



# **STATUTES**

ANIMA INVESTMENT NETWORK

(Association ruled by the French Law of 1st July 1901)

*Statutes modified by the General Assembly of 15 May 2017.*

## PREAMBLE

The creation of the Association "ANIMA INVESTMENT NETWORK" (hereinafter the "Association") results from the will to create a legal entity representing the ANIMA Network. This will was one of the objectives of the mission entrusted by European Commission in March 2002 to a consortium composed of Invest in France Agency (AFII, France), Istituto Nazionale per il Commercio Estero (ICE, Italy) and the Directorate for Investments (Morocco). This mission was contained within the framework of the MEDA Programme, Contract n° ME8/B7-4100/IB/99/0304 and related to the implementation of a Euro-mediterranean Network of Investment Promotion Agencies. The creation of this Association has been subject to a broad dialogue with the partner agencies and organisations and will allow for the perennisation of the ANIMA community and its existing tools.

The Association ruled by the French law of 1901 was duly registered at the Prefecture of the Bouches du Rhône on 31<sup>st</sup> May 2006 and published in the Official Journal on 24<sup>th</sup> June 2006 under the n° 180, upon the initiative of the following founding members : AFII - Invest in France Agency (France), ANDI - Agence Nationale de Développement de l'Investissement (Algeria), Conseil Régional Provence-Alpes-Côte d'Azur (France), COPCA - Consorci de Promoció Comercial de Catalunya (Spain), Direction des Investissements (Morocco), Etablissement Public d'Aménagement Euroméditerranée (France), FIPA - Foreign Investment Promotion Agency (Tunisia), GAFI - General Authority for Free Zones and Investment (Egypt), Investment Promotion Center - Ministry of Industry Trade and labor (Israel), JIB - Jordan Investment Board (Jordan), Malta Enterprise (Malta), MDER - Mission de Développement Economique Régional (France), Ministry of Commerce, Industry and Tourism (Cyprus), PIPA - Palestinian Investment Promotion Agency (Palestinian Authority), Provence Promotion (France), Team Côte d'Azur (France), UMCE - Union Méditerranéenne des Confédérations d'Entreprises (Every countries), Ville de Marseille (France).

The ANIMA network is the tool created by the Investment promotion agencies and the economic development agencies from the Euro-Mediterranean region to organise their cooperation among them, and their cooperation with the entire ecosystem involved in the attractiveness, the development, the international promotion and the creation of value in the countries of this region. The network could cover all the countries of this region, as well any country with which its members intends to develop cooperation with.

## DEFINITIONS

- **Association:** means the present statutes, grouping the 3 entities defined in the statutes – two representative entities (General Assembly, Board of Directors) and a functional entity (executive team).
- **General Assembly (GA):** means the deliberating body composed by all the members of the Association.
- **Board of Directors (BD):** means the steering body composed by the members elected by the GA, according to rules of article 6.2.
- **Executive Team:** means the operational team belonging to the Association and responsible for implementing its programme.
- **President:** designates the Chairman of the Board of Directors.
- **General Delegate:** means the Director in charge of the running of the Association and the management of its executive team.
- **Work programme:** means the set of activities, operations and missions assigned to the Association and its executive team for a given period of time.
- **ANIMA Network:** refers to the members of ANIMA INVESTMENT NETWORK Association

- **Euro-Mediterranean zone:** means the geographical area of activity of the Association, ie an area delimited by the countries belonging to the Euro-Mediterranean area in the broad sense: European Union member countries, candidate countries, Mediterranean partner countries.

During the initial General Assembly of 30 May 2006 Messrs Bénédict de Saint-Laurent (AFII, France) and Yassine El Moutchou (DI, Morocco) have decided to create the present Association, and established the following statutes, on behalf of the partners of ANIMA Network. These provisional statutes have been modified by the General Assemblies of 14 September 2006, 20 November 2006 (official launch of the Association by the 18 founding organisations), 31 May 2007, 23 April 2009 and 15 May 2017.

## **ARTICLE 1. FORM AND NAME**

The ANIMA Network Association, as declared in Marseille on the 31 May 2006, is governed by the French law of 1901 and the present statutes. It is called ANIMA Investment Network.

