

STATUTES
GIECO-IPBC ASSOCIATION
association declared by application of the
law of¹ July 1901 and the decree of 16 August 1901.

TITLE I - GENERAL

ARTICLE 1 - NAME

An association governed by the law of ¹ July 1901 and the decree of 16 August 1901 is founded between the adherents to the present statutes, with the title : **Association GIECO-IPBC** (International and Interdisciplinary Group of Experts on Behavioral Changes; *International Panel of Expert on Behavioral Changes*).

ARTICLE 2- PURPOSE

ARTICLE 2.1. - MISSION

The GIECO is a multidisciplinary scientific organisation of general interest with an international outlook, whose aim is to produce state-of-the-art knowledge on the most recent findings of all disciplines concerned with behaviour in the non-restrictive and widest possible sense of the term in a perspective of human and sustainable lifestyles, and whose activities are :

- To work towards a holistic vision of behaviours, as constituent elements of the same complex reality, in order to produce states of the art integrating in the most exhaustive way possible all the conclusions, old and recent, of the sciences on the subject;
- Contribute to the orientation of programs, public policies, methods, management, investments, in the fields of education, economy, governance, without being limited to these;
- To publish for the widest possible audience with a view to democratizing and popularizing scientific knowledge, with a view to contributing to the general interest.

ARTICLE 2.2 - OBJECTIVES

► Ethical objective: to contribute to changes in behaviour that are respectful of a healthy, humane and sustainable society;

► Main scientific objectives :

- Like certain sciences such as medicine (which has a mission of scientific research, individual care and public health) and in its extension (taking care of behaviour) ;
- Redefining/expanding the scientific priorities of the behavioural sciences from basic research and individual responsibility to issues of social and environmental responsibility;
- Thanks to a /transdisciplinary approach, in the form of research objects, publications, conferences, workshops ;
- Aiming to integrate, improve and make intelligible to all audiences the scientific understanding of behaviour in the broadest sense of the term :
 - individual and collective,
 - rational and experiential, as well as
 - perceptions of ethics, morality, values, norms and standards, and
 - social representations
 - not just these.

ARTICLE 3 - REGISTERED OFFICE

The registered office is located in Paris, France.

It may be transferred anywhere by simple decision of the Board of Directors.

Article 4- DURATION

The duration of the association is unlimited.

ARTICLE 5 - MEMBERSHIP AND LOSS OF MEMBERSHIP

ARTICLE 5.1. CONDITIONS FOR MEMBERSHIP / ADMISSION

The association is composed of :

- "active" adherent members, who may be scientific or professional, natural persons or legal entities such as professional associations, in behavioural or related disciplines, under the condition of respecting the philosophy, ethics, rules and objectives of the association and its members, in accordance with the Rules of Procedure.

Admission as an active member is validated by the Board of Directors after presentation of a membership application containing the applicant's motivations. The decision of the Board of Directors does not have to be motivated and is not subject to appeal. The Board of Directors reserves the right to refuse an application for behaviour, publications, interventions (and equivalent) deemed inappropriate ;

- an active member by right, the endowment fund INSTITUTE OF ENVIRONMENTAL MEDICINE, whose head office is located at Lieu-dit Champelle 03700 SERBANNES, SIREN N° 821 669 454 ;

- of so-called non-active, non-voting members. This status of non-active member is intended to allow the integration into the association of representatives of other professional and social categories, in particular in the framework of the constitution of working groups intended to enlighten/prioritize the work of the scientists and experts of GIECO-IPBC (Group 1), in order to allow them, in complete independence, to better target their publications/reports and other deliverables with regard to their economic, social, societal and environmental relevance, efficiency and responsibility.

Admission as a non-active member is validated by the Board of Directors after presentation of an application form containing the applicant's motivations. The decision of the Board of Directors does not have to be motivated and is not subject to appeal. The Board of Directors reserves the right to refuse an application for behaviour, publications, interventions (and equivalent) deemed inappropriate.

ARTICLE 5.2.LOSS OF MEMBERSHIP

Active membership is lost by :

a) Resignation, notified by simple letter or e-mail to the president of the association;

(b) Death, for natural persons, or dissolution, for legal entities that are members;

(c) The cancellation pronounced by the Board of Directors for :

- non-payment of the contribution, after a reminder that has not been effective, or

- for serious misconduct (serious misconduct being understood to mean, in particular, non-compliance with the articles of association, an action contrary to the decisions of the association and its aims, or an attitude and remarks prejudicial to the consideration of the association or that of its leaders or to the causes defended by the association, or any other inappropriate attitude at events organised by the association), the person concerned having been previously invited to present his or her explanations in writing or orally before the board of directors. The decision to strike off does not have to be motivated; it is not subject to appeal.

