

## Fédération des ingénieurs et scientifiques de la Grande Région

### Articles of Association

Between the following associations:

- (1) Saarland: Verein Deutscher Ingenieure Bezirksverein Saar e.V. (VDI Saar), established and having its registered office at Kerlinger Weg 1a, D-66798 Wallerfangen, Germany, represented by its currently serving board of directors ("Vorstand"), having German nationality,
- (2) Lorraine: Union Régionale des Ingénieurs et des Scientifiques de Lorraine (URIS-Lorraine), established and having its registered office at the premises of the Lorraine Regional Chamber of Commerce and Industry, 10 Viaduc Kennedy, CS4231, 54042 Nancy CEDEX, France, represented by its currently serving board of directors, having French nationality,
- CA. (3) Luxembourg: Association Luxembourgeoise des Ingénieurs (ALI), established and having its registered office at 6 Boulevard Grande-Duchesse Charlotte, L-1330 Luxembourg City, Grand Duchy of Luxembourg, registered in the Commercial and Companies Register under number F 1125, represented by its currently serving board of directors, having Luxembourg nationality,

and any associations that may hereafter agree to be bound by the Articles of Association set out below, there is formed an *association sans but lucratif* [not-for-profit association] which is governed by these Articles of Association and by the Law of 21 April 1928, as amended.

### §1. Name, object, duration and registered office

#### Article 1

The name of the association shall be "**Fédération des ingénieurs et scientifiques de la Grande Région (F.D.I.S.)**", a not-for-profit association (hereinafter referred to as "the Association").

The "Grande Région" is made up of the regions of the Saar (or "Saarland"), Lorraine, Luxembourg, Wallonia and Rhineland-Palatinate.

The Association shall have legal personality.

## Article 2

The object of the Association shall be as follows:

- to promote the interests of engineers and scientists and to secure their position in the economy, the state and society, inter alia by means of joint studies and position papers, promotion of the younger generation, initial and ongoing training, the drawing-up of resolutions, observation of the employment markets for engineers and scientists in the Grande Région, promotion of the image of the Association through intensive communication via the media, dissemination of information of common interest to members, administrative authorities, institutions and other interested parties, and the promotion of foreign languages;
- to promote cross-border exchanges of ideas and discussions concerning issues of a technical, scientific and/or professional nature by means of joint events, visits, trips, symposia, the setting-up of working groups and participation in international events, and by contacts with other organisations with a view to looking after the interests of the Grande Région and fostering contacts with national and European political institutions;
- to bring together engineers, whether they be engineers by training or by virtue of the positions held by them, and scientists who have undergone training to an equivalent level;
- to promote, maintain and/or defend the moral, civil, cultural and/or economic interests of engineers and scientists;
- to enhance the contribution made by scientific and technical progress to the economic and social development of the Grande Région, by availing itself of the human, cultural and material heritages of the regions concerned in those fields;
- to represent all engineers and scientists in the Grande Région in dealings with local and regional authorities;
- to maintain ongoing relations with all French, Luxembourg and German groups and associations pursuing similar aims;
- to contribute to the promotion of training for engineers and scientists, and to the conditions in which they exercise their functions;
- to cooperate with the political, scientific and economic authorities with a view to better placing the experience acquired, and the progress made, in the scientific and technical fields at the service of mankind and of society;
- to facilitate the establishment of links between its members, to provide those members with the requisite information and assistance, including in terms of mutual aid, and to secure the necessary coordination;
- to provide official authorities with its opinion on issues relating to the exercise of the profession of engineer and/or scientist;
- to appoint representatives to act as delegates to official national or international bodies concerned with the exercise of the profession of engineer and/or scientist;
- to contribute to the development of science, engineering and technology.

### **Article 3**

The registered office of the Association is located at 6 Boulevard Grande-Duchesse Charlotte, L-1330 Luxembourg City, Grand Duchy of Luxembourg.

