

# **EECI**

## **European Embedded Control Institute**

*Statutes : Association according to French Law of July 1st, 1901*

### **Article 1 : Constitution and name of the association**

An association named EECI , Institut européen pour le contrôle de systèmes embarqués (in English : European Embedded Control Institute) and governed by the French Law of July 1<sup>st</sup>,1901 and the Decree of August 16th, 1901 is founded between the members adherent to the present statutes.

### **Article 2 : Purpose**

The purpose of this Association is to contribute to the development of scientific research in the area of embedded control systems, and this at European level. Three topics are emphasized: research integration, training and technology transfer.

### **Article 3 : Headquarters**

The headquarters are located at Supélec – 3 rue Joliot Curie – F-91192 Gif-Sur- Yvette Cedex , France. They can be transferred by simple decision of the Management Committee.

### **Article 4 : Duration**

The duration of the association is indefinite.

### **Article 5 : Composition**

5.1- The association is composed of :

- Active Members
- Honorary Members
- Benefactors

5.2- Active Members are individuals or corporate bodies that pay an annual subscription, the amount of which is fixed by the General Meeting.

5.3- Honorary members are those who have contributed significantly to the Association. They can be exempted from subscription and are appointed by the Management Committee. Honorary members are entitled to attend the General Meeting with speaking rights.

5.4- Benefactor members are those who pay an annual subscription which is at least ten times the amount of the subscription for active members, without actively participating in the Association.

5.5- Membership requests for active members and benefactor members are sent to the Executive Committee of the Association which solely has the power to accept them. The Committee is not obliged to justify the refusal.

5.6- Joining the Association implies acceptance of these statutes and any further decision taken by the General Meeting or by the Management Committee and an obligation to comply with them.

5.7- Members must pay an annual subscription, the amount of which and the means of payment will be fixed by the General Meeting.

#### Article 6 : **Loss of membership**

The following situations lead to loss of membership without dissolving the Association:

- Resignation by letter addressed to the Management Committee
- Failure to pay subscription
- Exclusion by the Management Committee

No exclusion decision shall be taken without the person concerned being allowed to put their case. Resigning or excluded members can not reclaim the sums already paid for subscription. These sums remain the property of the Association. In the case of death of a member, his/her heirs or legal representatives do not automatically acquire the possibility of becoming a member of the Association.

#### Article 7 : **Ressources**

The resources of the Association include :

- Subscriptions
- Subsidies from government and public authorities
- All legacies allowed by legislative texts

#### Article 8 : **General Meetings**

The General Meetings include all paid up members of the Association. All decisions are binding for all members, whether absent, in agreement or not. Only members can attend the General Meetings, apart from consultants specially invited by the Management Committee. Each individual member has one vote, each corporate member, either public or private, has ten votes. Each member can only vote for one other member

by proxy. Voting by mail is not allowed. The decisions are taken by a simple majority vote of the members present or represented at the Ordinary General Meeting, by a 2/3 majority vote of the members present or represented at the Extraordinary General Meeting.

#### **Article 9 : Notice of General Meetings**

The General Meetings can be ordinary or extraordinary. They are chaired by the President. The Ordinary General Meetings are convened once a year, during the semester following the end of the fiscal year. The Extraordinary General Assemblies are convened by the President in concordance with the Management Committee in case of exceptional circumstances.

All members of the Association will be convened by mail or equivalent means (fax, electronic mail, etc...) at least fifteen days before the date fixed for the meeting.

#### **Article 10 : Agenda of the General Meetings**

The agenda will be decided by the Management Committee. Only questions on the agenda will be treated at the General Meetings.

#### **Article 11: Deliberation of the General Meetings**

To meet the quorum two members of the Management Committee must be present. If the quorum is not met, a second meeting must be convened, with the same agenda and at least six days after the first. No quorum is required for the second convocation. The decisions are made by majority vote. In the event of a tie, the President casts the deciding vote. The President and the Treasurer shall sign the minutes of the meetings.

#### **Article 12 : Ordinary General Meeting**

The Ordinary General Meeting approves the annual activity and financial reports. It approves the accounts of the previous fiscal year and votes on the budget for the following fiscal year. It deliberates on all the questions concerning the working of the Association. It confers to the Management Committee all the authorizations for accomplishing the tasks which are part of the purpose of the Association and for which the statutory powers would not be sufficient. It decides on the replacement or on the renewal of the members of the Management Committee whose mandates have arrived at the end.