## **ARTICLE 2. GOALS**

The objective of the ANIMA Investment Network is to promote the economy of the Euro-Mediterranean countries and improve their economic and industrial image, contribute to make the area as a whole a desirable and safe location for investors and entrepreneurs, and a space of shared prosperity. The Association participates to the implementation of a set of activities targeted at public and private actors willing to act in the Mediterranean.

The Association aims by its activities to contribute to peace and to sustainable development in this Euro-Mediterranean zone.

### **Article 2. 1. Means of Action**

In order to achieve this goal, the Association seeks:

- To encourage the Governments of the countries involved to guarantee a stable, instigating, transparent, equitable and value creating investment and private sector development framework;
- To associate all stakeholders interested in economic development and investment promotion, in particular agencies or ministries responsible for these questions, as well as private companies, professional federations, international chambers of commerce, trade unions, multilateral organisations, territorial actors and NGOs etc. and favour public-private dialogue on issues related to economic development;
- Develop activities related to promotion, information and research (studies, observatories, online services, communication tools);
- Mobilise and facilitate the development of enterprises in its geographic area;
- Implement initiatives and services of cooperation between the associated countries (exchange of experience, transfer of know-how, project development, technical assistance, working groups)
- To launch any project or initiative not highlighted in these statutes but contributing nonetheless to the reinforcement of the attractiveness of the Euro-Mediterranean region, alone or in partnership with other organisations or networks in a non restrictive way, such as responses to invitations to tender.

The geographical area of activity of the Association is made up of the countries pertaining to the Euro-Mediterranean zone. The Association will also be able to widen its activity to the countries

bordering the Black Sea, to Africa and to the countries of the Arabian Peninsula. The working languages of the Association are French and English.

### **ARTICLE 3. REGISTERED OFFICE**

The registered office of the Association ANIMA Investment Network is located at 11bis rue Saint-Ferréol, 13001 Marseille, France.

The transfer out of Marseille of the registered office may only be decided subject to the unanimous approval of the founding members which remain in the Association at the date of the decision.

### **ARTICLE 4. DURATION**

The duration of the Association ANIMA Investment Network is unlimited.

### **ARTICLE 5. COMPOSITION OF THE ASSOCIATION**

Can be members of the Association, public or private organisations having a connection with the activity of Association or an interest for its object.

#### **Article 5. 1. Colleges of Members – Categories and Definitions**

The members of the Association are of four (4) categories distributed into Colleges:

- College of the Institutional members: Institutional members are Investment Promotion Agencies (IPA) and Economic Development Agencies (EDA) members: they are public agencies, national or sub-national, who work in the fields of activity of the Association, within the Euro-Mediterranean countries;
- College of the Active members: Active members are all organisations, other than Institutional members, from the Euro-Mediterranean countries who commit to participate actively and significantly to the work programme of the Association, and to act towards the public interest (territorial actors, international organisations, cooperation and economic development organisations, business federations, other Associations and NGO, foundations, etc.);
- College of Associate members : Associate members are all organisations located outside the Euro-Mediterranean region, who wish to participate in the activities of the Association and cooperate with its members;
- College of the Benefactor members: Benefactor members are members from the other colleges who are funding its action plan with at least €40,000 per year.

The list of the Association members with up-to-date contributions is drawn up by the Board of Directors.

#### **Article 5. 2. Accession and contribution**

Any adhesion is formulated in writing. It is signed by the applicant and accepted by the Board of directors, which in the event of refusal, does not have to justify its decision. In the event of agreement of the Board of directors, adhesion takes effect only as from the effective payment of the contribution.

The annual contribution is decided by the Board of directors on proposal of the President.

The adhesion can be subscribed at any time. It is valid from 1<sup>st</sup> January to 31<sup>st</sup> December of the current year. Any adhesion subscribed during the last quarter of the year is valid for the following year.

### **Article 5. 3. Termination of membership**

The membership is terminated in the event of:

- Resignation sent in writing to the President of the Association before the date of the Ordinary General Assembly which presents the annual moral and financial report of the past year. After this delay, the membership fee is due for the current year. For Founding members, a written request to be removed from the Statutes as Founding member should be addressed to the President. The modification will be validated by the Ordinary General Assembly;
- Demise of a legal entity;
- Non-payment of the annual membership before the date of the General Assembly which presents the annual moral and financial report of the past year, after a reminder sent by the President or the General Delegate ;
- Dismissal on serious grounds pronounced by the Board of Directors, for serious reason as defined in the Internal Rules of the Association and under the procedure defined in the Association internal rules.