It may be transferred to any other place within the Municipality of Luxembourg by ordinary decision of the Board of Directors.

### **Article 4**

The Association is formed for an indeterminate period of time.

### **Article 5**

The Association's financial year shall commence on 1 January and end on 31 December in each year. The ordinary general meeting shall be held within six months from the start of the next following financial year.

## **§2. Composition of the Association, rights and obligations of the members, admission to membership, budget and contributions**

### **Article 6**

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The members of the Association may be legal persons, that is to say, not-for-profit associations having legal personality. Applications for membership must be addressed to the Board of Directors for onward transmission to the General Meeting, which shall decide thereon in its unfettered discretion.

### **Article 7**

The minimum number of members shall be 3 (three).

### **Article 8**

The resources of the Association shall be composed of the following:

- (1) income from its assets;
- (2) contributions from its members;
- (3) grants from the State and from regions, départements, municipalities and public institutions of a regional nature;
- (4) donations;
- (5) the yield emanating from gifts the use of which is authorised in the course of the financial year;
- (6) resources created in exceptional cases and, where necessary, with the consent of the competent authorities;
- (7) receipts in the form of remuneration for services rendered;
- (8) generally, any resources that it may obtain for itself in the course of pursuing its object.

## **Article 9**

The rights and obligations of the members shall be as follows:

- they may participate in, and vote at, General Meetings;
- they may submit requests concerning the affairs of the Association to the General Meeting.

In the event that any such request is refused twice by the General Meeting, there shall be a right of appeal against such refusal to the Board of Directors;

- they shall be entitled to enjoy the benefits of the Association and to use the services and facilities of the Association within the framework of the objectives pursued by it.

## **Article 10**

A member shall cease to be a member if it:

- withdraws from membership;
- is dissolved;
- is excluded from membership by decision of the General Meeting;
- fails to pay its annual contribution.

## **Article 11**

The maximum amount of the annual contribution shall be EUR 1 000 (index-linked according to the index in force).

## **§3. The General Meeting**

### **Article 12**

The General Meeting shall be comprised of the members of the Association, being duly represented legal persons as provided for in Article 6 above.

The Board of Directors shall fix the venue at which each General Meeting is to be held.

The General Meeting shall take place once a year, during the four months following the closure of the Association's financial year, on the date and at the time and place specified in the notice convening the meeting in question.

The agenda shall be drawn up by the Board of Directors.

The General Meeting may deliberate and vote only on matters featuring on the agenda, which must deal, in particular, with the following items:

- the appointment and removal from office of directors;
- the approval each year of the accounts for the previous financial year and the budget for the coming financial year;
- proposals for amendment of the Articles of Association;
- proposals for dissolution of the Association; such dissolution may be decided upon only by an extraordinary General meeting;
- the adoption of any decisions going beyond the limits of the powers devolved by law or by the Articles of Association upon the Board of Directors;
- the appointment of an auditor;
- the fixing of the annual contribution;
- the admission and/or exclusion of members (where necessary and/or appropriate);
- the presentation and adoption of annual and periodic reports.

Decisions may be adopted on matters not included on the agenda if the General Meeting consents thereto by a majority of two thirds of the members present or represented.

### **Article 13**

A General Meeting shall be convened whenever one fifth of the members so requests or the Board of Directors considers this to be expedient.

Notices of meetings shall be sent to the members by ordinary post at least fifteen clear days in advance of the date proposed for the meeting in question. Such notices must specify the date, time and venue of the meeting, together with the agenda.

The General Meeting shall have the most extensive powers possible to act within the limits of the Association's object and within the limits laid down by these Articles of Association. It may deliberate and vote only on items which appear on the agenda.

### **Article 14**

The General Meeting, duly convened, shall be empowered to take decisions irrespective of the number of members present or represented.

