

**SMART PHYSICAL ACCESS CONTROL**  
**CAMPUS CYBER Région Sud**  
*4 Boulevard Jacques Saadé, Quai d'Arenc*  
*13002 Marseille*

## **UPDATED STATUTES**

### **Following the decisions of** **the Combined General Meeting** **From October 10, 2025**

**Article 4 - COMPOSITION**  
**Article 7 - BOARD OF DIRECTORS**  
**Article 8 - OFFICE**

Certified True to Original  
The President

Mr. Vincent DUPART  
Representing the company  
IDENTIFICATION SYSTEMS AND  
TECHNOLOGIES (STID)

## **TITLE I: CONSTITUTION**

### **Article 1 – FORM - NAME - DURATION - FINANCIAL YEAR**

A professional union called "SMART PHYSICAL ACCESS CONTROL (SPAC)" (**hereinafter referred to as "the Group"**) is formed between all those who adhere to these Statutes (hereinafter referred to as "Member(s)").

The Group shall be governed by the provisions of the Law of 21 March 1884 and the subsequent laws applicable to trade unions and by the present statutes.  
Its duration is unlimited.

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

### **Article 2 - REGISTERED OFFICE**

The headquarters of the Group shall be located at:

CYBER CAMPUS SOUTH Region  
4 Boulevard Jacques Saadé, Quai d'Arenc  
13002 Marseille

It may be transferred to any other place by decision of the President.

## **TITLE II: PURPOSE**

### **Article 3 - PURPOSE**

The purpose of the Grouping is to represent, study and defend the rights as well as the material and moral interests, both collective and individual, of its Members established in a Member State of the European Union and actors in the fields of security and IoT solutions and robust protocols for cyber-attacks for the end-to-end security of physical access to buildings requiring a high level of logical and physical security, and leveraging the Smart Secure Communication Protocol (SSCP) standard.

As such, the Group ensures the promotion, enhancement and emergence of solutions that are part of the physical access control value chain and allow a high level of logical and physical security. It also conducts reflection work contributing to the improvement of safety and standardization.

More specifically, the Group's mission is to:

- Federate its Members and promote their exchanges, within the profession and with public and private partners;
- To ensure the institutional representation of its Members and its economic sector vis-à-vis third parties and in particular with French and European official bodies;
- Actively promote trades and sectors and their know-how;
- Carry out any action contributing to the development and sustainability of the profession, including the establishment of technical specifications and other associated professional documents;
- Issuing certificates of compliance within the framework of digital and biometric trust

technologies;

- Perform the tasks of a conformity assessment body, including certification and inspection.

Within the framework of this purpose, he may, in accordance with the law, join any organization, association, federation or union of trade unions, constituted for the study and defense of general professional interests.

He shall enjoy legal personality and the right to take legal action recognised by law for trade unions. He has the right to acquire without authorization, for a fee or free of charge, movable or immovable property.

The Groupement may conclude agreements with other professional associations on the development of joint actions and the sharing of the corresponding costs.

## **TITLE III: COMPOSITION AND MEMBERSHIP**

### **Article 4 - COMPOSITION**

The Group is made up of Active Members, Founding Members and Associate Members.

#### **4.1 Active Members**

Legal entities (*associations, agencies, public bodies, manufacturing companies, suppliers, integrators or service providers*), French and European institutions and clusters that carry out their activities in the field of security and IoT solutions and robust protocols to cyber attacks for the end-to-end security of physical access to buildings requiring high security may be admitted as Active Members. Logical and physical level of security, promoting and exploiting the Smart Secure Communication Protocol (SSCP) standard, and being concerned with the goals pursued by the Group.

Employees of Active Members, or of a company that controls or is controlled by such Active Member, may also be admitted as Active Members, up to a maximum of five (5) employees per legal entity that is an Active Member, provided that they are still employees of the Active Member or of the company that controls or is controlled by this Active Member. Active Members undertake to inform the Group of the departure of those of its employees who have otherwise acquired the status of Active Member of the Group.

#### **4.2 Founding members**

Active Members who joined the Group before 31 December 2020 are designated as Founding Members and have the relevant prerogatives.

#### **4.3 Associate Members**

Professional organizations or other partners may be admitted as Associate Members at their request.

#### **4.4 Obligations of Active, Founding and Associate Members of the Group**

All Active, Founding or Associate Members undertake to accept without reservation and to comply with these statutes, the Rules of Procedure, the decisions of the Board of Directors and those of the General Assembly.

