

ASSOCIATION LAW 1901
ALEXANDER VON HUMBOLDT

The undersigned:

➤ The SUP DE CO Group
Represented by Mr. Dr. Didier Jourdan
Directeur du Groupe Sup de CO Montpellier,
acting on behalf of **Monsieur Gérard Borrás**
Président de la Chambre de Commerce et d'Industrie de Montpellier
2300 avenue des Moulins
34185 MONTPELLIER
France

2300 avenue des Moulins
34000 MONTPELLIER
France

➤ Consejo Latinoamericano de Escuelas de Administración CLADEA
having its head office in la Escuela de Post Grado de la
Universidad San Ignacio de Loyola
Av Salaverry 2625
San Isidro
Lima Perú

➤ Señor Jorge Talavera
Domiciled in Los Saucos 177
La Molina
LIMA Perú

Have drawn up the articles of an association governed by the Law of 1st July 1901, the by-law of 16 August 1901, and by the present articles of association.

A R T I C L E S
ALEXANDER VON HUMBOLDT

SECTION 1

NAME. FORM. HEAD OFFICE. TERM. PURPOSE. MEMBERS.

ARTICLE 1: NAME

The name of the association is: **Alexander Von Humboldt**

ARTICLE 2: FORM

An association governed by the Law of 1st July 1901 and the by-law of 16 August 1901 is formed between the undersigned and the private individuals or legal entities who accept the present articles of association and who meet the conditions hereafter set forth.

ARTICLE 3: HEAD OFFICE

The head office of the association is at:

**2300 avenue des Moulins
34000 MONTPELLIER
France**

It may only be transferred by a unanimous decision made by the Board of Directors.

ARTICLE 4: LANGUAGE

The association will use the French language to draft its minutes and official documents, but it may, however, use other languages spoken in the countries of residence of the members of the Board, and according to its activities.

ARTICLE 5: SCOPE OF INTERVENTION

The Association shall be defined as an association of higher education institutions, involved in teaching and research in public and private management.

The institutions that are permanent members of the Association shall have a university standard, even if they are not part of a university. Furthermore, they must have ordinary syllabuses the content of which, in the opinion of the members of the Assembly, are considered equivalent to a post-graduate course, taken after a bachelor's degree of the equivalent thereof, and resulting at least in an academic standard of "magistère", "maestria" or master's, depending on the usual names used in each country.

ARTICLE 6: TERM

The term of the Association is unlimited.

ARTICLE 7: PURPOSE

The purpose of the Association is as follows:

1. To promote, raise the already high standard and extend the scope of teaching of management sciences and techniques between its own members,
2. To help other academic institutions in their management science and technique courses,
3. To coordinate the work to promote research in management, both within each member institution and in each country concerned,
4. To encourage the dissemination of knowledge and management techniques among the people linked to social and economic organisations,
5. Provide technical support to national and international organisations to allow for cooperation in education between the European Union and Latin America,
6. To encourage the creation and continuation of training, documentation and bibliography centres relating to management sciences and techniques
7. To encourage cooperation between the European Union and Latin America in drafting material for teaching management,
8. To maintain a permanent system of communication between the members of the Association, and other institutions in the field of management,
9. To promote the publication of books, papers and other research material resulting from the cooperation work of its members.
10. To organise international seminars and other meetings, that encourage exchanges between the members from Latin America and the European Union,
11. To encourage the application of development and training programmes in management with a view to solving the main problems facing the European Union and Latin America, so that management disciplines may become efficient tools for the social, spiritual and economic improvement of these two societies,
12. To conduct other activities in accordance with decisions made by the members of the Assembly,
13. To establish systems to obtain and distribute the economic resources required to accomplish the objectives set out in this article.

ARTICLE 8: COMPOSITION. MEMBERS. CATEGORIES.

The association shall comprise three types of members:

A/ founding members,
B/ permanent members,
C/ observer members.