The General Meeting shall be chaired by the chairperson of the Board of Directors or by such person as may be duly delegated by him/her. The adoption of decisions of the General Meeting shall require a simple majority of the votes cast by the members present. Each member shall have the right to cast only one vote in the General Meeting. Any member may designate a natural person who is not a member of the Board of Directors to represent it at the General Meeting. It may also arrange to be represented by another member, by giving that other member a written authority to that effect. A member who is present may not represent more than two other members.

For the purposes of determining whether there is a quorum, and/or whether a majority exists, members of the Association shall be deemed to be present if they are represented by their delegate participating in the meeting by videoconference or by any means of telecommunication enabling them to be identified. Those means must meet technical criteria guaranteeing effective participation in the meeting, the deliberations of which shall be relayed without any break or interruption. In such cases, the chairperson and the secretary shall draw up a presence list establishing the effective participation of the members of the Association.

Any meeting held using such means of long-distance communication shall be deemed to take place at the registered office of the Association.

#### **Article 15**

The General Meeting may validly deliberate and vote on amendments to the Articles of Association only if the subject-matter of such amendments is specially indicated in the notice calling the meeting and if two thirds of the members are present or represented thereat. The adoption of such amendments shall require a two-thirds majority of the votes cast.

CA. If two thirds of the members are not present or represented at the first meeting, a second meeting may be convened, at which deliberations and voting may take place irrespective of the number of members present; however, in that case, the decision shall be subject to confirmation by the *Tribunal civil* [Civil Court].

#### **Article 16**

Amendments to the Articles of Association must be published, within one month of the date thereof, in the *Mémorial* [Official Gazette], *Recueil Spécial des Sociétés et Associations* [Special Edition concerning companies and associations].

#### **Article 17**

The deliberations of the General Meeting shall be recorded in a register of acts of the Association in the form of reports signed by the chairperson and the secretary-general of the Association. That register shall be kept at the registered office and may be inspected by any member. The deliberations of the General Meeting shall be brought to the knowledge of members and third parties in accordance with the provisions of the Law of 21 April 1928 on not-for-profit associations, as amended. Members of the Association and third parties may acquaint themselves therewith at the registered office.

### **§4. The Board of Directors and the Executive Bureau**

#### **Article 18**

The Association shall be managed by a Board of Directors composed of the chairperson and at least five directors, who shall be natural persons elected by the

General Meeting from amongst the members of the member associations for a term of three years. Outgoing directors shall be eligible for re-election.

Each association shall designate from amongst its number two members to represent it on the Board of Directors.

In the event that the post of a director falls vacant between two meetings, the Board may temporarily fill the vacant post. In such case, the General Meeting shall, when it next meets, proceed definitively to elect a director to fill the vacant post.

In the event that a directorship falls vacant before the expiry of the term of office of its holder, the incoming director shall serve in that capacity for the remainder of the term of office of the director whom he/she replaces.

The Board of Directors shall represent the Association in all judicial and extra-judicial matters, and shall have *locus standi* to take part in court proceedings as a defendant or as a claimant.

The Board of Directors may be bound by the signature of its Chairperson or by the signatures of two of its directors.

The first Board of Directors shall be composed of the following persons:

Mr Yves ELSÉN  
Mr Walter CALLES  
Mr Denis WILLEMIN  
Mr Christian ZEYEN  
Mr Matthias BRUNNER  
Mr Étienne DE FEYTER .....

#### **Article 19**

The Board shall meet upon being called to do so by the chairperson or, if the latter is prevented from doing so, at the duly justified request of six Board members, whenever the interests of the Association so require.

It may validly deliberate and decide on items on the agenda only if half of the directors are present. Each member shall have one vote. Decisions shall be adopted by a majority of the votes cast. In the event of a tie, the chairperson shall have a casting vote.

#### **Article 20**

The Board of Directors shall elect from amongst its members a chairperson, a secretary and a treasurer who shall form the Board together with the chairperson.

The chairperson, the secretary and the treasurer shall each serve for a term of office of one year and shall be eligible for re-election any number of times.