- discussions of ideas must take place on the substance and within the framework of the normal functioning of the association.

Non-active membership is lost by :

- a) Resignation, notified by simple letter or e-mail to the president of the association;
- (b) Death, for natural persons, or dissolution, for legal entities that are members;
- c) The striking off of the list by the Board of Directors (BoD) for :
 - non-payment of the contribution, after a reminder that has not been effective, or
 - for serious misconduct (serious misconduct being understood to mean, in particular, non-compliance with the articles of association, an action contrary to the decisions of the association and its aims, or actions, attitudes and words prejudicial to the consideration of the association or that of its leaders or to the causes defended by the association, or any other improper attitude at events organised by the association), the person concerned having previously been invited to present his or her explanations in writing or orally before the board of directors. The decision to strike off does not have to be motivated; it is not subject to appeal;
 - for participation deemed insufficient in a working group or any other contribution (patronage, sponsorship, partnership, etc.) to the development and work/productions of the association. It should be noted that participation in a working group does not require membership as a non-active member of the association. However, the position of working group leader, having the right to attend the Board of Directors, does require membership as a member of the association.

Deregistration does not entail the reimbursement of any donations or contributions.

ARTICLE 6 - RESOURCES

The association's resources may include :

- 1° The amount of membership fees and entrance fees, if any; these amounts and in particular that of the membership fee shall be fixed at the Ordinary General Meeting on the proposal of the President or Co-Presidents ;
- 2° State, departmental and municipal subsidies or any other public authority;
- 3° Manual gifts
- 4° The income that the association may derive from its activity and more generally from all other resources not prohibited by law or compatible with the statutes of the association.

TITLE II - ORGANIZATION

ARTICLE 7 - BOARD OF DIRECTORS

7.1. COMPOSITION OF THE BOARD OF DIRECTORS (CA)

The association is managed by a board of directors composed of a sufficient number of members to ensure its proper functioning, elected for 4 years by the ordinary general meeting of the so-called active members only. Active members are eligible for a maximum of three consecutive terms.

In order to fulfil its mission as an interdisciplinary and international scientific collective in the behavioural sciences, the BOD must be as representative as possible of the major categories of disciplines, generations, genders or geographical origins. Consequently, the setting of quotas ensuring such (relative) representativeness can be decided or adapted by a simple vote of the Board.

One delegate per regional partner association may also be an ex-officio member of the BOD, according to modalities to be specified by the BOD.

In the event of a vacancy, the Board of Directors shall provisionally provide for the replacement of its members. Their definitive replacement shall be made by the first general meeting. The powers of the so-

called active members thus appointed shall end at the expiry of the term of office of the replaced members.

7.2. BOARD MEETINGS

The Board of Directors shall meet at least once every six months, at the invitation of the Chairman or its Co-Chairmen or at the request of at least one quarter of its members.

Leaders of active working groups and non-active members of the association may attend the meetings of the Board of Directors in an advisory capacity.

The Board of Directors may delegate, for a fixed term, to one or more of its so-called active members certain responsibilities and powers as necessary.

The Board of Directors shall meet at the registered office or at any other place specified in the notice of meeting.

The Board of Directors is chaired by the Chairman or his co-chairmen. In the absence of the Chairman or at least one of the Co-Chairmen, the Board elects a Chairman chosen from among the other directors.

Upon the decision of the convener, directors may participate in the meeting remotely by any appropriate means of telecommunication that allows participants to hear each other simultaneously during discussions. For the purposes of calculating the *quorum* and majority, members who participate in the meeting in person or by any means of telecommunication that allows them to be identified and guarantees their effective participation are thus deemed to be present.

Minutes are taken of the meetings of the Board of Directors, sent to its members and signed by them.

7.3. END OF DIRECTORS' TERM OF OFFICE

The term of office as a director expires :

- by the end of the term,
- by resignation notified by simple letter or e-mail to the President/Co-Presidents of the association ;
- by the loss of membership ;
- by any form of permanent personal hindrance (serious illness, invalidity making it impossible to carry out his duties, *etc.*), - by any form of permanent personal hindrance (serious illness, invalidity making it impossible to carry out his duties, *etc.*).) ;
- by the revocation for just cause pronounced by the General Assembly.

