

Art'Terre Barbazan

Association declared under the French Law of 1 July 1901

STATUTES

Preamble

The undersigned have drawn up, as set out below, the statutes of an association which they propose to found together with the Founding Members (the “**Association**”).

Article 1: Formation of the Association

There is hereby formed, between the undersigned and the natural or legal persons who subsequently accede to these Statutes and satisfy the conditions set out below, an association governed by the Law of 1 July 1901, the Decree of 16 August 1901 and the texts in force that have amended or supplemented them, as well as by these Statutes.

Article 2: Name

The name of the Association is: Art'Terre Barbazan.

Article 3: Purpose – Means

Article 3.1

“The purpose of the Association is to promote art, culture and ecology through innovative actions that foster knowledge, creativity, and interdisciplinary, international and urban-rural exchanges.”

Article 3.2

The Association intends to achieve its objectives by implementing the following means (non-exhaustive list):

1. the regular or occasional sale of any products or services falling within the scope of its purpose or likely to contribute to its achievement;
2. the organisation of events and various activities and, where appropriate, the establishment of newsletters, papers, publications, debates, courses and conferences;
3. the bringing of any judicial or extrajudicial action useful for the fulfilment of its purpose;
4. more generally, any means of communication and promotion that are useful and necessary for the achievement of its purpose, or likely to contribute to it.

Article 4: Registered Office

The registered office of the Association is located at the locality known as Barbazan, 3940 Ancienne route royale, 32190 Vic-Fezensac.

The registered office may be transferred by simple decision of the Executive Board.

Article 5: Duration

The duration of the Association is unlimited.

Article 6: Members

Any natural or legal person interested in the purpose of the Association may become a member. Each member undertakes to comply with these Statutes.

Article 6.1

The Association is composed of:

- **Founding Members**

They created the Association, are signatories to the Statutes and took part in the constituent general assembly. They hold a deliberative vote and may stand for positions on the Executive Board. They pay a Membership Fee, where applicable.

- **Active Members**

They participate actively in the life of the Association. They hold a deliberative vote and may stand for positions on the Executive Board. They pay a Membership Fee, where applicable.

- **User Members (or passive members or ordinary members)**

They join the Association in order to take part in an activity offered by the Association, without committing to support its purpose. They pay a Membership Fee and hold an advisory voice.

- **Benefactor Members**

They provide significant support to the Association, whether financial or in kind. They are elected by the Ordinary General Assembly on the proposal of the Executive Board. They are exempt from the Membership Fee and hold an advisory voice.

Article 6.2

Acquisition of the status of Active Member and User Member is subject to payment of the Membership Fee.

Article 6.3

Admission is decided by simple majority of the members of the Executive Board present or represented. The membership application may be oral or written (postal mail, email, membership form). In the event of refusal, the Executive Board shall state its reasons. No appeal is provided for.

Article 7: Membership Fees

Article 7.1

Where applicable, the annual membership fee payable by each of the Members (the “**Membership Fee**”) is set annually by the Ordinary General Assembly of the Members.

Article 7.2

Where applicable, Membership Fees are payable at the times fixed by the Ordinary General Assembly of the Members.

Article 7.3

The terms and amounts of the annual Membership Fees, according to the categories of members, are set annually by the Ordinary General Assembly.

All members receive general information about the activities of the Association and form part of its network.

Article 8: Loss of Member Status

Article 8.1: Loss of Member Status

Member status is lost by:

- death;
- resignation addressed in writing (paper or electronic) to the Executive Board;
- removal pronounced by the Executive Board for non-payment of the membership fee, if any, in which case the Member shall be “deemed to have resigned”, or because the Member is no longer involved in the Association. The Member shall be notified by letter (paper or electronic);
- exclusion pronounced by the Ordinary General Assembly for serious cause. The Member concerned shall first be invited to provide written explanations to the Executive Board;
- automatic removal of User Members for non-renewal of the annual membership fee, upon expiry of a period of 30 calendar days from the sending of a letter (paper or electronic) informing them of the need to renew their membership;
- the dissolution, for whatever reason, of a legal person that is a Member, or its being placed in court-ordered reorganisation (*redressement judiciaire*) or judicial liquidation (*liquidation judiciaire*).

