management matters, to aid bodies whose activities are related to scientific research,
- organising, coordinating and/or conducting scientific expert assessments and evaluations for third parties,
- responding alone or in partnership to calls for proposals or calls for tenders,
- entering into all agreements or partnerships with any public or private bodies which, for any reason whatsoever, are interested in the activities of the Association or perform similar, complementary or related activities, or activities that are relevant to the achievement of the Association's aims,
- printing, publishing and disseminating any documents, works, articles, flyers, etc. in all types of media, within the scope of its above aims or likely to contribute to their achievement,
- investing in the capital of corporate structures or groups, or joining non-profit organisations whose activities are likely to contribute directly or indirectly to the achievement of the aforementioned aims,
- selling, on a regular or occasional basis, any products or services within the scope of its purpose and likely to contribute to attaining it.

And, more generally, undertaking any actions that may be in connection with and/or valuable for the development of its members and hosted organisations or favourable to the achievement of its aims.

#### **Article 4 – Registered office – Term and registration**

The registered office is in Strasbourg (67000) – 1 Quai Lezay-Marnésia.

It may be moved to any location in Alsace by a decision of the Executive Board adopted by three quarters of the valid votes cast by members of the Executive Board present in person or by proxy.

The Association is registered with the register of associations of the Court of First Instance (Tribunal d'Instance) of Strasbourg in volume XXXV folio 7.

The Association shall have an indefinite term.



## **Title II – Members of the Association**

### **Article 5 – Members – Categories and definitions**

1. The Association includes:

- public or private bodies having their registered office in France or abroad, whose chief mission is the promotion and the financial and other support of scientific research and/or the performance of research operations,
- any other public or private bodies interested in scientific research in any capacity whatsoever.

2. The Member Organisations of the Association are divided up into two categories:

- full members and
- associate members.
- Full members are bodies that undertake to participate regularly in the Association's activities and to work towards achieving its aims.

Full members participate with voting rights in the General Assemblies and are eligible to serve as members of the Executive Board.

Full members as of 1 January pay an annual fee, the amount and due dates of which are set each year by the Ordinary General Assembly according to proposals made by the Executive Board.

The Executive Board may also decide to establish an entry fee to be paid by new full members upon their admission.

- Associate members are organisations that undertake to contribute occasionally to the Foundation's objectives through their scientific or other skills.

Associate members participate without voting rights in the General Assemblies and are not eligible to serve as members of the Executive Board.

They are not required to pay an annual fee. However, if they wish, they may contribute to the Association's resources by making a voluntary contribution.

### **Article 6 - Acquisition of membership and change of category**

Organisations that wish to become full or associate members of the Association must, after the necessary consultations, submit a formal application to the Chief Executive, who will refer this application to the Executive Board.

The Executive Board decides on the approval of candidate organisations. No appeals are possible and no reasons or explanations are given for its decisions. Applications for membership must indicate which membership category the organisation wishes to join.

A Member Organisation approved for either membership category may request a change of category to the Executive Board at any time.

The Executive Board decides on such requests under the same conditions as those set out in the paragraph above for initial membership applications.

Category changes become effective at the end of the budget year during which the Executive Board approved the member's request to change categories.

On behalf of the Executive Board, the Chief Executive examines what added value and benefit the Association may gain from a new membership.

A list of members shall be kept by the Executive Board. Membership status shall not be assignable or transferable.

## **Article 7 – Legal entities**

Legal entities that become members of the Association are required upon admittance to appoint an authorised individual to represent the legal entity, and to notify the Executive Board should this appointment change.

Representatives of legal entities that are members of the Association must be approved by the Executive Board in the same manner as if those representatives were themselves personally becoming members, subject to the same conditions as those set out in Article 6.

If, for any reason whatsoever, the representative of an organisation loses the capacity under which his or her appointment as representative of that organisation was made, that representative also automatically loses the right to participate in the various statutory bodies of the Association.

If an appointed representative is exceptionally unavailable, the Member Organisation of the Association may appoint a special representative for specific deliberations, or it may appoint a temporary representative for a period not exceeding three months.

