

STATUTES OF THE FOUNDATION

(Draft English version, for information)

I – Purpose of the Foundation

Article 1

The aim of the “Fondation Montpellier Agronomie et Développement Durable” (Foundation “Montpellier Agricultural Sciences and Sustainable Development”) founded in 2007 is to promote and support the development of international level projects (programmes for research and training by research) in agricultural sciences and sustainable development on themes and issues concerning both the North and the South

The foundation is a Thematic Advanced Research Network (*Réseau Thématique de Recherche Avancée - RTRA*) as defined under the French Research Programming act 2006-450 of 18 April 2006, which supersedes the French Research Code (Article L.344-2 and succeeding versions). According to the French Research Programming act 2006-450, the legal statute for RTRAs is a Scientific Cooperation Foundation. This statute makes it possible for various founding organizations to carry out joint research project of high scientific excellence in one or more research fields. The RTRA builds on this joint research project and therefore groups research units that are recognised at the international level. These research units belong to these founding organizations or associated partners. The list of the units involved in the network at the establishment of the foundation is provided in appendix 1 attached to the present statutes.

The foundation aims at providing complementary resources for research units of the RTRA in order to enhance their scientific interaction and their international influence, in particular by enabling them to attract the best scientists at the global level. When necessary, these units can associate their projects with units outside the RTRA.

The headquarters of the Foundation is located in the administrative area of “Académie de Montpellier”.

Article 2

To perform its mandate, the Foundation:

- shall set up all possible mechanisms to develop a joint strategy for the RTRA;
- shall sign an agreement with the State defining the objectives in terms of openness at the international level, and implementation of a joint scientific strategy, including

related scientific and financial indicators to facilitate follow up, monitoring, reporting and evaluation;

- shall sign multiannual agreements with the founding organizations defining the conditions for collaboration with the Foundation.

The Foundation may also:

- enter into agreement with other partners such as regional authorities, private companies, associations, research and/or education institutions not belonging to the founding organisations, international organizations;
- enter into agreement with French “Ecoles Doctorales” which involve the research units belonging to the RTRA;
- recruit, host and manage personnel, particularly those to be hosted by the research units involved in the RTRA, notably international scientists;
- finance research projects implemented by the RTRA research units, either alone or in partnership;
- develop all possible cooperation activities, particularly European and international;
- set up, manage and finance common services, technological platforms, hosting and accommodation facilities;
- provide, manage and maintain premises;
- perform any other action required for achieving the aim as defined in Article 1.

II - Administration and functioning

Article 3

The Foundation shall be administered by a governing board comprised of 17 members, at the moment of its establishment:

- 9 representatives from the initial founding organizations, see appendix 2;
- 2 representatives from the scientific staff of the research units of the RTRA;
- 1 representative from Languedoc-Roussillon Region;
- 1 representative from the Foundation's private partners;
- 4 qualified personalities.

The board may accept new founding members, as proposed by at least one of the founding organization, and as approved by three-fourths of its current members, and unanimously by the initial founding organizations.

Each new founding member shall have at least one representative in the board, which increases accordingly the number of members with founder statute and the number of board members.

The representatives from the scientific staff of the research units of the RTRA shall be elected in accordance with the procedure defined in the Internal Regulations (**IR**) of the Foundation. Pending the approval and adoption of the IR and the election of these representatives, and within a maximum period of one year, the board shall be empowered to take decisions without the presence of these representatives.

The representative from the private partners shall be appointed in accordance with the conditions defined in the Internal Regulations (**IR**) of the Foundation. Pending the approval and adoption of the IR and the conclusion of the partnership agreements, the board shall be empowered to deliberate without this representative of this group.

The qualified personalities shall be chosen by the founding organizations on the basis of their competence in the Foundation's fields of activity.

With the exception of the members with founder statute, the members of the board shall be appointed or elected for a period of five years, renewable. The conditions for the renewal of the members of the board are laid down in the IR.

With the exception of the members appointed by the founding organizations, the board may request a member to tender his/her resignation, or decide to remove him/her from the board for reasons deemed valid as per the conditions laid down in the IR and respect of right of appeal.

The *Recteur de l'académie de Montpellier*, chancellor of the universities, is the Government commissioner. He/she, or his/her designated representative, shall attend meetings of the board in a consultative capacity .

Article 4

The board shall elect a Chair and a Treasurer among its members.

Board meetings shall be convened by its Chair as often as required by the interests of the Foundation and at least twice a year, or at the request of at least a quarter of its members or of the government commissioner.