Benefactors who no longer meet the conditions for retaining the status of a benefactor remain member in their initial college.

## **ARTICLE 6. FUNCTIONNING**

The Association relies on a deliberating body, a steering body and an executive body.

### **Article 6.1. The General Assembly, deliberating body**

The deliberating body of the Association is the General Assembly which gathers all the members of the Association. Members with voting rights are all the members who pay an annual membership fee.

To vote in the General Assembly the new members from the current year must have paid their membership fee at the date of the General Assembly, and the former members must have paid their membership fee at least for the previous year.¶

#### Article 6. 1. 1. The Ordinary General Assembly

The Ordinary General Assembly gathers all the members of the Association.

It is convened whenever deemed necessary and at least once per annum,

- to examine the moral and financial report of the President of the Association,
- to approve the accounts closed by the Board of Directors by giving final discharge to the administrators,
- to lay down the general policy of the Association,
- to approve expenses above 500,000€,
- to carry out if necessary the reshuffling of the executive body,
- to approve the estimated budget for the exercise to come,
- to approve acts concerning the inheritance of the Association: purchases, sales, exchanges, constitutions of mortgages etc,
- to respond to any questions as included in the agenda.

It elects moreover among its own members the members of the Board of directors by vote in the simple majority according to Article 6.2.

It is convened and chaired by the President or on request by a third of the members of the Association, at least 30 days before the appointed date, either by mail, by fax, or by email. The

draft agenda accompanies the convocation within the deadlines and according to the procedures fixed by the rules of procedure. The President can invite there any person whom it considers useful, according to the agenda, without voting right.

The presence or representation of at least a third of the members of the Association is necessary for the validity of the deliberations. Those members who cannot attend can be represented by another member of Association by means of a written voting delegation. One member cannot hold more than five (5) voting delegations.

Decisions are made according to a majority of votes by those members with voting right present or represented. In the event of a split vote, the President casts the deciding vote.

If quorum is not reached during the first convened General Assembly meeting, the General Assembly will be reconvened on the following day. At this new meeting, debate is valid whatever the minimum number of members present or represented. Decisions are then made according to a majority of votes by those members present or represented.

#### Article 6.1.2. Extraordinary General Assembly

The General Assembly is "extraordinary" when it rules on any modification within the statutes. It can decide on dissolution and the attribution of the patrimony of the Association or merge with any Association of same purpose. Such an Assembly must be made up of at least half of the members. It must be accepted by a majority of two thirds of the votes of the members present or represented.

Whenever deemed necessary, or at the request of half of the members as defined in article 5.1, the President can convene an Extraordinary General Assembly, according to procedures' of convocation of the Ordinary General Assembly. It is in particular qualified on any amendment of the statutes proposed by the Board of Directors. It can decide the dissolution and the attribution of the patrimony of Association or the merger with any Association with the same goals. Such an Assembly must be made up of at least half of the members. It will rule at a majority of two thirds of the votes of the members present or represented.

#### Article 6.1.3. Official reports of the Assemblies

Official Assembly reports are produced and are signed by the President and the General Delegate.

### **Article 6. 2. The Board of Directors, steering body**

The body of management and administration of the Association is the Board of Directors. The Board of Directors is chaired by the President of Association. is composed of maximum 15 members from the different Colleges, distributed as follows if the number of candidates from each College allows it: A minimum of 7 members from the College of Institutional members;

- A minimum of 3 members from the College of the Active members;
- A maximum of 2 members from the College of the Associate members;

Benefactor members can if they wish elect among them a maximum of two (2) representatives to sit in the board of Directors. These representatives sit as long as they remain benefactor. The other benefactor members who wish to sit in the Board can present their candidature during the election process within their initial college.

The members of the Board of Directors are elected for three (3) years by the Ordinary General Assembly in accordance with the provisions of Article 6.1.

Each member of the Board of Directors has a deliberative vote. The Board can validly deliberate only if at least one - third of its members are present or represented.

In the absence of a quorum on first notice, the Board of Directors is called again, on the following day and with the same agenda. It may then deliberate regardless of the number of members present or represented.

Members may be represented by another member of the Board of Directors. Each member may receive only two (2) powers in addition to his / her own.

