

International viticulture and enology society

IVES

210 chemin de Leysotte

33140 VILLENAVE D'ORNON, FRANCE

ARTICLES OF INCORPORATION

TITLE I - LEGAL STRUCTURE - NAME - PURPOSE - HEAD OFFICE - TERM

ARTICLE 1 - Constitution

An association, under the amended act of July 1, 1901, and its regulations, is hereby established among the signatories (and future signatories) of these Articles of Incorporation.

ARTICLE 2 - Name

The association shall be named: International Viticulture and Enology Society.

It may be referred to by the acronym IVES.

ARTICLE 3 - Purpose

The purpose of the association is:

The publication of scientific and technical journals for open web access (preferably) on the theme of vines and wines, organizing symposia, events and meetings on the said theme.

In order to fulfill this purpose, the association may, in particular:

- Organize any kind of public events or promotional activities;
- Perform any kind of studies, research or investigations related to its purpose, whether for its members or for the benefit of third parties;
- And, more generally, engage in any kind of activity likely to contribute to its achievement.

ARTICLE 4 - Head office

The association's head office shall be:

210 chemin de Leysotte, 33140 VILLENAVE D'ORNON, FRANCE.

It may be transferred to any other place upon decision of the board of directors.

ARTICLE 5 - Term

The association shall be established for a period of ninety-nine years upon publication of its registration in the official Gazette.

It will automatically be dissolved upon the expiration of the said term unless the General Assembly resolves, under the terms set forth in the section entitled "Amendments to the articles of incorporation", to extend the association prior to the said date.

TITLE II - MEMBERS OF THE ASSOCIATION

ARTICLE 6 - Members

The association consists of several categories of members.

6-1 - Founding members

Founding members are persons, natural or legal, who participated in the establishment of the association and which are listed in appendix 1.

Founding members pay annual dues to the association, the amount of which is determined under the terms set forth in the section entitled "Admission Fees - Dues - Funds".

6-2 - Academic members

Academic members are academic organizations that pay annual dues to the association, the amount of which is determined under the terms set forth in the section entitled "Admission Fees - Dues - Funds".

6-3 - Honorary members

Honorary members are persons who have rendered important services to the association and to whom the board of directors has granted this status.

Honorary members are exempt from payment of the admissions fee and the annual dues.

6-4 - Active members

Active members are persons who commit to regularly participating in the association's activities.

Active members undertake to pay annual dues to the association, the amount of which is determined under the terms set forth in the section entitled "Admission Fees - Dues - Funds". These members are exempt from payment of an admission fee.

6-5 - Supporting members

Supporting members are persons, natural or legal, who undertake to participate in the functioning of the association and the fulfillment of its purpose, and to pay an admission fee and annual dues to the association, the amount of which is determined under the terms set forth in the section entitled "Admission Fees - Dues - Funds".

6-6: Members' voting rights at General Assembly meetings

Only founding members, academic members, and members of the board of directors are entitled to vote at general meetings.

Honorary members, active members and supporting members can attend general meetings in an advisory capacity.

ARTICLE 7 - Legal persons

Any legal entity becoming a member of the association is required to appoint a natural person to represent it at the time of its admission, and to inform the board of directors of any change in representation.

Representatives of legal-person members of the association must be approved by the board of directors in the same way as if he/she were personally a member, under the terms set forth in the section entitled "Admission - Expulsion and suspension of members".

Representatives of legal-person members of the association may not be members of the association, in any category, or in any capacity whatsoever.

ARTICLE 8 - Responsibilities of members of the association and members of the Board of Directors

The association's assets shall be subject to liability solely with regard to commitments made in its name, and no member of the association or board of directors may be held personally liable for the said commitments, subject to provisions relating to insolvency proceedings and the criminal liability of editorial directors or publishers in regard to offenses committed via print media as defined in article 42 et seq. Of the act of July 29, 1881 on freedom of the press.

ARTICLE 9 - Admission - Expulsion and Suspension of members

9-1 - Admission - Approval

The admission of any new member is subject to compliance with the conditions specified for each membership category in the section entitled "members".

The association is open to all, without precondition or distinction.

However, with the exception of founding members and honorary members, all new members must be approved by the board of directors. Applications for admission must be made in writing to the chairman of the board of directors.

Denials of approval need not be justified.