Decisions by the board shall be valid if the majority of the current members are present or represented. If the quorum is not met, a new meeting shall be convened under the conditions laid down in the IR. Decisions by the body are valid if at least a third of the current members are present or represented.

Subject to the provisions of Articles 3, 6, 14 and 15, decisions by the board shall be taken by the majority of the votes. Should voting be equal, the board chair's vote shall prevail.

Should the government commissioner consider that a decision is contrary to the statutes, to the IR or to the legislative provisions or regulations in force, he/she can request a new decision with a majority of three-fourths of current members within a period of two months.

Minutes of meetings shall be kept and signed by the board chair.

Any person whose opinion is useful can be called upon by the board chair to attend meetings of the board in a consultative capacity.

Article 5

The work of the board members shall be unpaid.

The reimbursement of expenses shall be possible only upon submission of receipts in accordance with the conditions fixed by the board and the IR.

III - Responsibilities

Article 6

The board shall manage the activities of the foundation by its decisions.

In particular:

1. It shall approve the development strategy of the foundation and oversee its implementation;
2. It shall take decisions with regard to the multiannual agreements with the founding organizations as mentioned in the Article 2, § 4. These agreements define in particular the units involved in the RTRA and intellectual property rights. The decisions shall be approved by a three-fourths majority vote; the concerned organizations shall not participate in decision-making;
3. It shall take decisions with regard to the agreements mentioned in Article 2 § 6, with regional authorities, private companies, associations, research and/or education institutions not belonging to the founding organisations, international organizations;
4. It shall approve the agreements with “Ecoles Doctorales” mentioned in Article 2 § 7;
5. It shall approve the general multiannual priorities and the annual action programme of the Foundation, notably in terms of capacity building and international cooperation;
6. It shall approve the budget and its modifications, including staffing requirements;
7. It shall approve the Foundation's annual scientific, financial, and corporate reports ;
8. It shall receive, discuss and approve the closure of accounts of the Foundation;
9. It shall approve the IR;

10. It shall accept donations and legacies, and authorise, in addition to current management, the purchase and sales of goods and real estate, contracts, leases and rental contracts, the taking out of mortgages and loans and bonds and guarantees awarded in the name of the Foundation;
11. It shall appoint one or more financial auditors chosen from the list mentioned in Article L. 822-1 of the Commercial Code;
12. It shall approve the conditions for the recruitment and remuneration of its personnel;
13. It shall approve decisions concerning the agreements within the scope of Article L.612-5 of the Commercial Code; in this case, the decision shall be taken in the absence of the person concerned.

It may set up one or more committees to assist the board or the director in all the activities of the Foundation. Roles and responsibilities, organisation and modus operandi of these committees shall be governed by the IR.

Below a certain amount fixed by the board, the board chair can receive a permanent delegation for the sales and purchases of goods and real estate, contracts, rental contracts, legal proceedings, transactions and the acceptance of donations and legacies. The board chair must report on these at each meeting of the board.

Article 7

A Scientific Council (**SC**) with 10 to 12 members consisting of French or foreign scientific personalities from outside the Foundation shall be appointed by the board for a four-year period, with half of the committee renewed under the conditions laid down in the IR. The Scientific Committee shall meet at least once a year.

Its role includes the evaluation of the activities of the RTRA and the foundation. The SC shall provide guidance in terms of the overall scientific priorities and programme of action of the RTRA prior to approval by the board. It shall provide recommendations and proposals on the activities to be funded by the Foundation.

Article 8

The board chair shall appoint the director of the Foundation upon the advice of the board. The director's position shall be terminated under the same procedure.

The board chair shall represent the Foundation and be its legal representative. He/she shall authorise expenditure and authorise the director to recruit personnel.

He/she shall examine all the questions submitted to the board and handle the implementation of its decisions. He/she can delegate his/her signature to the director under the conditions defined in the IR.

The board chair can only be represented in the courts by a *bonafide* representative. However, the board chair may award the director a special power of attorney to represent the Foundation in disputes concerning current management under the conditions laid down in the IR.

The treasurer shall collect revenues and settle expenditures.

Article 9

The director shall manage the daily activities of the Foundation and in particular the preparation and implementation of its programmes, and ensure the operations of the Foundation. He/she shall have the adequate powers required by his/her mandate by delegation from the board chair.

He/she shall attend the meetings of the board and the Scientific Council in a consultative capacity.

Article 10

With the exception of operations concerning the daily management of the funds making up its endowment, the decisions taken by the board concerning the transfer of goods and real estate shall be effective three months after its meeting unless the government commissioner opposes. The same shall apply to the decisions of the board concerning mortgages or loan.