A/ Founding members:

The following shall be considered as the founding members: the members of the Sup de Co Montpellier Group, the Conseil Latino Américain d'Ecoles d'Administration (CLADEA) and Mr. Jorge Talavera

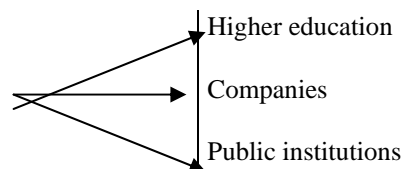
B/ Permanent members:

The following conditions must be met for private individuals or legal entities to be considered as permanent members:

- They must be an institution in a European Union or Latin American country
- They must be a higher education institution dedicated to teaching and research in management,
- They must provide post-graduate courses, resulting in the academic qualification of “Magistère”, “maestria” or “Master’s”, or other higher qualifications,

- They must have a sufficient number of highly qualified teachers that have a permanent relationship with the institution, working full or half days and being involved in both teaching and research,
- They must have adequate human, physical and economic resources for their own objectives and suited to the high academic standards sought by the Association, the purpose being to promote the development of academic institutions dedicated to post-graduate teaching and research in management, or to coordinate the activities of such institutions, and to obtain the approval of the members of the Assembly.
- For Companies and public Institutions which are not active in the sector of Higher Education only the first condition above is required. Nevertheless they have to obtain the approval of the members of the Assembly.

Permanent members shall be divided into three colleges



Each of the different colleges shall have a maximum number of members fixed by the Board of Directors, to avoid an excessive imbalance between them.

C/ Observer members:

Any academic institutions dedicated to management teaching and research that are not part of the European Union shall be considered observer members, subject to the approval of the members of the Assembly and the stipulations set forth in the articles above.

ARTICLE 9: ADMISSION

Any institution wishing to join the Association as either a permanent or observer member must follow the procedure below:

- Send a written application to the Association's Board of Directors,
- Provide any information required by the Association,
- Receive the visit of a member of the Board of Directors in order to corroborate and to complete the information concerning its application.

On the basis of the information provided, the Board of Directors will conduct a preliminary assessment of the application, and shall temporarily admit the applicant, if it considers the application suitable. Founding members shall have right of veto for the admission of new members.

The Board of Directors is not required to give reasons for its decisions.

Once the Board of Directors has agreed to the admission of the applicant, the application will be submitted for the approval of the members of the Assembly.

ARTICLE 10: MEMBERS' RIGHTS

All founding and permanent members shall have the following rights:

1. To attend the ordinary and extraordinary meetings of the Association with a right to vote.
2. To apply and put applications forward to be the headquarters of the Board of Directors, for the meetings and to hold executive positions within the Association,
3. To share, on equal terms with all the permanent and founding members, in the profits that may be made through the Association's activities, to take part in the teaching and research programmes, in seminars and technical support and in all the services that the Association and the specific activity centres thereof are able to offer,
4. To suggest initiatives or make requests at the meetings, to the Chairman, to the Board of Directors and to the specific activity centres of the Association,

5. To make its status as a member of the Association public by any means of communication. At any time, any member of the Association may ask to withdraw from the organisation in writing to the Board of Directors. The retiring member shall not be exempt from its financial obligations or from any other prior commitment made with the Association.

ARTICLE 11: RESIGNATION. EXCLUSION

A member may lose its status by:

- Resigning, if such resignation has been sent in writing to the Chairman,
- Dissolution or deregistration if the member is a legal entity,
- Death;
- Expulsion decided by the Board of Directors, for failure to pay the membership fee, breach of the rules of procedure or any other serious reason. The interested party will have been invited by registered letter to appear before the Board of Directors to provide explanations and to fulfil its commitments.

Annual fees shall be payable under any circumstances and shall not be refunded.

SECTION 2
GROUP DECISIONS

ARTICLE 12: GENERAL MEETINGS

12.1.- General provisions. Notice to attend

The members of the Association shall meet at general meetings at the head office. The general meetings shall be made up of all the members of the Association, regardless of their status, and decisions are compulsory for all members.

At least fifteen days before the date set for the meeting, the members of the Association shall receive notice to attend by the Chairman by publication in the press, by letter or by e-mail. The agenda shall be indicated on the notice to attend and decided by the Board of Directors.

Members who are prevented from attending may be represented by another member, who has a written power of attorney.