They will have to pay the annual fee, the amount of which is, in the event of modification, set by the Board of Directors and validated by the General Assembly.  
Associate Members do not have the right to vote at the General Assembly.

## **Article 5 – MEMBERSHIP – MEMBERSHIP FEE – REMOVAL FROM THE REGISTER – RESIGNATION**

### **5.1 Adhesion**

#### **5.1.1 Membership Requirement**

To become an active member of the Group, French and European legal entities, institutions and clusters must meet the following conditions:

- 1) To carry out on the territory of the European Union, on a continuous basis, the largest part of their economic activity in one or more of the fields mentioned in Article 3 and to have at their own disposal, in this territory, the means of study, implementation and control allowing them to work according to the rules of the art; Failing this, the Member's membership may be submitted to the Bureau, which will be sovereign to derogate from this condition;
- 2) And, leverage and promote the Smart Secure Communication Protocol (SSCP) standard;
- 3) And, not having suffered any dishonourable criminal conviction, being neither in a state of bankruptcy or judicial liquidation, nor in a state of cessation of payment.

To become an Associate Member of the Group, companies must meet the following conditions:

- 1) Carry out part of their economic activity in one or more of the fields mentioned in Article 3 on the territory of the European Union; Otherwise, the member's membership may be submitted to the Bureau, which will be sovereign to derogate from this condition;
- 2) And, not having suffered any dishonourable criminal conviction, being neither in a state of bankruptcy or judicial liquidation, nor in a state of cessation of payment.

#### **5.1.2 Membership procedure**

To become an Active or Associate Member, it is necessary to apply and send an application to the President and/or the Secretary(s), who will submit the said application to the members of the Bureau.

The Bureau decides on the candidacy of a new member and accepts the said candidacy by a simple majority. If they are unable to attend the meeting in person, each member of the Executive Committee has the right to vote in one of the following ways:

- Voting by proxy, by means of a written proxy in paper format or a proxy given by electronic signature;
- Remote voting or voting by mail, by means of a paper form or electronically;
- Electronic voting in session;
- Voting by show of hands or given orally, during an audio or video conference.

The President shall have the casting vote in the event of a tie vote.

## 5.2 Contributions

The Members of the Group who are liable for it are required to pay an annual membership fee which, in the event of modification, is set by the Board of Directors and validated by the General Assembly.

In the event of economic difficulty or a particular mission, the Board of Directors has the right to decide on an exceptional contribution.

Any contribution paid annually is definitively acquired and cannot be refunded.

## 5.3 Radiation

The Bureau may order the removal from the register for the following non-exhaustive reasons:

- non-compliance with statutory obligations or decisions taken at the General Assembly,
- non-payment of the annual membership fee within the prescribed deadlines.

More generally, any Member who has harmed the material and moral interests of the Group or of one or more of its Members, who has obstructed the proper functioning of the Group or who no longer meets the conditions of admission set out in these statutes, in particular in the event that the person concerned is no longer an employee of an active Member who is a legal person, may be removed from the register by decision of the Board. In the latter case, the effective date of the removal from the register will be the date on which the Member loses his status as an employee.

The person concerned will be invited, by written or electronic notification sent at least ten clear days before the date of the summons, to present his explanations to the Bureau.

Decisions to remove the person concerned from the register must be sent to the person concerned by registered letter with acknowledgement of receipt.

At the same time, the General Assembly will be informed by the Office of any write-offs that have occurred during the biennium.

During the de-registration procedure, the rights attached to the status of Member are suspended.

In the event of a change of control within the meaning of Articles L. 233-3 and L. 233-4 of the French Commercial Code, the Member must inform and obtain the approval of the Bureau fifteen (15) days before the occurrence of the event that will lead to the change of control. The Members of the Board will be bound by the strictest confidentiality regarding the information obtained relating to the event, which is confidential in itself.

In the event of a change of control that is not previously approved by the Board, the said Member is temporarily suspended, until a new decision of admission is pronounced.

## 5.4 Resignation

Each Member may resign at any time by written or electronic notification addressed to the President and the Secretary(s) of the Grouping, without prejudice to the right of the Grouping to claim the membership fee relating to the year in which the withdrawal is made.

If he subsequently wishes to be readmitted to the Group, he must go through the membership procedure as described in Article 5.1.2 above.

## TITLE IV: RESOURCES

## **Article 6 - RESOURCES**

The Group's resources include:

- The annual dues of the Members who are liable for it,
- Public or private subsidies,
- Gifts and legacies that may be made for his benefit,
- The various and exceptional revenues from which it could benefit.