## **Article 8 – Responsibility of members of the Association and of members of the Executive Board**

No member shall be personally liable in respect of commitments entered into by the Association. Such commitments shall be met solely by means of the Association's own assets.

The Association shall be liable for any loss, damage or injury caused to third parties by the Executive Board, one of its members or any other representative appointed in accordance with

its Statutes, as the result of any matter giving rise to liability, occurring in the performance of their duties.

## Article 9 - Loss of membership

Membership shall be lost in the following cases:

1. resignation notified in writing to the President of the Association, which comes into effect on:
  - 31 December of the year in which resignation is notified if notification of resignation is received between 1 January and 30 September,
  - 31 December of the following year if notification is received between 1 October and 31 December.
2. the dissolution or disappearance of legal entities, for any reason whatsoever, or legal entities declaring *sauvegarde* status<sup>1</sup> or going into receivership or liquidation under court supervision,
3. dismissal pronounced by the Executive Board for non-payment of the annual fee, after the issue of a formal notice,
4. exclusion declared by the Executive Board due to serious misconduct, after the interested party has been requested to present its defence.

Members whose exclusion is envisaged by the Executive Board due to serious misconduct shall be called to a meeting by the Executive Board by notice given by registered mail with acknowledgement of receipt at least fourteen days before the date of the meeting. The notice shall specify the time and place of the meeting, the matters held against the member and the potential disciplinary action.

Any member who is duly called shall be asked to provide explanations. For this purpose, the member may use the means of defence of its choice, including obtaining counsel or representation at its own cost, after first informing the Executive Board of the same, in writing.

In the event of absence from the first meeting, the member is once more called to a meeting under the same conditions. Unless the absence was caused by a case of *force majeure*, if the member fails to attend the meeting after being sent a second notice, that member shall be excluded automatically.

Serious misconduct shall include:

- Any fact or behaviour aimed at (or that has the effect of) hindering the smooth running of the Association or harming the image or interests of the Association or its leaders;
- Any public stance presented in the name of the Executive Board not duly approved by the Executive Board or by the General Assembly of the Association;
- Any disclosure of information outside of the collegiate bodies by which such information was issued, without the prior authorisation of the President;
- The repeated violation of the distribution of powers of the various bodies or functions, as defined in these Statutes.

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<sup>1</sup> protective procedure inspired by Chapter 11 of the U.S. Bankruptcy Code

Members may not appeal notified decisions of exclusion at General Assemblies.

At its discretion, the Executive Board may temporarily suspend members instead of excluding them, subject to the conditions stipulated above regarding exclusion.

For the duration of suspensions, suspended members are not entitled to participate in the life of the Association in any way whatsoever. Suspension decisions are not subject to appeal.

If a Member Organisation is dissolved, its asset holders shall not remain in the Association unless they have been personally approved in accordance with the provisions of Article 6.

## **Title III – Accounts and resources of the Association**

### **Article 10 – Resources**

The resources of the Association include:

- entry fees,
- membership fees paid by full members,
- voluntary contributions made by associate members and by any third parties,
- subsidies from the State, public authorities and their establishments, the European Union or international organisations,
- interest and income from the assets and securities belonging to the Association,
- donations and legacies that the Association may be allowed to accept as a result of its capacity or the nature of its purpose or activities,
- dividends from any subsidiaries,
- proceeds from the sale of goods and services produced by the Association,
- any other resources not prohibited by applicable laws and regulations.

### **Article 11 – Accounting**

Within six months of the end of each financial year, the Association shall prepare annual financial statements in accordance with applicable accounting standards, subject to any adaptations provided in the applicable accounting regulation relating to the preparation of the annual financial statements of associations and foundations.

The annual financial statements and their appendices, the activity report, the financial report and the reports from the Statutory Auditors shall be made available to the members for a period of fourteen days before the date of the Ordinary General Assembly called to approve the financial statements of the previous period.

