

EARN EXECUTIVE

The EARN statutes - English version for adoption

issued by
K Gregury
March 3, 1989

E.A.R.N. ASSOCIATION
(EUROPEAN ACADEMIC AND RESEARCH NETWORK ASSOCIATION
OR
ASSOCIATION POUR UN RESEAU EUROPEEN UNIVERSITAIRE ET DE RECHERCHE)

S T A T U T E S

The undersigned :

- Paul Edgar Bryant, born the 10 January 1938 at Weston-Super-Mare (Great Britain), domiciled at "The Bumbles", Well Meadow, Shaw, Newbury, Berkshire, RG13 2DS, Great Britain, computing specialist, British nationality;
- Birgitta Gunilla Carlson, born Lundin, the 7 April 1940 in Stockholm (Sweden), domiciled at Askrikev. 2, S-18351 Taby, Sweden, computing specialist, Swedish nationality;
- Jean-Claude Ippolito, born the 19 August 1940 at B?d?nac (France), domiciled at 11 rue Bornier, 34000 Montpellier, France, computing specialist, French nationality;

form by the present Statutes an association pursuant to the law of 1 July 1901 (Official Journal of the French Republic of 2 July 1901) and establish the Statutes in the following manner :

Article 1
FORMATION, NAME

The Association is named : "E.A.R.N. Association" (European Academic and Research Network or Association pour un R?seau Europ?en Universitaire et de Recherche).

Article 2
OBJECTIVES

E.A.R.N. is a computer network created for all Universities, and for all institutions of higher learning, academic research and non-commercial scientific research as well as for associate members as defined in Article

6 of these Statutes in Europe, the Middle East and Africa. The objective of EARN is to provide an Information Exchange System to satisfy the need for co-operation and fast exchange of data between the members of this academic and research community, for non-commercial scientific, educational, academic and research purposes.

Article 3 REGISTERED OFFICE

The registered office is situated in Paris. It may be transferred to any other location by a decision of the Board of Directors.

Article 4 DURATION

The duration of the Association is unlimited.

Article 5 METHODS OF ACTIVITY

In accordance with the law, the Association's methods of functioning are the following :

- the use of the information processing network as described in Article 2, for non-commercial and non-lucrative purposes ;
- the planning of trips enabling representatives of full members (as defined in Article 6) to meet one another ;
- the organization of events and exhibitions ;
- the development of research and utilisation (non-commercial and non-lucrative) of the fruit of this research dedicated to improving communications among members of the Association by means of the computer network ;
- encouraging students and research workers and professors at universities and institutions of higher learning, academic research and non-commercial scientific research as well as for associate members as defined in Article 6 of these Statutes to use this computer network within the limits and conditions set by the Board of Directors ;
- the publication and distribution of documents, brochures, magazines, periodicals, etc... ;
- any other activity which the Board of Directors deems useful in order to fulfil the goals of the Association.

Article 6 COMPOSITION, PRIVILEGES, CONDITIONS OF MEMBERSHIP AND DUES

E.A.R.N. members are institutions responsible for at least one E.A.R.N. node who are able and willing to support connections to additional EARN members. A node is a computer system, connected to the EARN network, which is able to send, receive and distribute files, using appropriate communications standards and to potentially support connections of additional EARN nodes.

The Association will have the following classes of members :

- full members; and
- associate members.

All universities and institutions of higher learning, academic research and non-commercial scientific research in Europe, the Middle East and Africa are eligible to be full members of E.A.R.N. Full members of E.A.R.N. are considered to have the same status, independently of the national implementations of the network. Each full member shall name an individual who will represent it with respect to the Association and who will be called its "official representative". Each full member must inform the Board of Directors of any change in its official representative.

Other research institutions in Europe, the Middle East and Africa are eligible to be associate members of E.A.R.N. A condition precedent to the membership of these research institutions as associate members is their written commitment signed by their appropriate legal representative, not to use the Association's computer network directly or indirectly for commercial or lucrative purposes. Each associate member will name an individual who will represent it with respect to the Association and who will be called its "official representative".