7.4. CONVENING OF THE BOARD OF DIRECTORS

The Board of Directors shall meet when convened by its Chairman or at least one of its Co-Chairmen and at his or her own initiative, or, in the event of a vacancy, by a member of the Bureau or at the request of one-third of its members. It may meet as often as required in the interests of the Association.

The agenda is defined by the author of the convocation.

It shall be convened, as far as possible, at least five days in advance by any means.

When all the directors are present or represented, the Board may validly meet by simple verbal notice and

without delay.

7.5. QUORUM OF THE BOARD OF DIRECTORS

The participation of at least half of the members is necessary for the validity of the deliberations.

7.6. MAJORITY RULES FOR THE BOARD OF DIRECTORS

Each director has one vote.

Each member of the Board of Directors may be represented by another member of the Board of Directors and proxy voting is allowed.

Decisions shall be taken by an absolute majority of the votes cast by the members present or represented. In the event of a tie, the President shall have the casting vote.

In the event of an insufficient majority, a relative majority (> 40% of the votes cast and > 30% of the elected Board members) will be sufficient in a second vote.

7.7. POWERS OF THE BOARD OF DIRECTORS

The Board of Directors is vested with the most extensive powers concerning administrative and management acts.

In particular, the Council shall exercise the following powers :

- it shall adopt the strategic guidelines and action programme of the association ;
- it decides on the choice of publications, debates and cultural events that may be organised, with the possibility of delegating all or part of its powers;
- it shall adopt the management report on the moral and financial situation of the association ;
- it shall approve the annual accounts for the financial year ended ;
- it decides on the transfer of the registered office to any place located in the same department;
- it shall decide at its own discretion on applications for membership from new members whom it approves;
- it shall be the body competent to conduct disciplinary proceedings and impose any sanction on a member ;
- it decides on the exclusion of a member from the Association;
- it appoints and dismisses the members of the Bureau;
- it adopts the provisional budget;
- it grants any loan, any financial assistance in any form whatsoever;
- it accepts donations and legacies;
- it authorises any member of the Bureau other than the Chairman to grant any delegation of powers to any person who is not a director;
- it shall monitor the implementation of its decisions by the members of the Bureau ;
- it shall adopt and amend the rules of procedure of the association ;
- it examines all proposals submitted to it by the members of the association and decides on the action to be taken on them;
- he consents to any delegation of authority.

More generally, it shall ensure the application of the Articles of Association and, where applicable, the rules and regulations and shall take all measures it deems necessary to ensure the proper functioning of the association.

- The vote of the President or the joint votes of the co-presidents must be included in the majority in order to take the following decisions:
 - expenditure and investments not provided for in the provisional budget and in excess of a sum defined and regularly re-evaluated by the Board of Directors. It should be noted that the President or at least one of the co-presidents of the Association may act alone, in the event of an emergency, a risk to the safety of goods or persons, or in the event of expenditure resulting from the application of legal and contractual texts and obligations;
 - acquisition or disposal of real estate assets ;
 - taking or renting of all real estate properties;
 - borrowings, whatever the amount not provided for in the provisional budget ;
 - sureties, endorsements or guarantees, mortgages or pledges to be given.

The Board of Directors also has a coordinating role for the Regional Offices and the Working Groups provided for in Articles 7.6 and 7.7, committees and others; it participates in scientific orientation and work and in administrative decisions.

7.8. INTEREST MANAGEMENT AND MANAGEMENT OF CONFLICTS OF INTEREST

By default, the functions of a member of the Board of Directors are voluntary.

Reimbursement of expenses may be made on the basis of supporting documents, under the conditions set by the Board of Directors and in accordance with the procedures defined, where applicable, by the internal regulations.

As an exception, one or more members of the Bureau may be remunerated under the conditions provided for either by the tax authorities (*see* BOI-IS-CHAMP-10-50-10-20) or, alternatively, under the system provided for by Articles 261, 7.1°d of the French General Tax Code and 242 C of Annex II of the same code, in accordance with the provisions below.

The directors, as well as any person called upon to attend meetings of the Board of Directors, are bound to discretion with regard to information of a confidential nature and information given as such by the Chairman of the Board of Directors. This obligation also applies to members of the committees created by the Board of Directors pursuant to Article 7.7, regional groups and working groups.

It should be noted that any individual or legal entity attending the Board of Directors must be an adherent member of the association, said active or said non-active, as defined in Article 5.1.

The association shall take care to prevent and manage any situation of real, potential or apparent conflict that may exist between :

- its scientific or societal interests and missions;
- the personal or professional interests of one of its directors, committee members, employees or any person acting on behalf of the association.