The Ordinary General Meeting determines the annual subscription of the members.

### Article 13 : **Extraordinary General Meeting**

It concerns statutes changes or internal administrative changes. It can decide the dissolution of the Association or its merger with any other association pursuing a similar purpose.

### Article 14 : **Management Committee**

The Management Committee is made up of eight members elected by the Ordinary General Meeting from the active members for three years. The members of the Management Committee are re-eligible.

It is composed of :

- the President of the Scientific Committee
- the activity leader for "Training"
- the activity leader for "Research integration"
- the activity leader for "Technology transfer"
- the Executive Committee made up of :
  - o One President
  - o One Vice-President
  - o One Secretary
  - o One Treasurer

In case of vacancy, the Management Committee has the power to provisionally replace its members. The replacements shall be confirmed by the Annual General Meeting. Members thereby elected lose office at the normal expiry date of the replaced members date.

To form a quorum 2/3 of the members of the Management Committee have to be present or represented. The decisions are taken upon a majority vote.

### Article 15 : **Role and power of the Management Committee**

The Management Committee has extensive powers to act in the name of the Association, to authorize and oversee all matters pertaining to the Association objectives, to its functioning and in particular those matters which are not in the domain of the General Meetings. It oversees the management of the Executive Committee. It can prohibit the Executive Committee or one of its members from executing an action which is normally part of its mandate but which is deemed to be inopportune. It can delegate any power to the President. It can also delegate power to a third party or a member of the Association on specific questions. It authorizes the President to execute all purchases, sales or rentals necessary to the functioning of the Association. The Management Committee defines general policy.

## Article 16 : **Role and power of the Executive Committee**

The Executive Committee executes the decisions of the Management Committee. Between two meetings of the Management Committee, the Executive Committee is empowered to take all necessary decisions concerning the operation of Association which do not require the approval of the Management Committee. It prepares the agenda for all Management Committee meetings. It works out all projects, propositions and suggestions which may promote the Association. It takes all necessary decisions in any relevant domains. It drafts reports on the Association activities and all financial matters. It accepts memberships or appoints a membership officer. Decisions taken by Executive Committee and the Treasurer are immediately and fully applicable.

## Article 17 : **Power delegation**

The Management Committee can delegate its powers to an administrator or a managing director. In this case, these persons act on behalf of the Association. The extent of this delegation shall be specified in the contracts of the managing and/ or administrator.

## Article 18 : **Scientific Committee**

A scientific made up of a maximum of ten members is elected by the Ordinary General Meeting for three years, on proposal of the Management Committee. The members of the Scientific Committee are re-eligible. It will determine the scientific strategy and implement the scientific policy of the Association.

## Article 19 : **Formalities for notice of modifications**

According to Article 3 of the Decree of August 16th, 1901 regulating the Law of July 1st, 1901, the President must notify to the Prefecture any change related to :

- Statutes
- Name of the Association
- Transfer of the headquarters
- Members of the Executive Committee
- Members of the Management Committee
- Purpose of the Association
- Merger of the Association
- Dissolution of the Association

The register of the Association must be signed on each page by the legal representative of the Association.

## Article 20 : **Liability**

The Association shall be liable for its contractual undertakings solely on the basis of its assets. None of the Association's Members shall be personally liable with its own assets.

## Article 21 : **Dissolution**

In the event of dissolution pronounced by two thirds at least of the votes during the General Meeting, one or more liquidators, members or not of the Association, are appointed by the same. The General Meeting shall determine the powers to realize the assets and pay off the liabilities. The vesting shall be in accordance with Article 9 of the Law of July 1<sup>st</sup>, 1901 and with the Decree of August 16<sup>th</sup>, 1901.

The assets of the association can be transferred to another association, to a company or to any organisation of common public interest or not which has been designated by the general Meeting;

## Article 22 : **Litigation**

In the event of a litigate involving the Association, the competent court shall be the one for the registered address of the headquarters.

Gif-Sur-Yvette, 27 May 2007



### **EECI**

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