IV – Endowment and resources

Article 11

The initial endowment shall consist of 20 million€ 10% of which are considered reserve, provided as follows:

- 1 million € from the Centre de Coopération Internationale en Recherche Agronomique pour le Développement (CIRAD), paid as follows:
 - o 625,000 € within two months upon publication of the decree approving the statutes of the Foundation,
 - o 125,000 € at the latest one year after the first payment,
 - o 125,000 € at the latest two years after the first payment,
 - o 125,000 € at the latest three years after the first payment.

- 1 million awarded by the Institut national de la recherche agronomique (INRA), paid as follows:
 - o 625,000 € within two months upon publication of the decree approving the statutes of the Foundation,
 - o 125,000 € at the latest one year after the first payment,
 - o 125,000 € at the latest two years after the first payment,
 - o 125,000 € at the latest three years after the first payment.

- 1 million awarded by Montpellier SupAgro, paid as follows:
 - o 625,000 € within two months upon publication of the decree approving the statutes of the Foundation,
 - o 125,000 € at the latest one year after the first payment,
 - o 125,000 € at the latest two years after the first payment,
 - o 125,000 € at the latest three years after the first payment.

- 17 million € contributed by the state.

The payments made by legal persons governed by private law shall be the subject of notarised deeds of gift.

The endowment shall be augmented by sums accepted with no special purpose. The absolute value of the endowment, with the exception of state payments, can also be increased by decision of the board.

The Foundation shall possess goods forming the endowment for performing its aim. It can transfer them under the conditions set out in Articles 6 and 10 of the present statutes.

Should a founder not respect the calendar of payments forming the initial endowment planned in the present article, the board chair shall invite the founder to provide his observations in writing.

Article 12

The endowment funds shall be invested in stocks and shares, quoted or not on an official French or foreign stock exchange, negotiable debt instruments, fungible Treasury bonds and in buildings required for the aim of the Foundation or in leased properties.

Article 13

The annual resources of the Foundation shall consist of:

1. the income from the endowment and the portion of the latter devoted to funding the activities of the Foundation; it is specified that the fraction of the endowment that may be used annually cannot exceed 20% of the initial amount of the consumable part of the endowment;
2. the subsidies and gifts that it may receive;
3. the revenues from liberalities;
4. any other resources and in particular the proceeds of sales and payment received for services rendered.

Within the six months following the end of each accounting year, the Foundation shall draw up the annual accounts certified by a financial auditor in conformity with Regulation 99-01 of 16 February 1999 of the Accounting Regulatory Committee (*Comité de la Réglementation Comptable*) concerning the procedures for the drawing up of the annual accounts of associations and foundations and approved by interministerial decree of 8 April 1999.

V - Modification of the statutes and dissolution

Article 14

The present statutes can only be modified by a decision by the board taken with a majority of three-fourths of the current members present or represented. The presence of a majority of the current members of the board and at least one representative of each founding organization is required.

Article 15

The foundation can be dissolved by decision of the board taken with a majority of three-fourths of the current members present or represented or in case of abrogation of the decree approving the statutes or, at the latest, on the date on which the endowment defined in Article 11 is reduced to 10% of the initial endowment.

The board shall then appoint one or more auditors entrusted with the task of liquidating the assets of the Foundation and to which it confers all the powers necessary to complete this task. The board shall transfer the net assets to one or more public establishments or establishments recognised as serving the public interest and with a mission similar to that of the Foundation.

These decisions are forwarded to the Minister of Research without delay.

Should the board not have taken the required decisions, a decree will be enacted for this purpose. The holders of funds, stocks and shares and records belonging to the Foundation shall be placed under the responsibility of the auditor appointed by the said decree.

Article 16

The board's decisions mentioned in Articles 14 and 15 of the present statutes are effective two months upon receipt by the Minister of Research unless opposition is voiced during this period.

VI – Verification and regulations

Article 17

The budget and its modifications, together with its annexes, the auditor's report, the annual accounts and an updated list of the units of the RTRA shall be delivered each year to the Minister of Research and the Minister responsible for the Budget.

The Minister of Research can arrange for his delegates to visit the various services reporting to the Foundation and to appraise their functioning. In particular, he can appoint the Government Commissioner for this.

Article 18

Internal Regulations of the Foundation that specify the procedures for the application of the present statutes shall be drawn up in conformity with Article 6. They shall come into force

after approval by the Government Commissioner or two months of the meeting of the board unless the Government Commissioner signifies his opposition during this period. Modifications shall be made under the same conditions.

For CIRAD
The Director-General

For INRA
The President and Director-General

Gérard Matheron

Marion Guillou

For Montpellier SupAgro
The Interim Administrator

Etienne Landais