When a director becomes aware of a real, potential or apparent conflict of interest in which he or she may be involved, he or she informs the Board of Directors without delay and abstains from participating in the discussions and voting on the deliberation concerned. The same applies to any candidate for appointment to the Board of Directors.

When a committee member becomes aware of a real, potential or apparent conflict of interest in which he or she may be involved, he or she shall inform the association's executive without delay. The same shall apply to any applicant for appointment to a committee.

The BOD ensures that the previous conditions of non-conflicts of interest of its members or any other person belonging to the association are respected by all procedures. It takes all secondary decisions it deems necessary.

ARTICLE 8 - OFFICE

The Board of Directors elects from among its members a Bureau composed of THREE members:

- 1) One chairperson or two co-chairpersons ;
- 2) A secretary general
- 3) A treasurer.

The office shall ensure the day-to-day management of the association by delegation from the Board of Directors and within the limits set by the latter. It shall meet as often as the interests of the association require and shall be convened by the President.

Notices of meetings shall be sent in writing (mail or e-mail) at least seven (7) calendar days before the meeting.

In the event of a vacancy, the Board of Directors may replace the vacant post(s) by one or more members, by co-option, for the remainder of the term of office.

Each member of the Bureau shall assist the Co-Chairpersons in their duties, as delegated by the latter.

Depending on the position assigned to them, the members of the Bureau shall have their own powers as defined below.

8.1. DUTIES OF THE MEMBERS OF THE BUREAU

(a) The Chairperson or Co-Chairpersons

The Chairman or the Co-Chairmen are responsible for implementing the decisions of the Board of Directors. They preside (or at least one of them) at all meetings, convene the Board of Directors and the General Assembly of the association.

The Co-Chairs lead the Association and represent it in dealings with third parties. As such, they are vested with the broadest powers to act in all circumstances on behalf of the Association within the limits of the corporate purpose, subject to the powers vested in the Board of Directors and the General Meeting.

They shall have the right to act and represent the Association in legal proceedings, both in claim and in defence; they may only be replaced by an agent acting under a special power of attorney.

They shall authorise and settle expenditure in accordance with the provisional budget adopted by the Board of Directors.

They are authorised to open and operate, in any credit or financial institution, all accounts and savings books; these accounts may be operated by power of attorney given to any person.

They may delegate to any person of their choice certain of their powers for the performance of specific functions or the carrying out of certain acts.

(b) The Secretary

The Secretary is in charge of drafting the convocations. He shall draw up or have drawn up the minutes of the meetings of the Board of Directors and the General Meeting and shall be responsible for all correspondence and archives. He shall ensure that the prescribed formalities are carried out.

c) The Treasurer

The Treasurer is in charge of the management of the association's assets, under the authority and supervision of the President. He makes all payments.

8.2. TERMINATION OF OFFICE OF MEMBERS OF THE BUREAU

The functions of the members of the Bureau shall be renewable without limitation and shall end :

- on the date of expiry of the term of office ;
- by the loss of directorship;
- by resigning. The members of the Bureau may resign from their functions without having to justify their decision on the condition that they notify it to the President of the association (or to the Board of Directors in the case of the president or a co-president);
- by dismissal for just cause pronounced at any time by the Board of Directors.

The association's first co-presidents and founders are Jacques FRADIN and Stéphane LA BRANCHE.

ARTICLE 9 - ETHICS COMMITTEE

The ethics committee brings together individuals who are committed to bringing an outside viewpoint and answering questions from administrators, in the interest of the association, with expertise or societal/moral legitimacy in the fields of health, the environment, science, education, sociology, etc.

Its powers, organisation, operating rules and the appointment or dismissal of its members shall be determined by a decision of the Administrative Board setting it up, in accordance with the rules of procedure.

ARTICLE 10 - ORDINARY GENERAL MEETING (AGO) AND OTHER NOTICES OF MEETINGS

The Ordinary General Assembly includes all the so-called active members of the association, with voting rights.

It meets every year.

Fifteen days before the date fixed, the so-called active members of the association are convened by the secretary. The agenda appears on the invitations.

The president, assisted by the members of the board of directors, chairs the assembly and presents the moral situation and the activities of the association.

The treasurer reports on his management and submits the annual accounts (balance sheet, profit and loss account and appendix) to the approval of the assembly.

Only items on the agenda may be discussed.

Decisions are taken by a majority of the votes of the members present or represented.

The members of the Board of Directors shall be renewed or maintained after the agenda has been completed.