## **Article 12 – Financial year**

The financial year shall begin on 1 January and end on 31 December.

## **Article 13 – Auditing of financial statements**

The annual financial statements shall be audited annually by one or several Statutory Auditor(s) appointed for six years by the Ordinary General Assembly. Such appointments are renewable.

The Statutory Auditor(s) shall present to the Annual Ordinary General Assembly, called to approve the annual financial statements, a general report, a special report on “regulated” agreements and, where applicable, a report on agreements providing for the remuneration of elected officers.

The Statutory Auditor(s) shall not be eligible to hold positions on the Executive Board.

## **Article 14 – Reserve fund**

One or several reserve funds may be established by a simple decision of the Executive Board, for the purpose in particular of covering the financial commitments borne by the Association in the course of its operation and to meet all or part of its obligations.

The arrangements for operating and replenishing this reserve fund or these reserve funds shall be determined by the Executive Board.

## **Article 15 – Contributions**

In the event of any contribution made to the Association of movable or real property, the contributor's right to take back such assets shall be exercised in accordance with the agreements entered into with the Association, duly represented by its President or by any other person appointed for this purpose by the Executive Board, the only body having authority to accept contributions.

## **Title IV – Administration of the Association**

### **Article 16 – Executive Board: composition**

The Executive Board is composed of 3 to 8 members and a President.

The members of the Executive Board and the President are elected by the Ordinary General Assembly for a term of 3 years; each year being understood to be the period between two Ordinary Annual General Assemblies approving the annual accounts.

The members of the Executive Board are chosen from the representatives of the full members.

The President is chosen from the representatives of the full members or from outside of the members of the Association.

The terms of the members of the Executive Board shall be renewed once every three years.

Outgoing members shall be immediately re-eligible.

In the event of a vacancy of one or several positions on the Executive Board, due in particular to a resignation, dismissal, dissolution, loss of membership in the Association or absence for invalid reasons from two consecutive meetings of the Executive Board, the Executive Board may at its discretion replace its members temporarily by co-option.

The Executive Board is required to make such replacements if fewer than 3 members remain in office.

Their definitive replacement shall be made at the next General Assembly. The terms of office of the members of the Executive Board elected in this manner shall expire when the terms of office of the replaced members normally would have expired. If the elections of members of the Executive Board are not ratified at the General Assembly, any deliberations made and actions taken by such members shall be valid nonetheless.

Terms of office of members of the Executive Board expire:

- when the term of office ends, after the Ordinary General Assembly called to decide on the financial statements of the previous financial year, held in the year during which the term of office expires,
- when the member resigns,
- when the organisation is dissolved,
- when a full member loses its membership in the Association,
- when the Ordinary General Assembly dismisses the member; the Ordinary General Assembly may do so at will even if that is not on the agenda of the meeting,
- or when the Association is dissolved.

## **Article 17 – Executive Board: remuneration**

All duties performed by the members of the Executive Board are unpaid. Expenses incurred by members while performing their duties shall be advanced to them following the submission of a quote, or refunded upon submission of receipts.

Any amounts paid to the members of the Executive Board must correspond precisely to the expenses actually incurred by the members in the performance of their duties and remain consistent with reasonable, well-managed practices.

Notwithstanding the above, the members of the Executive Board and/or the President may be paid in strict conformity with the conditions and limits set out in Article 261,7-1°d of the French General Tax Code.

## **Article 18 – Operation of the Executive Board**

The Executive Board shall meet at least twice a year upon the initiative of and upon notice given by the President, and whenever the President deems it useful to do so, in the interest of the Association.

The Executive Board may also meet upon the initiative of at least half of its members, upon notice given by the President. Should the President fail to give such notice within fourteen days of the request, the notice shall be given by the members wishing to call the meeting.

The notices of meeting shall be given by means of a letter, an e-mail or any other written or electronic means, sent to the members of the Executive Board at least twenty-one days before the date of the meeting.

Notices of meeting shall contain the agenda of the meeting, prepared by the President.