Each observer member has only **ONE (1)** right of discussion.

Each founding member present or represented has **TWO (2)** rights of vote.

Each permanent member present or represented has **ONE (1)** right of vote.

12.2.- Ordinary General Meetings (Assembly)

- * An ordinary general meeting (Assembly) must be held at least once a year, to approve the accounts within six months of the closure of the previous financial year.
- * The Chairman, with the assistance of the members of the Board of Directors shall chair the meeting and explain the legal situation of the Association.
- * The Treasurer shall present the accounts of the previous year at the meeting, as settled by the Board of Directors and shall submit them for approval, after reading the Auditor's report should the Association be compelled to appoint one.
- * Furthermore, a meeting may be called as required in the interest of the association by notice to attend given by the Board of Directors. A meeting must also be called if so requested by half of the registered members.
- * It shall decide on all questions that are not within the province of the extraordinary general meeting.
- * The members of the Board of Directors may be dismissed if the question is included on the agenda.
- * Only the questions included in the agenda shall be dealt with. However, retiring members of the Board of Directors shall be renewed or replaced if necessary by a secret vote.
- * Decisions shall be made at the ordinary general meeting by an absolute majority of the votes of the members present or represented.

12.3.- Extraordinary general meetings

An Extraordinary General Meeting shall be called by the Board of Directors or, in the event of an emergency, by the Chairman of the Board of Directors or by the Auditor, where there is one.

Members shall decide on changes to the articles of association, on the early dissolution, on any financial protection measures in the event of substantial losses, on the appeals brought against decisions to exclude members.

Decisions shall be made at the extraordinary general meeting by a two-thirds majority of the votes of members present or represented.

12.4.- Minutes of the meetings

The decisions made at ordinary and extraordinary general meetings shall be recorded in minutes, signed by the Chairman and the Secretary.

Copies of the minutes that are issued shall be certified by the Chairman or a Member of the Board of Directors.

SECTION 3

ADMINISTRATION

Article 13: BOARD OF DIRECTORS

The Association is managed by a Board of Directors of members, elected for five years by the members of the General Meeting (Assembly) and chosen out of the members of the association.

Members may be re-elected.

The first Board of Directors has as members:

Chairman : Dr. Didier Jourdan, Directeur du Groupe Sup de CO Montpellier

Vice-Chairman : Professor Dr. Jorge Talavera

Professor Dr. Yvon Desportes

Mr. Didier Grino du Groupe Sup de CO Montpellier

Out of its members, the Board of Directors shall choose, by secret vote, an executive committee comprising:

1° - A chairman, appointed as the Chairman of the Board of Directors and of the Association,

2° - A vice- chairman

3° - Secretary,

4 ° - A Treasurer.

The executive committee may also include a second Vice-Chairman and an Assistant Secretary.

The term of office of the executive committee shall end at the same time as that of the Board of Directors.

The status of member of the Board of Directors shall automatically be terminated upon the loss, howsoever arising, of the status of active member.

In the event of vacancy, howsoever arising, the Board of Directors shall temporarily replace its members. The new members shall be ratified at the next ordinary general meeting.

Decisions made in the presence of members of the Board of Directors whose appointment is not ratified, shall nonetheless be valid.

The Chairman shall have all the powers required to manage the association's business, within the framework defined by the Board of Directors.

ARTICLE 14: MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet when called by the Chairman, or at the request of at least half its members.

The effective presence of at least half the members of the Board of Directors in office shall be required for decisions to be valid. Except for any decision made according to the terms of article 7 of the articles of association, concerning the admission of a new member, decisions shall be made with a majority of votes, each member of the Board of Directors having one vote; in the event of a split vote, the Chairman shall have the casting vote.

Any member of the Board of Directors who is absent or prevented from attending, may grant a power of attorney to one of his or her colleagues to be represented thereby: however, any member of the Board of Directors may not have more than two votes, including his or her own vote.

The decisions made by the Board of Directors shall be recorded in minutes, entered on a special register and signed by the Chairman of the session and by one Member of the Board of Directors appointed as Secretary, or by the majority of the members present.