9-2 - Expulsion

Membership in the association terminates when:

- the member resigns by sending a written resignation to the chairman by registered mail with an acknowledgement of receipt;
- the member fails to pay annual dues;
- the member dies, for natural persons, or the entity is dissolved for any reason whatsoever, for legal persons;

- the member is expelled, pronounced by the board of directors for any serious reason, the interested party having previously been given an opportunity to present a defense. The board of directors shall resolve to impose this sanction by majority vote according to the terms provided in article 12.

9-3 - Suspension

At its discretion, the board of directors may, instead of exclusion, order the temporary suspension of a member, under the terms described in the above section "expulsion".

Such resolution shall deprive the suspended member of the right to participate in any way in the life of the association and of the right to vote at general meetings.

TITLE III - FUNDING OF THE ASSOCIATION

ARTICLE 10 - Admission fees - Dues - Funds

10-1 - Admission fees and dues

All members, with the exception of honorary members, are required to contribute to the running of the association by paying annual dues, the amount of which is determined separately for each category of members by the board of directors.

Supporting members are required to pay an admission fee to the association, the amount of which is determined by the board of directors.

Failure to pay this fee on the date set by the board of directors may result in the expulsion of non-paying members.

10-2 - Funds

The association's funds consist of the following:

- admission fees and annual dues;
- public grants;
- donations and private aid that the association may receive from of its private and institutional partners (any institution, or association, research or interprofessional institute that does not fall into the category of academic members, which are publicly funded);
- any other funding not prohibited by the laws and regulations in force.

TITLE IV - ADMINISTRATION

The bodies involved in the association's management are the general assembly, the board of directors and the executive committee.

ARTICLE 11 - The board of directors

11-1 - Composition

In order to serve on the board of directors one must be a member of the association and must not have been deprived of civil rights.

The board of directors shall be composed of no fewer than six members and no more than twelve members, elected by the general assembly from among the members of the association. At least two-thirds of the members of the board of directors shall be elected exclusively from among the founding or supporting members of the association.

The first members of the board of directors shall be appointed by the founding general assembly.

The provisions of article 7 shall apply to the legal entity members of the board of directors.

11-2 - Term of office

The term of office for members of the board of directors shall be three years, with one year comprising the period between two annual general assembly meetings.

However, the first members of the board of directors will be appointed by the founding general assembly for a term expiring on the occasion of the general assembly meeting called to approve the financial statements for the year ending december 31, 2019.

Members of the board of directors are immediately eligible for re-election.

The board of directors shall be subject to renewal in a single operation, once every three years.

11-3 - Position vacancies

In the event of the vacancy of one or more of its members' positions, for whatever cause, the board of directors may make one or more provisional appointments (by co-option). It is obliged to do so when the number of members falls below the minimum determined under these articles of incorporation, namely six members.

These co-options are subject to ratification by the next general assembly. The co-opted members of the board shall remain in office only for the remainder of their predecessors' terms of office.

In the absence of ratification, the decisions and acts performed by the board of directors upon the provisional appointment(s) shall remain valid.

11-4 - Termination of directors' term of office

The term of office of members of the board of directors shall terminate when:

- The member's term expire, after the general assembly meeting held to rule on the financial statements for the prior financial year, during the year the term of office is set to expire;
- The member resigns;
- The member is dismissed by the general assembly, which may occur subsequent to a procedural irregularity.

A member of the board of directors is automatically deemed to have resigned if he/she:

- No longer qualifies for membership;
- Has failed, without valid justification, to attend three consecutive meetings.

The duties of a member of the board of directors are unremunerated.

The members of the board of directors are nevertheless entitled to reimbursement of expenses incurred in the discharge of their duties, upon presentation of receipts.

Article 12 - Meetings and deliberations of the board of directors

The board of directors shall meet at the association's head office, or at any other place indicated in the convocation notice, with the consent of at least half of its serving members.

Meetings of the board of directors may be validly held by videoconference or teleconference.

12-1 - Convocation - Agenda

The board of directors meets:

- Upon convocation by its chairman, whenever he/she may deem it necessary in the interest of the association, and at least twice a year;
- If the meeting is requested by at least half of its members, upon convocation by its chairman.

Convocation notices are sent out by e-mail at least 30 days before the meeting. Under special circumstances, the board of directors may be convened at shorter notice.

The agenda for the meeting is established by the chairman of the board of directors or by the members requesting the meeting.

When the agenda is established by the chairman, members of the board of directors may require the inclusion of supplementary agenda items of their choice.