When the Executive Board meets upon the initiative of at least half of its members, those members may have the items of their choice included on the agenda.

The deliberations of the Executive Board shall not be considered valid unless a third of its members are present in person or by proxy. Any member of the Executive Board unable to attend a meeting may be represented by another member of the Executive Board holding a special proxy for this purpose. Each member of the Executive Board may hold no more than one proxy.

With the authorisation of the majority of the members of the Executive Board present, a member of the Executive Board may participate in and vote at a meeting via video conferencing or any other means of telecommunication enabling that member of the Executive Board to be identified.

Decisions shall be adopted by a majority of the valid votes cast by the members of the Executive Board present in person or by proxy, with the exception of decisions concerning the transfer of the registered office. In this case, the decision shall be adopted as provided for in Article 4, by a majority of three quarters of the valid votes cast by members of the Executive Board present in person or by proxy.

In the event of a tied vote, the President shall have a casting vote.

Voting shall be by a show of hands or by secret ballot upon the request of one of the members of the Executive Board.

A member(s) of the Executive Board may be requested to leave the room when the issues raised concern that (those) member(s) personally.

The Chief Executive of the Association shall participate in the meetings of the Executive Board, but shall not vote on resolutions. The Chief Executive may be requested to leave the room, in particular when the issues raised concern him or her personally.

The Executive Board may invite any person, whose duties, skills or experience may inform the Executive Board's decisions, to participate in its meetings, without being entitled to vote.

In case of proven urgency to adopt a decision, the President may organise an electronic consultation of the members of the Executive Board.

The electronic consultation request shall be sent to the members of the Executive Board, together with the draft resolutions and any documents required to inform members of the Executive Board.

Members of the Executive Board shall have a period of 8 days from the date of receipt of the draft resolutions to issue their vote by electronic means. During the said 8-day period, the members may request any further explanations they may deem necessary from the President.

Electronic voting must be expressed as "YES" or "NO". Any member of the Executive Board who has not provided his or her response within the prescribed period shall be considered as having abstained. Decisions made by electronic consultation shall be valid when adopted by a majority of the valid votes cast by the members of the Executive Board who voted.

Decisions validly adopted by the Executive Board are binding on all of its members, even if they were absent during the vote, or if they abstained or voted against.

All deliberations of the Executive Board shall be recorded in minutes entered in the record of deliberations, without any gaps or erasures, and signed by the President, who may issue copies or extracts of the same.

## **Article 19 – Powers of the Executive Board**

The Executive Board shall be vested with the broadest powers to administer the Association within the limits of its purpose and subject to the powers granted to the General Assembly by the Statutes, and in particular:

- a) The Executive Board shall define the policy and general orientations of the Association.  
The Executive Board may form specialised committees or working groups, of which it shall determine the rights and obligations and the rules of composition and operation.
- b) The Executive Board shall rule on the approval and exclusion of full and associate members.
- c) The Executive Board shall decide on the purchase and sale of all movables and goods, ordering all repairs, work and fittings, purchasing and selling all securities and stocks.



The Executive Board is the body authorised to approve contributions made to the Association.

- d) The Executive Board may take leases on and acquire all properties required for the achievement of the purpose of the Association, grant leases and mortgages on the properties of the Association, sell or exchange the said properties, take any loans and grant any guarantees and securities.
- e) The Executive Board shall decide on the acceptance of donations made to the Association.
- f) The Executive Board shall decide on the Association's creation of corporate structures or groups, or its investment in existing corporate structures or groups, and on the Association's membership in other non-profit organisations.
- g) The Executive Board shall decide on the main themes of communication and public relations.
- h) Before the beginning of each financial year, the Executive Board shall set the forward budget and monitor its implementation.
- i) The Executive Board shall prepare the financial statements for the previous year, prepare notices of General Assemblies and set their agendas.
- j) The Executive Board shall appoint and dismiss the President.
- k) The Executive Board shall approve the hiring of the Chief Executive proposed by the President:

in association with the President, the Chief Executive shall implement the policy decided by the Executive Board. By virtue of the powers vested in him or her by the Executive Board, the President shall be authorised to dismiss the Chief Executive. The President shall also delegate all necessary powers and signing authority to the Chief Executive.