All deliberations are taken by a show of hands or by electronic voting system, except for the election of the members of the Board, which must imperatively respect the anonymity of the vote.

The decisions of the general meetings are binding on all members, including those absent or represented.

Other invitations, such as meetings of committees and working groups (not exclusively) are the responsibility of the Board of Directors and the heads of the said working groups and committees.

ARTICLE 11 - EXTRAORDINARY GENERAL MEETING (AGE)

If need be, or at the request of half plus one of the registered active members or of the Board of Directors (composed of the President or Co-Presidents and the Secretary General), the President may convene an Extraordinary General Meeting, in accordance with the procedures laid down in these Articles of Association and only for the purpose of amending the Articles of Association or dissolution or for acts relating to real estate.

The convening procedures are the same as for the ordinary general meeting.

Decisions shall be taken by a two-thirds majority of the members present and must include the vote of the ex officio member.

The Extraordinary General Assembly has sole authority to amend the Articles of Association, pronounce the dissolution of the Association and rule on the devolution of its assets, decide on its merger with other associations or its transformation.

It must be specially convened for this purpose, by the President or at the request of a quarter of the active members of the association. The notice of meeting must indicate the agenda and include the text of the proposed amendment as an annex.

Such an Assembly shall be composed of at least two-thirds of the members.

If the quorum is not reached at the meeting of the Assembly, on first call, the Assembly shall be reconvened at fifteen days' interval and, at this new meeting, it may validly deliberate regardless of the number of members present or represented.

ARTICLE 12 - REGIONAL GROUPS

GIECO-IPBC encourages and will contribute to the creation and operation of regional offices in France and other countries.

Regional groups in other countries are subject to the rules and laws in force in their respective countries. They relate to and are subject to the principles, objectives and operating methods described in the articles of association of the registered office.

The regional groups will be able to join the GIECO-IPBC association in France as legal entities and as such to apply for membership of the Board of Directors, in order to give a truly international status to the association and its governance.

ARTICLE 13 - WORKING GROUPS

The Board of Directors may create permanent or ad hoc Working Groups that it coordinates, which may rely on Regional Groups with their own legal structure and headquarters in countries other than France. The Working Groups, some of which may include active and non-active members (except Group 1 of the scientists), will carry out various tasks depending on the association's projects. Without being exhaustive or limiting:

- Experts and Scientists Working Group (Group 1)
- Working Group of Economic Actors, in particular Companies (Group 2)
- Civil society actors working group (group 3)
- Working Group Institutions and Local Authorities (Group 4)
- Working Group Cultural and Philosophical Reflections (Group 5)
- Ethics Board
- Scientific Committee
- Transdisciplinary Working Group
- Scientific Report Working Groups

Their composition, powers, organisation and operating rules shall be determined by the deliberation of the Board of Directors establishing them or by the association's internal regulations.

TITLE III - MISCELLANEOUS

ARTICLE 14 - FINANCIAL YEAR - ANNUAL ACCOUNTS

The association's financial year shall begin on ¹ January and end on 31 December of each year.
As an exception, the association's first financial year will begin on the day of publication of its creation in the Official Journal and will end on 31 December 2021.

ARTICLE -15. RULES OF PROCEDURE

Internal regulations may be drawn up by the Board of Directors, which shall then have them approved by the General Meeting.

These rules and regulations are intended to determine the various points not provided for in these articles of association, in particular those relating to the internal administration of the association.

ARTICLE - 16- DISSOLUTION

In the event of dissolution pronounced in the manner provided for in Article 7.5, one or more liquidators shall be appointed, and the net assets, if any, shall be vested in an association, endowment fund or foundation with similar aims, in accordance with the decisions of the Extraordinary General Meeting which decides on the dissolution.

The net assets may not be vested in a natural person of the association, even partially, unless a contribution is taken back.

It may be given to a legal entity that is a member of the association or a partner, such as a regional association, or by the ex officio active member.

It can also be done by a national or international institution, such as the United Nations.

ARTICLE 17 - FORMALITIES FOR DECLARATION OF CHANGES

The Chairman or one of the co-chairmen must make the declarations provided for in article 3 of the decree of 16 August 1901 at the Prefecture, concerning in particular :

- amendments to the Articles of Association ;
- the change of title of the association ;
- the transfer of the registered office ;
- changes in the members of the Bureau and the Board of Directors ;
- the merger of the association;
- dissolution.

"Done in Paris, on XXX XXXX 2020".

Signature of the members of the Board of Directors

Jacques Fradin (Co-President and Founder)

Camille Lefrançois (Co-Secretary General-Founder)