Each director of the Association will accept or reject, without being obliged to give reasons, the applications for full membership from institutions from the country which named him to the Board. If he does not act within one month of receipt of the application for membership, the application shall be deemed to be accepted. If a membership application for full membership is rejected, such applicant may appeal such decision to the Board of Directors which will decide on the application by a two-thirds majority of those present at the meeting dealing with the issue. If the nationality of an applicant (or a member) is not clear, the question will be decided by the Board of Directors. For purposes of the Association a member may have only one nationality. Application for associate membership or application for full membership by institutions from a country which has not named a director will be accepted or rejected by the Board of Directors. Prior to such a decision being taken, the candidates shall have the opportunity to present the rationale supporting their candidacy. Reasons for refusing candidates for associate membership must be in writing sent to the subject candidate.

A full member shall automatically lose his status as a full member if it ceases to meet the criteria for full members. It is obliged to immediately inform the Board of Directors.

Conversely, an associate member may become a full member if he can establish in writing that it meets the criteria and if its change of status is accepted by the Board of Directors.

The amount of dues and entrance fees, if any, shall be determined by the Board of Directors. Different amounts can be set for each class of members.

Article 7 RESIGNATION, CANCELLATION OF MEMBERSHIP

Membership in the Association may be lost by resignation, dissolution (of
EARN/29/89 page # of 11

a
member) or cancellation.

The membership of any member may be cancelled by the Board of Directors on any basis when such membership is deemed harmful to, or contrary to the interests of, the Association. Prior to taking a decision cancelling the membership of a member, the member in question must be given the opportunity to defend himself in writing against the accusations made against him, which accusations shall have previously been communicated to him in writing. Such decisions, (notwithstanding Article 15 paragraph 4 of these Statutes), shall be taken by two-thirds of the members of the Board present. Reasons for such action shall be sent in writing to the former member in question.

Members who resign or whose membership is cancelled can not claim any right to the Association's property nor may they request the refund of sums paid by them in dues and entrance fees.

Article 8 REGULATIONS

Regulations governing the connection to, access to, and use of E.A.R.N. and E.A.R.N. sites facilities, shall be promulgated by the Board of Directors of the Association.

Decisions of the Board of Directors concerning the membership of the Association, the regulations governing E.A.R.N. and its access and use, and any other matter concerning E.A.R.N. and the Association shall be complied with by the members.

Article 9 EARN USAGE

All staff and students registered with a member of the Association as users of an E.A.R.N. node may be permitted to access E.A.R.N. provided their use is consistent with the Statutes of E.A.R.N. and the regulations issued by the Board of Directors.

All uses of E.A.R.N. must be for scientific, educational, academic and research purposes only. No commercial use, direct or indirect, is permitted.

Full members of the Association are permitted to communicate between themselves, with associate members of the Association and with all members of the U.S. BITNET network.

Associate members of the Association are only permitted to communicate with full members of the Association. Special BITNET access authorisation is required for associate members.

Article 10 COMMUNICATION WITH OTHER COMPUTER NETWORKS

E.A.R.N. members agree to restrict their communications to other networks

via gateways pursuant to regulations agreed to between the Association and the administrations of attached networks.

Article 11 RESPONSIBILITY

Members shall take all reasonable precautions to ensure that users of their computing facilities abide by these and such other regulations governing the use of E.A.R.N. as the Board of Directors of the Association shall introduce.

The Association does not guarantee the security, the confidentiality or the integrity of the data sent on the network. It is the user's responsibility to protect its data and the data transmission on the network by all means they feel appropriate.

No E.A.R.N. member shall be held responsible in any way for the use made by any other member.

Article 12 SOURCES OF INCOME

Pursuant to the law, the Association's sources of income are made up of the following :

1. membership dues;
2. subsidies which might be granted to the Association by the State or public communities;
3. revenues from its assets;
4. moneys earned in return for services furnished by the Association;
5. all other resources authorised by legislative and regulatory texts.