The amount of the annual membership fee of the Members who are liable for it is, in the event of modification, set by the Board of Directors and validated by the General Assembly. The conditions and method of payment of this membership fee will be specified in the Internal Regulations.

Similarly, the conditions for the collection of membership fees will be set by the Rules of Procedure.

## **TITLE V: ADMINISTRATION**

The Group is administered by:

- The Board of Directors;
- The Bureau;
- The General Assembly meets in an ordinary or extraordinary manner.

## **Article 7 – THE BOARD OF DIRECTORS**

### **7.1 Composition of the Board of Directors and responsibilities**

The Board of Directors is composed of a maximum of eight (8) Members elected or appointed from among the following Active or Founding Members, referred to as "Directors":

- Two (2) shall be elected, from among the candidates, by the Founding Members, regardless of the number of votes obtained by these candidates,

Then, among the other candidates:

- Four (4) will be elected from among the Founding Members,
- and two (2) shall be elected from among the Active Members,

In the absence of sufficient candidate(s) in one of the two categories of Members mentioned above, vacancies may be filled in the other category of Members.

In the event of a tie, the tiebreaker will be decided by seniority of membership of the Group or by drawing lots.

The term of office of the Executive Directors shall be seven (7) years. Members may be re-elected. The Board of Directors is chaired by the President of the Group.

The Board of Directors is vested with the widest powers to manage, monitor and defend the interests of the Group.

The Board of Directors votes on the Group's Rules of Procedure as well as any amendments

that may be made to them. By way of exception, the first Rules of Procedure will be voted on by the constitutive General Assembly.

## **7.2 Appointment of Directors**

Subject to what is stipulated in Article 7.1 for Directors appointed by the Founding Members, the Directors are elected by the General Assembly. All active Members who are up to date with their membership fees and who have a minimum continuous membership period of five (5) years may apply. Founding Members who are up to date with their membership fees do not have to justify five (5) years of continuous membership.

In addition, all Active and Founding Members who are up to date with their dues, including that of the current year on the day of the convening of the meeting, may vote to elect the Directors.

Candidates must send their application by post or e-mail to the President and the Secretary(s) of the Group at least five (5) days before the General Assembly which elects the members of the Board of Directors.

A call for applications may be sent to all active and founding Members as necessary.

Each Active Member with one vote will choose from a list of Active and Founding Member candidates, those he or she wishes to elect to the Board of Directors within the limit of the number of positions open for this consultation.

The candidates with the most votes will be appointed as directors.

The Chairman may propose to the Board of Directors the appointment of Associate Members to the Board of Directors up to a limit of 20% of the members of the Board, rounded up to the next whole number. These appointments will have to be approved by the next General Assembly.

Associate Members enrich the deliberations of the Board of Directors, but do not have voting rights.

## **7.3 Procedures for the termination of the term of office of a Director**

When a member of the Board of Directors ceases to hold office, the Board may provisionally provide for his or her replacement by co-optation until the next General Meeting, which must decide on the co-opted candidate and confirm his or her appointment. In the event of confirmation by the General Meeting, he or she will be appointed for the remainder of the term of office of the replaced Director.

The duties of a Director cease to exist due to resignation, dismissal by the General Meeting for just cause, death or due to the dissolution of the Group. The dismissal of the functions of Director by the General Meeting of the Group may be decided without reason.

In the event of the resignation of a member of the Board of Directors sent by written or electronic notification to the Chairman and the Secretary(s) of the Group, a notice period of one (1) month must be respected.

A Director is considered to have resigned automatically when he or she no longer holds office within the Member he or she represents or no longer meets the conditions to be a salaried staff member of an active Member.

## **7.4 Board Meetings**

The Board of Directors shall meet, at the invitation of the Chairman, as often as the interest of

the Group requires and at least once a year. It may always be convened by two-thirds (2/3) of the Board of Directors rounded up to the next integer.

The notice of meeting shall be made by all written communication methods at least eight (8) days before the date of the meeting, except in cases of urgency and shall mention the day, time, place and agenda of the meeting, it being specified that the meeting may be held at any location.

The notice of meeting is sent by the Secretary on the agenda set by the President and appearing on the invitations. The Council may not deliberate on a matter which is not on the agenda.

Meetings of the Board may be held in person or by any other means, including by teleconference, videoconference or any means of electronic telecommunication, under the conditions set by the laws and regulations and which will be mentioned in the notice of the Board.

