

Note: This document is a translation of 'LES STATUTS DE L'ASSOCIATION EUFANET' deposited Mai 18 2006 under the French law of July 1, 1901 and the decree of August 16, 1901.

STATUTE OF THE ASSOCIATION EUFANET

ARTICLE 1. DENOMINATION

It is founded between the Members with the present statutes a European scientific association governed by the French law of July 1, 1901 and the decree of August 16, 1901, having for title "EUFANET". The denomination EUFANET is the contraction of "European Failure Analysis Network".

ARTICLE 2. OBJECTIVES

The purpose of EUFANET is to gather European industrialists and scientists concerned with the failure analysis of electronic components and assemblies.

The objectives of EUFANET are to promote and animate a network of volunteers to share knowledge and experience in the fields mentioned above.

Knowledge and experience sharing at the base of the operating mode of EUFANET strictly complies with the rules of confidentiality and patent rights specific to each company or participating entity. Information required or obtained is regarded as "non confidential".

To achieve these objectives, the Association plans, for example, to set up:

- a Web site,
- a library of data on information available in the societies, the official organizations, the industrialists and the scientists working in the same technical fields,
- a mailing list,
- formation days,
- technical meetings and an annual symposium.

ARTICLE 3. SIEGE SOCIAL

The registered office and the Association address are fixed at the personal address of the Association honorary president founder.

M. Philippe Perdu,
43 rue Corneille,
Résidence d'Enghien, Bâtiment A,
31100 Toulouse.

It could be transferred on simple resolution of the Board of Directors.

ARTICLE 4. DURATION

The duration of the Association is unspecified.

ARTICLE 5. COMPOSITION

EUFANET is composed of:

- honorific Members,
- benefactor Members,
- active Members or adherent.

ARTICLE 6. ADMISSION REQUIREMENTS

To be part of the Association, the candidates must ask for adhesion by writing. Adhesion is immediate.

ARTICLE 7. THE MEMBERS

Honorific Members are those which rendered services known to the Association; they are exempted of contribution.

Benefactor Members are the persons or entities which pay an annual contribution whose amount is fixed each year by the Board of Directors. A legal entity can designate as many benefactor Members they wishes, each one paying the annual contribution required.

Active Members are those which asked their adhesion by writing. The active Members are exempted of contribution.

ARTICLE 8. RADIATION

Membership is lost by:

- resignation presented in writing to the President;
- death for the people, liquidation or dissolution for the entities;
- radiation for a serious reason (disrespect of the Statutes, Internal Rules, or legislation in force); in this case, radiation must be voted by the majority of the Officers present at a board meeting; a radiation gives right to a possible recourse at the General Assembly.

ARTICLE 9. FINANCING AND RESOURCES

The financial resources of the Association consist of:

- the amount of the annual contributions;
- gifts from companies and private individuals;
- subsidies paid by the States, the regions, the departments, the communes, or by any other community, or public or private association;
- investment earnings associated with the activities organized by the Association;
- interests of financial placements;
- any other income or any other resource which would not be prohibited by the legislation in force or contrary with the statutory objectives of the Association.

ARTICLE 10. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

EUFANET is directed by a Board of Directors composed of at least three and at most ten Members elected for two years by the General Assembly. These Members, known as officers, are re-eligible.

The Board of Directors chooses among its officers those which will fill the Executive Committee positions:

- a President
- one or more Vice-president
- a Secretary
- a Treasurer

The officers of the Executive Committee are named every year by the Board of Directors, to the maximum four consecutive times at the same position. The same officer can fill two or several positions of the Executive Committee.

One or more mission agents and failure analysis experts, not necessarily members of the Board of Directors but selected among the Members of the Association, could be named to ensure certain tasks. Their designation follows the same procedure as that of the officers of the Executive Committee. The same Member can fill two or several mission agent or failure analysis expert positions.

In the event of vacancy, the Board of Directors provides temporarily to the replacement of his officers. Their final replacement is carried out at the time of the next General Assembly. The functions of the officers thus named ends at the time where the mandate of the replaced members was to normally expire.