Only the Association's assets will be liable to those commitments made in its name, and no officer shall be held responsible therefor.

Article 13 GRATUITOUSNESS OF MANDATE

The directors and officers of the Association shall receive no remuneration or their being members of the Board of Directors or officers of the Association.

Article 14 BOARD OF DIRECTORS

The Association is governed by a Board of Directors.

The initial members of the first Board of Directors will be appointed by the onstitutive General Assembly. Their term of office will end at

midnight two ears after the meeting of the Constitutive General Assembly. The terms of office of other members of the first Board of Directors named thereafter by the full members will end on the same date as those named by the Constitutive General Assembly. The terms of office of the members of each new Board of Directors will end two years after the terms of office of the members of the preceding Board of Directors ended or would have ended if not re-appointed.

The full members of the Association from each country shall choose one director to serve for a period of two years. The Board of Directors thus named may freely choose additional directors the term of office of which will end on the same date as the terms of office of the directors chosen by the full members. All directors shall have the same rights and their term will end on the same date.

The members from each country shall themselves determine the method of choosing the director named by them. Thus different directors may be named by different means. A director need not be an official representative as defined in Article 6 of these Statutes.

Notwithstanding the fact that the Board of Directors is named for a period of two years, each director chosen by full members will be considered as having been automatically re-appointed if the members from his country do not indicate the name of his replacement before the expiration of his term. The members of each country have the right at any time to replace the director named by them. The term of office of the new director named in this fashion will end on the same date as would have ended the term of office of the replaced director.

Article 15 BOARD OF DIRECTORS' MEETING

The Board shall meet at least once per year. It is convened by the President or by 2/3 of its members. Notice of meetings must be given at least one month before the meeting. In circumstances deemed exceptional by the President, notice of meeting may be waived if all members of the Board agree thereto in writing prior to, during or after the meeting.

The President can invite any individuals who are not directors to be present at any Board of Directors' meeting.

Half of the members of the Board must be present in order for its decisions to be valid.

Decisions are taken by simple majority ; in the event of a divided opinion, the President shall have the deciding vote.

Article 16 POWERS OF THE BOARD

The Board of Directors can authorise and take all acts for and in the name of the Association other than the dissolution of the Association.

It may delegate any of its powers and any of the powers of any officer or officers, including the day to day administration of the Association, to

Article 17
ROLE OF THE OFFICERS

The officers of the Association shall be President, Vice-President, Secretary General and a Treasurer the functions of which are set forth below. An individual may hold two or more offices except that the President may not also be the Secretary General. The same individual may never serve two consecutive terms as President. Otherwise, all officers will be named by the Board of Directors as it deems fit. The Board can add or eliminate any office except the office of the President which may not be eliminated. The officers shall serve until the end of the term of the Board of Directors which has appointed them except that any officer may be replaced at any time, with or without cause by the Board of Directors.

President - He convenes the General Meetings and Board of Directors' meetings, at which he presides. He represents the Association in all acts and is vested with all powers therefor. In particular, he has the capacity to act in the name of the Association, both as petitioner and as defendant in law suits.

In the event of absence, he is replaced by the Vice-President, and in the event the latter is unable to serve, by the Secretary General, and if he in turn is unable to serve, by any other director specially designated by the Board.

Vice-President - He assists the President in the exercise of his functions and replaces him in the event of absence.

Secretary General - He is in charge of all that involves correspondence and archives. At the request (written or verbal) of the President, he may be responsible for sending out notices for General Meetings. He keeps the special registers required by law and carries out the prescribed formalities.

Treasurer - He is in charge of all that involves the administration of the Association's assets. He makes all payments and receives all sums due, under the supervision of the President. However, all expenses of more than 5,000.00 francs or its equivalent must be approved by another officer. He keeps a day to day accounting system of all operations and delivers a report to the Board of Directors' meeting at which a review of the administration of the Association takes place. He draws up the Association's budget which is submitted to the Board of Directors.