#### **Article 21**

All acts binding the Association, and all powers and authorities relating to such acts, shall, in the absence of a permanent or special delegation of powers granted pursuant to a decision of the Board of Directors, be signed either by the chairperson or by two members of the Board of Directors, who shall not be obliged to justify themselves, vis-à-vis third parties, in respect of any previous decision of the Board.

#### **Article 22**

The Association shall be liable, in accordance with the ordinary law, for any fault attributable either to its servants or employees or to the bodies through which its will is exercised.

The directors shall not be under any personal obligation by virtue of any commitment entered into by the Association. Their liability shall be limited to the performance of the mandate conferred on them and to any fault on their part in the exercise of their management activities.

#### **Article 23**

Internal rules shall be drawn up by the Board of Directors with a view to putting in place an internal organisational structure to ensure the smooth functioning of the Association.

### **§5. Accounts and auditing**

#### **Article 24**

The Treasurer shall keep the accounts of the Association.

The books and accounts shall be closed each year upon the expiry of the Association's financial year, that is to say, on 31 December. The Board of Directors shall each year submit for the approval of the General Meeting the accounts for the previous year together with the budget for the following year.

Approval of the accounts by the General Meeting shall operate as a discharge for the Board of Directors.

#### **Article 25**

The accounts shall be verified by an auditor, who shall be appointed each year by the General Meeting for the duration of the financial year. The auditor shall be a natural person who is a member of an association other than the one which appointed the treasurer or the chairperson.

The auditor shall be responsible for auditing the books of account, together with the accounts drawn up by the treasurer at the close of the Association's financial year.



## **Article 26**

The principles underlying the financial management, and the procedures for such management, shall be laid down in the internal rules.

## **§6. Affiliation**

### **Article 27**

The Association may become a member of another association pursuing similar goals. The act of joining such other association, or of resigning therefrom, shall be subject to a decision by the General Meeting.

## **§7. Amendment of the Articles of Association, dissolution and liquidation**

### **Article 28**

Amendments to the Articles of Association, and the dissolution of the Association, shall take place in accordance with the rules laid down by Article 8 of the Law of 21 April 1928 on not-for-profit associations and foundations, as amended.

### **Article 29**

The Association may be dissolved at any time by decision of the extraordinary General Meeting.

### **Article 30**

The dissolution and liquidation of the Association shall be governed by Articles 18 to 24 of the Law of 21 April 1928 on not-for-profit associations and foundations, as amended.

In the event of dissolution, the General Meeting shall appoint one or more liquidators to undertake the liquidation of the assets of the Association. The assets of the Association remaining after the liquidation and payment of its debts shall be transferred to one or more associations operating in a similar field. Notice of such transfer shall be published in the *Mémorial* [Official Gazette], Section C, *Recueil des Sociétés et Associations* [Edition concerning companies and associations].

**§8. Miscellaneous provisions**

**Article 31**

Any matter which is not provided for by these Articles of Association shall be governed by the provisions of the Law of 21 April 1928 on not-for-profit associations and foundations, as amended, and by the internal rules to be drawn up by the Board of Directors.

Luxembourg, ..... 2012

Signatures:

The Chairperson:

\_\_\_\_\_

The Treasurer:

\_\_\_\_\_

The Secretary:

\_\_\_\_\_

Verein Deutscher Ingenieure Bezirksverein Saar e.V.,  
represented by Mr/Ms \_\_\_\_\_

Union Régionale des Ingénieurs et des Scientifiques de Lorraine,  
represented by Mr/Ms \_\_\_\_\_

Association Luxembourgeoise des Ingénieurs,  
represented by Mr Yves ELSEN \_\_\_\_\_

CERTIFIED TRUE TRANSLATION  
CLAUDINE ADAMS  
SWORN TRANSLATOR ACCORDING TO  
MINISTERIAL DECREE OF 15 DECEMBER 1998  
LUXEMBOURG, 7. 2. 2013

*Cl. Adams*