The means of videoconferencing or telecommunications used to allow administrators to participate remotely must have technical characteristics that guarantee effective participation in the Council and allow the continuous and simultaneous transmission of the voice and image, or at least the voice, of the remote participants. Directors who participate in the meeting by videoconference, teleconference or by means of telecommunication allowing their identification are deemed to be present for the purpose of calculating the quorum and the majority.

If each Director is unable to attend the meeting in person, he or she is entitled to vote in one of the following ways:

- Voting by proxy, by means of a written proxy in paper format or a proxy given by electronic signature;
- Remote voting or voting by mail, by means of a paper form or electronically;
- Electronic voting in session;
- Voting by show of hands or given orally, during an audio or video conference.

Proxies and voting forms may be given by any means of written communication, and in particular by fax, provided that they are sent in advance of the meeting.

The minutes of the meetings of the Board of Directors shall be recorded, signed by the President and the Secretary(s) and kept in a register.

## **7.5 Majority**

The decisions of the Council shall be taken by a simple majority of the votes of those present or represented. In the event of a tie, the President has the casting vote.

## **Article 8 – THE OFFICE**

### **8.1 Election**

The Board of Directors elects from among its members, post by post and by a simple majority of the votes of those present or represented, a Bureau composed of:

- a President;

- one to three Vice-Presidents ;
- one to two Secretary(s);
- one to two Treasurer(s).

The members of the Board of Directors are elected for a term of seven (7) years by the Board of Directors and are eligible for re-election, it being specified that a member of the Board who no longer holds a mandate as a Director within the Group would automatically resign.

Legal persons are represented by their legal representative in office, or any other person duly authorised for this purpose.

## **8.2 Bureau meetings and remuneration**

### 8.2.1 Bureau meetings

The Bureau shall meet, at the invitation of the President, as often as the interest of the Group requires and at least once a year. It may always be convened by two-thirds (2/3) of the members of the Executive Committee rounded up to the next whole number.

The notice of meeting shall be made by all written communication methods at least eight (8) days before the date of the meeting, except in cases of urgency and shall mention the day, time, place and agenda of the meeting, it being specified that the meeting may be held at any location.

The notice of meeting is sent by the Secretary on the agenda set by the President and appearing on the invitations. The Bureau may not deliberate on a question which is not on the agenda.

Meetings of the Bureau may be held in person or by any other means, in particular by teleconference, videoconference or any means of electronic telecommunication, under the conditions set by the laws and regulations and which will be mentioned in the notice of the Bureau.

The means of videoconferencing or telecommunications used to enable members of the Bureau to participate remotely shall have technical characteristics that ensure effective participation in the Bureau and allow for the continuous and simultaneous transmission of the voice and image, or at least the voice, of remote participants.

The members of the Bureau who participate in the meeting by videoconference, teleconference or by means of telecommunication allowing their identification shall be deemed to be present for the purpose of calculating the quorum and the majority.

If each director is unable to attend the meeting in person, he or she is entitled to vote in one of the following ways:

- Voting by proxy, by means of a written proxy in paper format or a proxy given by electronic signature;
- Remote voting or voting by mail, by means of a paper form or electronically;
- Electronic voting in session;
- Voting by show of hands or given orally, during an audio or video conference.

The minutes of the meetings of the Bureau shall be recorded, signed by the President and the Secretary(s) and kept in a register.

The decisions of the Bureau are taken by a simple majority of the votes of those present or represented. In the event of a tie, the President has the casting vote.

## 8.2.2 Remuneration

The Office is voluntary.

Allowances may be granted to members of the Bureau for expenses incurred in the performance of their duties. The amount of compensation granted is ratified by the Board of Directors.

## **8.3 President**

The Chairman is appointed from among the Directors for a term of seven (7) years by the Board of Directors. His term of office is renewable.

He is automatically revoked when he loses his status as Administrator of the Group. He may also be dismissed for serious misconduct, before the end of his term of office, by a qualified majority of two-thirds of the Directors.

In the event of impediment or dismissal by the Board of Directors for just cause, he is replaced until the next meeting of the Board of Directors appointing a new President:

- by one of the Secretaries,
- or, failing that, by one of the Treasurers,
- or, failing that, by one of the Members of the Board of Directors.

The Chairman convenes and chairs the meetings of the Board of Directors, the Bureau and the General Meetings, for which he sets the agenda.

He directs the debates and the work of the Board of Directors, of which he is the general director. He/she executes with the Secretary(s) or has the decisions taken by the Board of Directors executed.