12-2 - Rules of quorum and majority

An attendance sheet is kept and shall be signed by all the board members attending the meeting.

The board of directors may only deliberate validly if at least half of the members are present or represented.

Any member of the board of directors may grant a power of attorney to another member to represent him/her at a meeting.

The number of powers of attorney that may be held by one person is limited to two.

The board's decisions are made by simple majority of its members present or represented.

Members may not have more than three votes each, including their own.

In the event of a tie, the chairman shall have the casting vote.

The board of directors may invite any person manifesting a special interest in the association to participate in its work in an advisory capacity.

The deliberations of the board of directors are recorded in minutes, entered without blank spaces or deletions, in the record of the association's deliberations, and signed by the chairman and secretary, who may issue, together or separately, copies or extracts.

Article 13 - Powers of the board of directors

The board of directors is vested with the broadest powers for the management of the association, within the limits of its object and subject to the powers attributed to the general assembly.

It manages the assets of the association and the staff.

It authorizes the chairman to take legal action.

It closes the accounts for the year and votes on the budget.

It determines the amount of admission fees and annual dues.

Article 14 - Executive committee

14-1 - composition

The board of directors, by secret ballot, shall elect from among its members (natural or legal persons) one chairman, one or more vice-chairmen, one secretary-general and one deputy secretary, one treasurer-general and one deputy treasurer, to serve as members of an executive committee. Other members may be added.

14-2 - Term of office

Executive committee members are elected for a term of three years and are immediately eligible for re-election.

Their terms of office may not, however, exceed those of their duties as members of the board.

Executive committee members are elected at the time of each renewal of the board of directors, during a special meeting subsequent to the general assembly meeting renewing its outgoing members or, in any case, within 15 days.

The first members of the executive committee are appointed by the board of directors after the founding general assembly.

14-3 - Termination of executive committee members' term of office

The duties of an executive committee member shall be automatically terminated if he/she ceases to belong to the board of directors during his/her term of office.

Executive committee members may be dismissed at any time, unconditionally, by the board of directors.

Article 15 - Functions of the executive committee and its members

The executive committee conducts the everyday management of the association and implements the decisions made by the board of directors. It meets as often as required by the interests of the association, as convened by the chairman.

The president, first vice-president, and the secretary-general of the executive committee also serve as the chairman, vice-chairman and secretary of the general assembly.

The chairman shall be the exclusive representative of the association in all acts of civil life and has full powers for such purpose. The chairman has authority to represent the association in court.

With prior approval from the board of directors, the chairman may under his/her responsibility delegate partial authority to one or more authorized representatives of his/her choice, whether or not they are members of the board of directors.

Delegations of authority must always be granted in writing, unambiguously, and precisely specify the scope of the delegation.

In the absence of an authorization by the board of directors, the chairman shall remain responsible for any errors his/her authorized representative may commit.

The first vice-chairman assists the chairman in his/her duties and shall replace him/her in case of any inability to act.

The secretary is responsible for convening the bodies of the association, in collaboration with the chairman. He/she prepares or arranges for the preparation of the minutes of the meetings of the executive

committee, the board of directors and the general assembly. He/she maintains the register required under section 5 of the act of July 1, 1901.

The treasurer-general, assisted by the deputy treasurer, shall prepare the association's accounts, or arrange for their preparation under his/her responsibility. He/she is responsible for issuing the call for dues. Under the chairman's oversight, he/she shall proceed to pay and collect all sums.

He/she shall prepare the financial report presented to the annual general assembly.

The duties of a member of the executive committee are unremunerated.

The members of the executive committee are nevertheless entitled to reimbursement of expenses incurred in the discharge of their duties, upon presentation of receipts.

TITLE V - GENERAL ASSEMBLY

ARTICLE 16 - Meetings and deliberations of the general assembly

16-1 - Composition - Meetings

The general assembly includes all members of the association who are up to date with the payment of their dues as of the meeting date.

Each member may be represented by another member of the association with a power of attorney; representation by any other person is prohibited.

No member present may hold more than five powers of attorney for purposes of one assembly meeting.

The chairman may invite any person manifesting a special interest in the association to participate in the work of the general assembly in an advisory capacity.

The assembly shall meet at least once per year, within six months of the end of the business year, as convened by the chairman or at the request of at least half of the voting members in the assembly.

The convocation notice shall be sent to each member of the association by e-mail at least 30 days in advance. It shall include the agenda approved by the board of directors or by the members requesting the meeting.