Article 18
APPOINTMENT OF AN ACCOUNTANT TO AUDIT THE ACCOUNTS

The Board of Directors will appoint an accountant in order to audit, at least once a year, the Association's accounts. Such accountant need not be a professional accountant. He will draw up a report on the financial administration of the Association and submit it to the Board of Directors.

Article 19

The Constitutive General Assembly will be held without written notice being addressed to the founding members. The holding of the meeting shall be agreed to by all of the founding members. It will function like an Ordinary General Meeting.

The meeting shall have the broadest powers possible to take all decisions permitting the Association to commence operation ; notably it shall adopt the Statutes, name the initial members of the first Board of Directors (notwithstanding Article 14 of these Statutes), set the location of the registered office (which can thereafter be changed by decision of the Board of Directors).

The minutes of this meeting shall be signed by all founding members.

Article 20
ORDINARY GENERAL MEETINGS

The General Meeting of the Association includes all full members.

The General Meeting will meet whenever is convened by the Board of Directors or upon the requests delivered to the registered office of the Association of at least half of its members. No periodicity of meetings is required.

The notices of meetings, which must include the agenda, are sent out by the President or at his request (written or oral) by the Secretary General, at least one month before the Meeting is to be held.

The Meeting must be comprised of at least one tenth of the full members. If a quorum is not attained at a Meeting (upon first notice), a new notice will be sent to each member. At this new meeting, actions can be validly taken regardless of the number of members present (whether by their official representatives or by their substitutes).

All resolutions taken at the Ordinary General Meeting are normally taken with raised hands and decisions are taken by simple majority of members present or represented. However, a secret ballot is obligatory when requested by the Board of Directors or by a quarter of the members present (whether by their official representatives or by their substitutes).

The Board of Directors may, as an exception, decide to take a written vote : the text of the proposed resolutions will be addressed to all full members and will indicate the delay given for votes to be received. The votes will be counted in the presence of at least a quorum of the members of the Board and the result announced by the President. Minutes will be drawn up covering such a vote.

Official representatives of full members may appoint official representatives or other full members of the Association as their substitutes by means of a special power of attorney.

The agenda is made up by the Board of Directors. All matters will be put on the agenda if requests therefor signed by at least half of the members of the Association are deposited in the registered office of the

Association at least five days before the meeting. Only those matters set forth on the agenda or accepted by two-thirds of the members present (whether by their official representatives or by their substitutes) will be considered at the General Meeting.

The officers of the Meeting are those of the Board.

The President can invite any individual who is not a full member of the Association to be present at a General Meeting.

Article 21 MINUTES

Minutes of the resolutions of Board and General Meetings shall be taken by the person designated by the President as Secretary of the meeting, and signed by two of the following : the President, the Vice-President, the Treasurer, the Secretary General and the Secretary of the meeting.

The minutes can be drawn up on loose leaf paper and placed in order in a loose leaf note book.

The President or the Secretary General may issue conformed certified copies of minutes, which may be relied upon by third parties.

Article 22 DISSOLUTION

The dissolution of the Association may only be pronounced at a General Meeting convened specially for this purpose.

The General Meeting will designate one or more executors responsible for the disposition of the Association's property and will designate the power of the executors.

The General Meeting assigns net assets to any registered association having a similar purpose or to any establishment, public or private, recognised by the French Government as being publicly useful ("d'utilit? publique").

Article 23 FORMALITIES

In the name of the Board of Directors, the Secretary General is responsible for dealing with all formalities of declaration and publication prescribed by current legislation. He may entrust any other person to fulfil these formalities. Power is given to the bearer of an original or a certified true copy of the present Statutes to effect these formalities.

Article 24 INTERNAL REGULATIONS

The Board of Directors may, if it deems necessary, draw up the text of

internal regulations which will determine the modalities of compliance with the present Statutes.

Done in as many originals as parties concerned, plus one original for the Association and two to be legally registered.

Paris, 6 February 1985.