The death or resignation of a Member does not terminate the Association, which continues to exist among the remaining members. Resigning Members remain liable for payment of any outstanding Membership Fees and of the Membership Fee for the current year at the time the resignation takes effect.

Article 9: Liability of Members and Directors

Only the assets of the Association shall be liable for commitments entered into in its name, and none of the Members or directors may be held personally liable for such commitments.

Article 10: Officers

The Association is represented by a President, a Treasurer and a Secretary General, who shall be assisted, where applicable, by a Vice-President, a Deputy Treasurer and a Deputy Secretary General.

The President, the Treasurer, the Secretary General, the Vice-President, the Deputy Treasurer and the Deputy Secretary General may be legal persons or natural persons, of French or foreign nationality, and are appointed and dismissed by decision of the Ordinary General Assembly.

All officers are appointed for a term of one year.

The Treasurer, the Secretary General, the Vice-President, the Deputy Treasurer and the Deputy Secretary General are intended to assist the President in the performance of his or her duties. The Executive Board collectively ensures the management and administration of the Association in compliance with the decisions taken by the General Assembly. They may be given specific duties, temporary or permanent, defined by decision of the Executive Board.

In the event of absence or incapacity of the President, the Treasurer or the Secretary General shall represent the Association by operation of law.

The President, the Treasurer, the Secretary General, the Vice-President, the Deputy Treasurer and the Deputy Secretary General may serve several successive terms, without limitation of duration.

The functions of members of the Executive Board may give rise to remuneration, under the conditions set by the General Assembly, in compliance with the legal provisions in force.

Article 11: Composition and Frequency of General Assemblies

The Ordinary or Extraordinary General Assembly is composed of all the Members.

The Ordinary General Assembly shall meet at least once a year, within six months of the close of the financial year, and whenever necessary.

The Extraordinary General Assembly shall be convened whenever necessary.

Article 12: Notice of Meeting and Agenda

Notices of Ordinary or Extraordinary General Assemblies shall be issued at least 15 calendar days in advance by the President or a member of the Executive Board, by certain Members representing 25% of the Members of the Association, or by the Board of Directors, if one has been established.

The notice shall be sent to the Members in writing by any means (including email).

The notice must state the agenda of the General Assembly, which shall be drawn up by the person issuing the notice.

Assemblies shall meet at the registered office of the Association, or at any other place specified in the notice, including remotely.

Article 13: Officers of the Assembly

The Assembly is chaired by the President or, failing that, by the Treasurer or the Secretary General.

An attendance sheet shall be drawn up, signed by the members of the Association upon entering the meeting and certified by the chair of the meeting.

Article 14: Voting

Each authorised Member is entitled to one vote.

Only members holding a deliberative vote (cf. Article 6) may take part in the vote.

Votes shall be cast by show of hands unless at least 50% of the members request a secret ballot.

Voting by proxy at the General Assembly is permitted.

Article 15: Ordinary General Assembly

The Ordinary General Assembly hears the President's report on the management of the Association and on its situation, in particular its financial situation; it approves or corrects the accounts for the financial year ended, appoints the members of the Executive Board, authorises all acquisitions of real property necessary for the achievement of the Association's purpose, all exchanges and sales of such real property, as well as the creation of any mortgages and any borrowings and, in general, deliberates on all matters of interest and on all matters submitted to it by the President, with the exception of those involving an amendment of the Statutes.

The validity of the deliberations of the Ordinary General Assembly is not subject to any quorum requirement.

Deliberations of the Ordinary General Assembly are adopted by simple majority of the votes cast.

It also sets the amounts of the Membership Fees and decides on any matter relating to the remuneration of the members of the Executive Board.

Article 16: Extraordinary General Assembly

The Extraordinary General Assembly has authority to amend the Statutes in any of their provisions, to dissolve the Association and to decide on the devolution of its assets, to decide on the merger or transformation of the Association, and on the creation of a subsidiary or other establishment, of an endowment fund or of any other structure connected with the Association.

In general, it has authority to take any decision likely to call into question the existence of the Association or to undermine its essential purpose.