By delegation from the Board of Directors, he represents the Group with regard to third parties, in all acts of civil life, orders expenses, may pay or receive any sum due or to be collected by the Group.

He has the most extensive powers to represent the Group and act on its behalf and may be a party to legal proceedings on behalf of the Group.

In the event of an emergency, it is up to the Board of Directors to take the necessary immediate measures, subject to reporting to the Board of Directors at the next meeting.

He may delegate all or part of his powers to one of the Secretaries or to one or more members of the Bureau, with the delegate being required to report to him on the actions carried out.

## **8.4. Vice-President**

The Vice-President is an ambassador of the Group to all organizations and third parties.

He actively participates in the life of the Group. It is a player invested in the promotion of the Group and the Smart Secure Communication Protocol SSCP standard, in particular through a strong involvement in the strategic work of the Group, and actively participates in the management and animation through its intervention in the working groups dedicated to the promotion and enhancement of actions, services and image of the Group.

Like the President, he is automatically dismissed when he loses his status as Director of the Group. He may also be dismissed without cause before the end of his term of office by a qualified majority of two-thirds of the Directors.

In the event of impediment or dismissal by the Board of Directors for just cause, he is replaced until the next meeting of the Board of Directors appointing a new Vice-President:

- by one of the Secretaries,
- or, failing that, by the Treasurer,
- or, failing that, by one of the Members of the Board of Directors.

## **8.5 Secretary(s)**

The Secretary is responsible for preparing, coordinating and managing the activities of the Group. It implements the decisions of the Board of Directors and the Bureau.

He participates in all meetings of the Group's bodies (Board of Directors, General Assembly).

He manages the work of the team of permanent staff and service providers.

The Secretary is authorised to represent the Group before all organisations and third parties on behalf of the Group.

The Secretary shall terminate his duties at his request, subject to a notice period of one (1) month from the written or electronic notification addressed to the President or, without reason, by decision of the Board of Directors by a qualified majority of two-thirds.

In the event of impediment or dismissal by the Board of Directors for just cause, he is replaced until the next meeting of the Board of Directors appointing a new Secretary:

- by one of the Treasurers,
- or, failing that, by one of the founding Members of the Board of Directors,
- or, failing that, by a Director appointed by the Founding Members.

## **8.6 Treasurer(s)**

The Treasurer manages the Group's accounts and is responsible for all financial operations. It centralises funds, controls income and expenditure and signs all documents relating to the Group's expenditure.

The Treasurer is responsible in particular for the collection of subscriptions, all sums due or to be paid to the Group. He must keep his transactions on the books up to date as well as the status of payment of contributions. It ensures the implementation of the decisions of the Board of Directors relating to the use of available funds.

At the end of the financial year, the Treasurer adopts the accounts for the financial year and prepares the provisional budget for the following financial year and presents an annual financial report to the Ordinary General Assembly.

The duties of the Treasurer shall end at his request or, without reason, by decision of the Board of Directors by a qualified majority of two-thirds.

In the event of impediment or dismissal by the Board of Directors for just cause, he is replaced until the next meeting of the Board of Directors appointing a new Treasurer:

- by one of the Secretaries,
- or, failing that, by one of the founding Members of the Board of Directors,
- or, failing that, by a Director appointed by the Founding Members.

## **Article 9 – THE GENERAL ASSEMBLY**

The General Assembly of the Group meets at least once a year and whenever circumstances so require, when convened by the Chairman in his capacity as Chairman of the Board of Directors.

Ordinary and Extraordinary General Assemblies include Active Members, Founding Members and Associate Members.

Associate Members do not have voting rights. Only Members who are up to date with their subscriptions, including that of the current year, on the day of the convening of the General Assembly, each have one deliberative vote. In addition, the founding Members will have two voting votes. These two votes will remain with them as long as they remain Members of the Grouping.

The notice of meeting shall be made by all written communication methods at least eight (8) days before the date of the meeting and shall mention the day, time, place and agenda of the meeting, it being specified that the meeting may be held anywhere. The notice of meeting is sent by the Secretary on the agenda set by the President and appearing on the invitations. The Assembly may not deliberate on a question which is not on the agenda.

If the request is made in writing by a simple majority of its Members, the notice must be made within fifteen (15) days.

Members may be represented in the deliberations of the Assembly by another Member. Each representative may have an unlimited number of mandates.

Mandates may be given by any means of written communication, and in particular by fax. Any Member may vote by mail, using a form drawn up by the Group and given to members who request it. He will have to complete the ballot, ticking for each resolution, a single box corresponding to the direction of his vote.