Copies of the minutes shall be certified by the Chairman or a Member of the Board of Directors.

The number and status of the members of the Board of Directors present shall be evidenced, with regard to third parties, by the minutes.

ARTICLE 15: POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have full powers to act for and on behalf of the Association, to make decisions and perform any operations relating to the purpose of the same, in compliance with the resolutions voted at the general meeting.

In particular, it shall decide on loans to be taken out, with or without mortgage, purchases or sales to be made, leases and contracts; it shall determine the investment of funds available and the use of reserve funds; each year it shall settle the accounts of the previous financial year and submit the same to the ordinary general meeting with a report of business.

It shall delegate to the Chairman all the powers required to manage business and to pursue his duties.

ARTICLE 16: CHAIRMAN OF THE BOARD OF DIRECTORS

The Chairman of the Board of Directors shall be the sole representative of the Association in relation to third parties. As necessary, he shall make any decision that is not reserved for the Board of Directors or the members of the general meeting.

He shall have all powers required to manage the business of the association and in particular, he may:

- * Receive monies owed to the association, and give receipt thereof.
- * Open a deposit account in the name of the association, either in a bank, or in a postal cheque centre, deposit and withdraw money with his signature alone and sign any cheques or transfers.
- * Sign any contracts, any deeds of sale, purchase or loans, whether with or without mortgage, subject to the authorisations and opinion of the Board of Directors.
- * Go to court, on behalf of the association, either as a plaintiff, or a defendant, subject to the authorisations and opinions required.

The Chairman may delegate his powers under his supervision, to one or more agents he may choose.

In the event of an impediment, he shall be immediately replaced by a Member of the Board of Directors, appointed by the Board of Directors, who shall then have the same powers and use them according to the same terms.

Should he resign, the Chairman must present his resignation to the Board of Directors, who shall then replace him.

ARTICLE 17: FREE OFFICE

The office of member of the Board of Directors shall not be remunerated.

Travel and entertainment expenses incurred by the members of the Board of Directors with the approval of the Board of Directors shall be refunded upon production of receipts.

The financial report presented at the general meeting must list these refunds.

SECTION 4

OPERATION. DISSOLUTION. DISCLOSURE

ARTICLE 18: RESOURCES

The Association's resources comprise:

- 1./ The admission fees.
- 2./ The annual membership fees, that are fixed at the General Meeting.
- 3./ Grants and subsidies from the State, from regional and local bodies, and from the European Union
- 4./ Income from any assets it owns.
- 5./ Income received as consideration for the services provided by the Association.
- 6./ Any loans take out.
- 7./ Any other resources authorised by laws and regulations.

ARTICLE 19 : ACCOUNTING. MANAGEMENT

Each year the Chairman shall have the forecast budget of income and expenditure drawn up and shall submit it to the Board of Directors for approval.

The Treasurer shall manage the funds under the Chairman's control and supervision. He shall keep the association's accounts and may, for this purpose, be assisted by any accounting professional.

If necessary, he shall make the accounts available to the Auditor so that they may be checked, in accordance with the law.

ARTICLE 20: FINANCIAL YEAR

The financial year of the association shall start on **1st January and end on 31 December** of each year.

ARTICLE 21: RULES OF PROCEDURE

Rules of procedure may be drafted by the Board of Directors, and submitted for approval to the members of the ordinary general meeting.

ARTICLE 22: DISSOLUTION

In the event of dissolution, pronounced at the extraordinary general meeting, one or more receivers shall be appointed by the members and any assets shall vest, in accordance with article 9 of the Law of 1st July 1901 and the by-law of 16 August 1901.

ARTICLE 23: FORMALITIES

Full powers are granted to the Chairman and to the bearer of an original copy of the present articles of association, to perform the legal formalities relating to declaration and disclosure, as stipulated by the Law of 1st July 1901 and the by-law of 16 August of the same year.

In Montpellier
on

In four copies,
two to be filed at the
Préfecture in Montpellier
and two to be kept at the head office
of the Association.

(☞) Written wording “*Acceptance of the duties of member of the Board of Directors*”.