These powers shall be delegated in writing. Delegations of powers shall stipulate the scope and limits of the delegated powers and indicate if the powers may be sub-delegated. The Executive Board shall be informed of any delegations of power granted by the President.

- l) The Executive Board shall propose to the General Assembly the appointment of regular and substitute Statutory Auditors.
- m) The Executive Board shall approve the rules and regulations of the Association proposed by the President.
- n) The Executive Board shall authorise acts and commitments that exceed the specific powers of the President, and may grant to a member of the Executive Board or to the Chief Executive any delegation of powers for a given mission.
- o) The Executive Board shall determine the Association's cash investment policy.
- p) The Executive Board shall officially acknowledge the existence of the agreements referred to in Article L. 612-5 of the French Commercial Code submitted to it by the President, and it shall ensure that the corresponding report is prepared and submitted to the General Assembly.
- q) The Executive Board may request the opening of proceedings for receivership or liquidation under court supervision when the Association is unable to cover its liabilities with its available assets.

## Article 20 – President

The President shall serve as the President of both the Association and the Executive Board. The President shall assure the effective management of the day-to-day work of the Association and shall act on behalf of the Executive Board and the Association, particularly:

- a) The President shall represent the Association in all acts of civil life, and he or she shall be fully empowered to make commitments on its behalf.
- b) The President shall be authorised to represent the Association in court, as petitioner and as defendant. The President may be replaced only by a representative acting by virtue of a special proxy granted by the President himself or herself, or by the Executive Board when necessary.
- c) The President may, with the prior permission of the Executive Board, take any legal action to defend the interests of the Association, come to any arrangements and seek any remedies.
- d) The President shall call the meetings of the Executive Board, set their agendas and chair the meetings.
- e) The President shall implement the cash investment policy as approved by the Executive Board.
- f) The President shall execute or cause to be executed the decisions adopted by the Executive Board.
- g) The President shall schedule the expenditures, prepare the annual budget and monitor that it is implemented properly.
- h) The President shall ensure that the Association's annual financial statements are duly prepared. The President shall be authorised to open and manage any bank accounts and savings accounts in any credit or financial institutions.
- i) The President may sign all sale or purchase agreements and generally all deeds and agreements required for the execution of the decisions of the Executive Board and the General Assemblies.
- j) The President shall notify the Statutory Auditor of any regulated agreements as referred to in Article L. 612-5 of the French Commercial Code.
- k) The President shall present the Annual Activity Report to the General Assembly.
- l) The President may delegate part of his or her powers and signing authority to the Chief Executive or another salaried executive. He informs the Executive Board as soon as possible. Delegations of powers and/or signing authorities must be in writing. These delegations must stipulate the scope and limits of the delegated powers.
- m) The President shall also ensure that the Association runs properly from a material, administrative and legal perspective. The President shall prepare or cause to be prepared under his or her control the minutes of the meetings and deliberations of the Executive Board and the General Assemblies.
- n) The President shall perform or cause to be performed under his or her control the formalities provided under the Local Civil Code.
- o) The President shall be responsible for all the acts and declarations provided under articles 59, 64, 67, 71, 72, 73, 74 and 76 of the Local Civil Code.

## **Title V – General Assemblies**

### **Article 21 – General Assemblies: common provisions**

The General Assemblies shall include all the representatives of the full and associate members of the Association, approved in accordance with the provisions of Article 6, having paid up their fees on the date on which the notices of the said Assemblies are sent.

Only representatives of full members are entitled to vote at the meetings.

Each representative of a full member may be represented by another representative of a full member of the Association holding a proxy. Representation by anyone else is prohibited. No representative present may hold more than one proxy during a single meeting.

The President may invite any person showing a special interest in the Association to participate in the work of the General Assembly, in an advisory capacity.