The Board is convened by the President or at the request of the majority of its members at least twice a year. Resolutions of the Board of Directors are made according to a majority of votes of those present or represented. In the event of a tie in the Board of Directors, the President's vote shall prevail.

The members of the Board of Directors retain their status as long as they remain member of the Association within their College.

The members of the Board of Directors cannot receive any remuneration for the functions which are entrusted to them. reimbursements of expenses are possible and must be reviewed and accepted in a specific decision by the Board of Directors, ruling out of the presence of the interested parties. Justifications must be produced, which are the object of verification.

#### Article 6. 2. 1. Role of the Board of Directors

The Board of Directors undertakes the activity which these statutes do not allot to the General Assembly, within the limits of the mandate of the Association.

The Board of Directors is in charge in particular of:

- enforcing the respect of the statutory provisions, rules of procedure and the implementation of the decisions of the General Assembly;
- managing the inheritance of the Association;
- determining the attributions of each vice-president ;
- validating the modifications necessary to the internal rules of procedure which will specify in particular the rules of contractual and financial engagement of the Association, define the consultation procedures of the Board (in particular by electronic way) and which will therefore complement these statutes;
- deciding on the limit for the amount of petty cash;
- proposing modifications of the statutes;
- determining the conditions under which shall be subscribe an insurance policy;
- investigating and pronouncing dismissal on serious grounds of any member of Association;
- approving the accounts, budgets and more largely all financial and patrimonial matters as submitted to the General Assembly;
- fixing the amount of the contributions and proposing the level of contribution from which a member can be regarded as benefactor;
- validating the list of the members of the Association;
- defining the general priorities of the Association's annual work programme;
- defining the agenda suggested to the General Assembly by the President;
- appointing the General Delegate of the Association.

#### Article 6. 2. 2. Composition of the Praesidium

The Board of Directors elects among its members a President, one or several Vice-president(s), and a Treasurer.

#### Article 6. 2. 3. President

The President represents the Association in all the acts of civil life. s in charge of:

- going to law in the name of Association;
- subscribing to an insurance policy in guarantee of the consequences attached to its civil liability;
- convening the bodies, to chair them and to direct their debates;
- proposing the agenda of the sessions of the General Assembly;
- animating and coordinating the activity of the whole of the bodies;
- establishing an annual report on the life of the Association as well as a moral and financial report which will be discussed and approved by the General Assembly.

For the efficient running of the Association and in accordance with the Internal Rules of Procedure, the President has the possibility of delegating, in particular to the General Delegate or to members of the Board of Directors.

The extent of these delegations is specified by the Internal Rules of Procedure.

#### Article 6.2.4. Treasurer

The Treasurer is responsible for:

- To accompany and control the financial management of the Association by the General Delegate,
- To draw up the annual accounts and budgets to be submitted to the Board of Directors together with the General Delegate,
- To report from the management of the Association to the Board of Directors.

**He/She** may delegate in writing and after having informed the Board of Directors thereof, some of its powers and signature to one or more members of the Board. **He/She** may at any time terminate the said delegations.

#### Article 6.2.5. The Vice - President (s)

The Vice-President(s) are responsible for:

- Represent the Association at the request of the President or the Board of Directors,
- To stimulate and coordinate the development of the Association in the areas on which they have been delegated by the Board of Directors.

### **Article 6.3. The executive team, management and implementation body**

To ensure an effective daily management while taking into account the diversity of the members and their geographical dispersion, the Association uses a permanent operational tool, directed by a General Delegate accountable to the President and the Board of directors. This tool ("ANIMA team") is based at the seat of Association but may operate if necessary as a network with delocated teams.

#### Article 6.3.1.

can be seconded to or placed at the disposal of the Association by a government or a member of one of the country partners of the Association, or recruited by the Association. The General Delegate is appointed by the Board of directors, and pre-selected by his sending organisation, for a renewable 3-year period.



If he/she is a person appointed by the Association, the Board defines his/her salary, including the possible additional benefits. If he/she is a person seconded, the Board defines the possible additional advantages. The wages of the General Delegate might include a variable part related to the achievement of objectives agreed with the Board of Directors.