In the event of remote voting by means of an electronic voting form or a proxy vote given by electronic signature, this is exercised under the conditions provided for by the regulations in force, either in the form of a secure electronic signature within the meaning of Decree 2017-1416 of 28 September 2017, or in the form of a reliable identification process guaranteeing its link with the act to which it is attached.

Meetings of the General Meetings may be held in person or by any other means, in particular by teleconference, videoconference or any means of electronic telecommunication, under the conditions set by the laws and regulations and which will be mentioned in the notice of the meeting.

The means of videoconferencing or telecommunications used to allow members to participate remotely in the General Assemblies shall have technical characteristics that guarantee effective participation in the Assembly and allow the continuous and simultaneous transmission of the voice and image, or at least the voice, of the remote participants.

Members who participate in the General Assembly by videoconference, teleconference or by means of telecommunication allowing their identification shall be deemed to be present for the purpose of calculating the quorum and the majority.

If each Member is unable to attend the meeting in person, he or she has the right to vote in one of the following ways:

- Voting by proxy, by means of a written proxy in paper format or a proxy given by electronic signature;
- Remote voting or voting by mail, by means of a paper form or electronically;
- Electronic voting in session;
- Voting by show of hands or given orally, during an audio or video conference.

Proxies and voting forms may be given by any means of written communication, and in particular by fax, provided that they are sent in advance of the meeting.

The deliberations of the General Assembly shall be taken by a show of hands. The secret ballot may be requested by the President.

## **9.1 Ordinary General Assembly**

The Ordinary General Assembly is convened at least once a year and whenever necessary by the President or at the written request of a simple majority of its Members.

The Ordinary General Assembly, chaired by the President,

- appoints, renews and dismisses the Directors of the Group,
- approves the financial report drawn up by the Treasurer(s),
- examines and approves the accounts for the previous financial year,
- votes on the budget of the Group for the year,
- validates the amount of the Members' contributions in the event of a change voted by the Board of Directors,
- deliberates on all matters on the agenda that do not fall within the competence of the Extraordinary General Meeting or the other bodies of the Group.

The deliberations of the Ordinary General Assembly are voted by a simple majority of the Members present or represented. In the event of a tie, the President shall have the casting vote.

The decisions of the General Assemblies are binding on all members, including those who are absent or represented.

## **9.2 Extraordinary General Meeting**

The Extraordinary General Meeting is the only one competent to deliberate on:

- any amendments to the Articles of Association on the proposal of the Chairman or on the proposal of two-thirds of the members of the Board of Directors,
- the dissolution of the Group,
- the devolution of property,
- the merger of the Group with another body,
- the transformation of the Group.

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

The deliberations of the Extraordinary General Assembly are voted by a two-thirds majority of the Members present or represented.

## **TITLE VI: AMENDMENT OF THE ARTICLES OF ASSOCIATION - DISSOLUTION**

### **Article 10 – AMENDMENT OF THE ARTICLES OF ASSOCIATION**

These articles of association are amended by the Extraordinary General Meeting on the proposal of the Chairman or on the proposal of two-thirds of the Members of the Board of

Directors rounded up to the next whole number and provided that this issue is included on the agenda and included in the convocations.

The requested amendments may only be adopted after a qualified majority vote of at least two-thirds of the voters present or represented at the Extraordinary General Meeting specially convened for this purpose, at least eight (8) days in advance.

## **Article 11 - DISSOLUTION**

The dissolution of the Group may only be pronounced at an extraordinary General Meeting specially convened for this purpose, and after a qualified majority vote of at least two-thirds of the voters present or represented at the General Meeting.

The Extraordinary General Meeting decides on the devolution of the Group's assets. It shall appoint one or more liquidator(s) with full powers to proceed with the liquidation, settle the liabilities and realise the assets, it being understood, in accordance with the law, that the assets of the Group may not be distributed among its Members.

## **Article 12 - REPRESENTATION IN COURT**

In accordance with Article L.2132-3 of the Labour Code, the Group, as a professional union, has the right to take legal action. Consequently, it may, before all courts, exercise all the rights reserved to the civil party concerning facts that directly or indirectly prejudice the collective interest of the profession it represents or its Members.

## **TITLE VII: FORMALITIES**

### **Article 13 - FILING OF ARTICLES OF ASSOCIATION**

The present statutes were adopted by the constitutive General Assembly held on the day of their signature.

These articles of association are filed with the City of MARSEILLE, in accordance with Article L. 2131-3 of the Labour Code.