The meetings shall be called by the President by delegation of the Executive Board or upon the request of at least half of the representatives of paid-up full members.

In the latter case, the President must give the notice of meeting no less than fourteen days from the date of receipt of the request.

Notices of meetings shall be sent to each member of the meeting, by any written or electronic means, at least fourteen days prior to the date of the meeting. The notice shall contain the agenda of the meeting as decided by the Executive Board or by the representatives who requested the meeting.

Assemblies may only deliberate on items on the agenda, with the exception of the dismissal of members of the Executive Board, which may be considered at will and due to an incident occurring during a meeting.

General Assemblies shall be held at the registered office or at any other place stated in the notice.

The General Assembly shall be chaired by the President or, if the President is absent, by the person appointed by the General Assembly.

An attendance sheet shall be prepared and signed by members as they enter the meeting. The attendance sheet shall be certified by the President and scrutineers appointed by the General Assembly.

Decisions validly adopted by the General Assembly are binding on all of its members, even if they were absent during the vote, or if they abstained or voted against.

The deliberations are recorded in minutes entered in the record of deliberations of the General Assembly, without any gaps or erasures, and signed by the President.

## **Article 22 – Ordinary General Assemblies**

Ordinary General Assemblies shall be held at least once a year, within six months of the end of the financial year.

Ordinary General Assemblies shall hear the activity report and the financial report, as well as the reports of the Statutory Auditors (general report, special report and, where applicable, the report on agreements providing for the remuneration of officers).

Ordinary General Assemblies shall approve the financial statements for the previous financial year and grant discharge to the members of the Executive Board for the performance of their duties.

Ordinary General Assemblies shall elect the members of the Executive Board and decide on their dismissal, in accordance with the procedures set out in Article 17.

Ordinary General Assemblies shall decide on the report provided for in Article L 612-5 of the French Commercial Code.

The deliberations of Ordinary General Assemblies shall be valid regardless of the number of representatives of full members present in person or by proxy.

Decisions shall be adopted by a majority of valid votes cast by the representatives of full members, present in person or by proxy, with the exception, where applicable, of decisions concerning the amount and terms of payment of remuneration of one or several members of the Executive Board, which shall be adopted by a two-thirds majority of votes cast by the representatives of members present in person or by proxy when the relevant officer is not present.

## **Article 23 – Amendment of the Statutes – Transformation of the Association**

The Statutes may only be amended by Extraordinary General Assemblies, acting by a reinforced majority of two thirds of the valid votes cast by representatives of full members, present in person or by proxy. These provisions also apply to the case of transformation of the Association into a different legal form.

The deliberations of Extraordinary General Assemblies are only valid upon first notice if at least half of the representatives of the full members of the Association are present in person or by proxy.

If this quorum is not reached, the Extraordinary General Assembly must be called again with the same agenda, within fourteen days. For this second meeting, the deliberations of the Extraordinary General Assembly shall be valid regardless of the number of representatives of full members present in person or by proxy.

Decisions shall be adopted by a majority of valid votes cast by the representatives of full members, present in person or by proxy.

## **Title VI – Dissolution – Liquidation**

### **Article 24 – Dissolution - liquidation**

Only Extraordinary General Assemblies are authorised to decide to dissolve the Association and to decide on the distribution of its assets and on the split-up, partial transfer of assets or merger of the Association with one or several other associations.

Extraordinary General Assemblies shall deliberate and adopt these resolutions under the conditions of majority and quorum set out in Article 23.

In the event of dissolution for any reason whatsoever, an Extraordinary General Assembly shall appoint one or more liquidators for carrying out the liquidation operations.

At the end of the liquidation, the Extraordinary General Assembly shall decide on the distribution of the net assets to one or several non-profit bodies pursuing similar aims.

### **Article 25 – Rules and regulations**

As and when required, regulations prepared by the members of the Executive Board may specify and complement the provisions of these Statutes relating to the working of the Association. The General Assembly shall be made aware of these regulations.

Made and executed in Strasbourg  
On 2 March 2016

The President