The Extraordinary General Assembly may validly deliberate only if at least 50% of the Members are present or represented.

No quorum is required on second convocation.

Deliberations of the Extraordinary General Assembly are adopted by two-thirds of the votes cast.

Article 17: Private Instrument

Decisions of the Members, whether they fall within the competence of the Ordinary or the Extraordinary General Assembly, may also be expressed in the form of a private instrument (*acte sous seing privé*) signed by all the Members.

Article 18: Minutes

The deliberations of the General Assembly of the Members shall be recorded in minutes entered in a register, which may be the same register as that containing the minutes of the Board of Directors, and signed by the chair of the meeting, who shall issue, jointly or separately, any extract or copy thereof.

Article 19: Powers of the Executive Board

The Executive Board takes all decisions necessary for the day-to-day management of the Association that do not fall within the competence of the General Assembly. It acts as secretariat of the General Assembly and ensures that all entries to be made in the register of associations are made within a period of 3 months.

It pronounces any measures of removal of Members.

It arranges for the opening of any bank account with any credit institution, makes any use of funds and contracts any loan.

It decides on all acts, contracts, procurement agreements, investments, purchases, sales and grant applications necessary for the functioning of the Association.

It is also competent in respect of employment contracts and sets the remuneration of the Association's employees.

Article 20 — Remuneration and Reimbursement of Expenses

The members of the Executive Board perform their duties on a voluntary basis.

However, in accordance with the tax regulations applicable to associations, the Association may remunerate the members of the Executive Board up to a limit of $\frac{3}{4}$ of the gross monthly French statutory minimum wage (SMIC).

Expenses incurred in the performance of their mandate shall be reimbursed upon presentation of supporting documents.

Article 21: Regulated Agreements

The President or, as the case may be, the statutory auditors shall, where applicable, present to the Members a report on the agreements referred to in Article L. 612-5 of the French Commercial Code before each Ordinary General Assembly at which the Members are to approve that report.

Article 22: Annual Resources

The annual resources of the Association consist in particular of:

1. Membership Fees paid by its Members;
2. income from the assets or securities that it owns;
3. income from publications and cost contributions obtained on the occasion of events that it organises or in which it participates;
4. proceeds from goods sold or services provided by the Association;
5. grants that may be awarded to it and payments made by certain users of its services;
6. donations, sponsorship and any consideration arising from sponsorship, received from natural or legal persons;
7. and, more generally, any other resource authorised by legislative and regulatory provisions.

Article 23: Statutory Auditors

One or more statutory auditors may be appointed by decision of the Members.

Article 24: Accounts – Financial Year

Complete accounts of all income and all expenditure shall be kept. The accounts shall be submitted to the General Assembly within six months of the close of the financial year.

Each year, the President shall have a provisional budget of income and expenditure drawn up and shall submit it to the Ordinary General Assembly of the Members for approval.

The financial year begins on 1 January and ends on 31 December of each year.

Article 25: Dissolution of the Association

In the event of voluntary, statutory or compulsory dissolution of the Association, the Extraordinary General Assembly shall appoint one or more liquidators, who shall have the broadest powers to realise the assets and settle the liabilities, after any recovery of existing contributions by the known contributors or their successors in title.

The net proceeds of the liquidation shall be transferred to an association with a similar purpose or to any public or private institution recognised as being of public utility, to be designated by the Extraordinary General Assembly of the Members.

Article 26: Internal Rules

The Executive Board may, where appropriate, draw up internal rules setting out the arrangements for implementing these Statutes and for the internal and practical organisation of the Association.

These internal rules, and any subsequent amendments to them, shall be submitted to the Ordinary General Assembly for approval.

Article 27: Filing and Publication

The President, with the power of sub-delegation, shall carry out the filing and publication formalities prescribed by law. All powers are conferred for this purpose on the bearer of an original of these Statutes.

Article 28: First Officers

Without prejudice to any provisions to the contrary in these Statutes, the first officers of the Association, namely the members of the Executive Board of the Association, shall be appointed by the constituent assembly of the Association.

Done at Vic-Fezensac, on 20 February 2026

President: Lisa Ghio

Treasurer: Tunde Kallai

Secretary General: Dorothée Steinmetz