He/She has in particular the following responsibilities:

- on an operational level, he/she conducts the implementation of the work programme of the Association under the authority of the Board of Directors and assists the President and the Board of Directors, as and when needed, in relationship building with the agencies or ministries in charge of investment and economic development issues, as well as with other international, European or national institutions carrying out work within the geographical area of intervention of the Association. He/she draws up the list of the agencies "participating actively and significantly to the programme" and keeps up-to-date their contributions and hence their entitlement to their position on the Board of Directors.
- on an administrative and financial level, he/she ensures the day-to-day running of the Association; orders expenditures and receipts and established the accounts according to rules specified by Associations under French law and according to the financial regulations established by the Board of Directors, under the control of the President and the Treasurer.

The General Delegate holds a place on the Board of Directors, with an advisory position.

#### **Article 6.3.2 Commitments of the Association**

Contracts, receipts or expenditure passed on behalf of the Association are signed by the President or the General Delegate and the Treasurer. A global delegation of signature can be defined for the programmes in which the Association plays the role of leader. Out of this case, expenditure over 100,000 euros has to be approved by the Board of Directors. Payments over 500,000 euros have to be approved by the Ordinary General Assembly.

#### **Article 6.3.3. Personnel**

The Association may appoint paid staff. The personnel are governed by French labour law. Civil servants, experts under contract or staff from agencies, local authorities, members and international organisations may all be seconded to the Association. Work contracts are established by the General Delegate based on the personnel and salary guidelines as defined by the Board of Directors.

The wages policy of the personnel hired by the Association will be validated by the Board of Directors upon proposition by the General Delegate, and might include a variable part related to the achievement of objectives.

#### **Article 6.3.4. Audit**

An Auditor is appointed by the General Assembly in conformity with French legislation.

### **ARTICLE 7. RESOURCES AND FINANCIAL MANAGEMENT**

The resources of Association are composed of:

- Membership fees;
- National or international funds granted within the framework of the budgets adopted by the contracting parties to the work programme;
- Gifts and donations;
- Subsidies and allowances in connection with the missions granted to it, in particular by the European Commission, States, local authorities, publicly-owned establishments, international

organisations and private companies; the EC contribution relative to the ANIMA project itself covers the period until 30 June 2007;

- Its own resources and all contributions compatible with the goals of Association and the legal provisions in force;
- Voluntary contributions by its members, in cash or in kind;
- Sponsorships and patronages;
- Economic activities and financial incomes;
- Sold items or revenues for services undertaken;
- Any other royalty or revenue compatible with its goals.

#### **ARTICLE 8. RESPONSIBILITY**

Only the patrimony of the Association is responsible for the underwritten liabilities on its behalf and none the members will be made responsible for the debts.

#### **ARTICLE 9. ACCOUNTING PERIOD**

The accounting period begins on January 1 and finishes on December 31 of each year. The first exercise will start at the date of creation of the Association and finish on December 31 of the following year.

#### **ARTICLE 10. DISSOLUTION**

In the event of voluntary, statutory or legal dissolution, the Extraordinary Assembly rules on the devolution of the patrimony of Association. It indicates the foundations, the publicly-owned establishments, the recognised private establishments of public utility and the Associations declaring a mission similar to that of the dissolved Association who may receive the remainder of the Association's assets after the payment of all liquidation expenses. It nominates a member of the Association or an external person having received the mandate from the General Assembly to ensure the undertaking of the liquidation process.

#### **ARTICLE 11. INTERNAL RULES OF PROCEDURE**

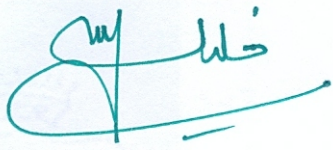
The Board of Directors may provide the Association with Internal Rules that will specify the contractual and financial rules of the Association and supplement these statutes.

In addition to the provisions expresses above envisaged, the internal rules of procedure specify all questions generally that the Board of Directors considers it useful to regulate within this framework.

#### **ARTICLE 12. VALIDITY**

These statutes are applicable on 16 May 2017.

The first version of these statutes signed and registered, on behalf of the network of partners at the Prefecture of Bouches-du Rhône, Marseille, France, on 31 May 2006 by Bénédicte de Saint-Laurent (AFII, France) and Yassine El Moutchou (DI, Morocco). They have been published in the Official Bulletin (JO) of the French Republic on 24 June 2006 and amended by the General Assemblies of 14 September 2006, 20 November 2006, 31 May 2007, 23 April 2009 and 15 May 2017.



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