The general assembly shall meet at the head office, or at any other place indicated in the convocation notice.

Meetings of the general assembly may be validly held by videoconference or teleconference.

The general assembly meeting shall be chaired by the chairman, or, in his/her absence, by the first vice-chairman, or otherwise by such person as may be designated by the assembly.

16-2 - Rules of quorum and majority

An attendance sheet shall be signed by the members of the assembly upon their admission to the meeting and certified by the chairman and secretary.

The assembly may only validly deliberate if at least one third of the members of the association are present or represented. If this quorum is not reached, the assembly shall be reconvened, with the same agenda, within 15 days. At this second meeting, the assembly may validly deliberate regardless of the number of members present or represented.

The assembly may only deliberate on the items included on its agenda.

With the exception of the decisions referred to in the sections entitled "Amendments to the articles of incorporation" and "Dissolution - Liquidation", decisions made by the assembly shall be adopted upon majority vote of the members present or represented.

By sending a blank power of attorney to the head office of the association, a member shall be deemed to vote in favor of the adoption of any such draft resolutions as may be submitted by the board of directors, and against all other projects.

All decisions are taken by show of hands, but votes regarding persons (nomination, renewal, revocation of appointment) shall be held by secret ballot or using an electronic voting system.

The decisions of the assembly, when validly adopted, shall be binding upon all members, even if the same were absent for the vote, abstained, or voted against them.

The decisions of the assembly shall be recorded in the minutes kept in the record of the association's deliberations and signed by the chairman and secretary.

ARTICLE 17 - Powers of the general assembly

In addition to the stipulations of the sections entitled "Amendments to the articles of incorporation" and "Dissolution - Liquidation", the general assembly shall have the following powers:

- to approve the management report of the board of directors, describing the association's situation and its activities during the previous year;
- to approve the financial report prepared by the treasurer;
- to approve the accounts for the previous year;
- to identify core guidelines for future development;
- to elect new members of the board of directors;
- to authorize the execution of all deeds exceeding the powers of the board of directors.

ARTICLE 18 - Amendments to the articles of incorporation

The articles of incorporation may only be amended by the general assembly upon proposal by the board of directors.

The assembly shall only be valid upon first convocation if at least half of its voting members are present or represented.

If this quorum is not reached, the assembly shall be reconvened, with the same agenda, within 30 days. At this second meeting, the assembly may validly deliberate if at least one third of the members of the association are present or represented.

If this quorum is not reached upon two convocations, the assembly shall be reconvened, with the same agenda, within 15 days. At this third meeting, the assembly may validly deliberate regardless of the number of members present or represented.

Amendments to the articles of incorporation shall be adopted upon a two-thirds majority vote of the members present or represented.

TITLE VI - ACCOUNTS OF THE ASSOCIATION

ARTICLE 19 - Financial year

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

As an exception to this rule, the first financial year shall begin on the date of publication of the association registration in the official Gazette, and shall end on December 31, 2017.

ARTICLE 20 - Accounting - Financial statements

Regular accounts shall be kept of the association's annual activities and operations.

Each year, the treasurer shall prepare or arrange for the preparation, under his/her responsibility, of a balance sheet, income statement and, if necessary, an appendix thereto.

ARTICLE 21 - Statutory auditors

The board of directors may on its own initiative or in view of compliance with legal requirements propose to the general assembly the appointment of a statutory auditor and a deputy auditor. The auditor shall perform the audit work under the conditions provided by law and the applicable professional standards.

TITLE VII - DISSOLUTION

ARTICLE 22 - Dissolution - Liquidation

1. The general assembly has the exclusive authority to order the dissolution of the association and rule on the devolution of its assets, and to decide upon the demerger of the group or its merger with one or more other associations.

It shall make and adopt such decisions and resolutions under the conditions set forth in the section entitled "Amendments to the articles of incorporation".

2. In case of dissolution for any reason whatsoever, the general assembly shall appoint one or more liquidators to conduct the liquidation operations.

Upon completion of the liquidation, the general assembly shall pronounce a ruling in regard to the devolution of the net assets.

Articles of incorporation adopted by the founding general assembly held May 15, 2017, modified by the general assembly on the 5th of February 2020.

Done in six originals

The Chairman



Roland Riesen

The Treasurer General



Benjamin Bois

The Secretary General



Pierre-Louis Teissedre