ARTICLE 11. ABILITIES

The Board of Directors is invested with the widest abilities to make all the decisions which are not reserved to the General Assembly. It writes and revises periodically the Internal Rules. It authorizes the President and the Secretary for purchases or sales not exceeding an amount fixed in the Internal Rules. Any purchase or sale of a good necessary to the operation of the Association of a sale or cost price higher than the fixed amount must obtain an authorization of the Board of Directors. The Board of Directors controls the management of the officers of the Executive Committee. The Board of Directors comes to a conclusion about radiations of the Members, according to the conditions fixed by the Internal Rules.

The President has for task to represent the Association in all the acts of the civil life. It has in particular the quality to act in justice. It convenes the General Assembly and the Board of Directors. The President can, for any delimited act, delegate his power to another officer of the Executive Committee. In the event of vacancy, the President is replaced by a Vice-president chosen by the Board of Directors.

The Secretary has for task all that relates to the correspondence and the files of the Association. It writes the official reports of the General Assemblies and Board of Directors meetings. In general, it writes all the writings concerning the operation of the Association, except for those relating to accountancy. It holds the special register designated by article 5 of the French law of July 1, 1901 and articles 6 and 31 of the decree of August 16, 1901. In correlation with the Treasurer, it draws up and holds up to date the list of the members.

The Treasurer has for task all that relates to the management of the funds of the Association. Under the monitoring of the President it carries out any payment and receives the entries of funds and the sums due to the Association; for this reason it takes care of the recovery of the contributions. It ensures the management of the account which the Association maintains in a financial institution. It holds a regular accountancy of all the financial transactions which it carries out and accounts to the General Assembly under the conditions envisaged in article 13.

The tasks of the other officers of the Executive Committee and the Board of Directors, the mission agents and the failure analysis experts are defined in the Internal Rules.

ARTICLE 12. BOARD OF DIRECTORS MEETING

The Board of Directors meets at least once per year on convocation of the President or on the request of at least the quarter of his officers. The decisions are made at the majority of the officers present; in the event of division of the voices, the voice of the President is dominating. Any officer of the Board of Directors which, without excuse, will not have attended two consecutive meetings could be regarded as resigning of his post of officer.

ARTICLE 13. GENERAL ASSEMBLY

The ordinary General Assembly includes all Members of EUFANET which are convened each year by the President to examine the queries inscribed on the agenda. The convocations are made at least twenty one days before the date fixed for the General Assembly, by the care of the Secretary. The agenda is indicated on the convocations. Each Member can request from the President the addition of a point on the agenda, by proposing in writing his request at least ten days before the date of the General Assembly. Only the queries inscribed on the agenda will be treated at the General Assembly.

The decisions are made by the majority of voices of the Members present; in the event of division, the voice of the President is dominating. The abstentions are not taken into account in the calculation of the voices. The votes take place by a show of hands except for the nomination of the officers on the Board of Directors. After exhaustion of the agenda, the replacement of the outgoing officers of the Board of Directors is carried out by secret vote.

A Member can be represented at the General Assembly by another exclusive Member by giving him a dated procuration, signed and specific to the convened General Assembly.

ARTICLE 14. EXTRAORDINARY GENERAL ASSEMBLY

If needed, or on the request of half plus one of the registered Members, the President must convene an extraordinary General Assembly, according to the formalities envisaged by article 13 for a General Assembly.

The statutory modifications are in the competence of the extraordinary General Assembly which will rule in the majority of two thirds of the Members present or represented. A quorum of 51% of the entirety of the Members will be necessary to validate the decisions taken by the extraordinary General Assembly.

ARTICLE 15. INTERNAL RULES

The Internal Rules are established by the Board of Directors which makes it approved at the General Assembly. This document is intended to fix the rules of operation, financing and administration internal to EUFANET. It can be amended in consequence of a vote in the majority of the Members at the time of an ordinary or extraordinary General Assembly.

ARTICLE 16. DISSOLUTION

In the event of dissolution pronounced by at least two thirds of the Members present at the extraordinary General Assembly, one or more liquidators are named by this Assembly. All the Members, including the lately erased Members, must be explicitly informed on the convocation of the agenda which includes the dissolution of Association. This convocation must be sent at least twenty one days before the date of the extraordinary General Assembly.

ARTICLE 17. FORMALITIES

The President is given mandate to fill all the formalities of declaration and publication envisaged by the French law of July 1, 1901 and by his decree of application.

Toulouse, Mai 16 2005

The president

The secretary