

SIGNATURES OF FOUNDING MEMBERS

IN ONE AND UNIQUE ORIGINAL COPY MADE ON A SEPARATE PAGE FOR EACH FOUNDING MEMBER

THE ORIGINAL OF THESE STATUTES, VERSION 2017_12_19, SHALL BE DEPOSITED WITH THE BUREAU OF THE ASSOCIATION AND A CERTIFIED COPY THEREOF SHALL BE FURNISHED TO EACH FOUNDING MEMBER CERTIFIED BY THE PRESIDENT, OR ONE OF THE VICE-PRESIDENTS, OR THE IMMEDIATE PAST PRESIDENT OR THE GENERAL SECRETARY OR BY ANY OTHER PARTY WITH A VALID MANDATE FROM THE MANAGEMENT BOARD TO CONDUCT THE DAILY MANAGEMENT OF THE ASSOCIATION.

INSTITUT DE RADIOPROTECTION ET DE SURETE NUCLEAIRE (INSTITUTE FOR RADIATION PROTECTION AND NUCLEAR SAFETY), a French public body with industrial and commercial activities regulated by articles L592-45 to L592-49 and R592-1 to R592-23 of the French Environmental Code, registered at the RCS (Companies Register of Nanterre-France) under number 440 546 018, having its registered office at 31 avenue de la Division Leclerc, 92260, Fontenay-aux-Roses, France, and represented by Mr Jean Christophe NIEL, Director General,

Date: 08/01/2018

Signature :


Jean-Christophe NIEL
Director General
IRSN

SITEX_NETWORK STATUTES

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SECTION 1. LEGAL FORM - NAME - REGISTERED OFFICE - OBJECTIVES - TERM

ARTICLE 1. LEGAL FORM AND NAME

The association is named “Sustainable Network for Independent Technical Expertise on radioactive waste management” in short “SITEX_Network” (hereinafter referred to as the “Association”).

The Association is organized under the French law of July 1, 1901 as amended and texts concerning its application or any further modification to the applicable Law or regulation to associations with nonprofit purpose.

ARTICLE 2. REGISTERED OFFICE

The registered office of the Association shall be located at 31 avenue de la Division Leclerc, BP 17, 92262 Fontenay-Aux-Roses Cedex, France, in the Judicial District of the city of Nanterre.

It may be transferred to any other location in continental France by decision of the Management Board, subject to ratification by the General Assembly with the rules applicable to the amendment of the present statutes (hereafter the “Statutes”).

The Management Board may set up committees in any country or group of countries in order to collect the membership fees and to perform such other duties as may be prescribed by the Board.

ARTICLE 3. OBJECTIVES

The Association shall have as objectives to enhance and foster cooperation at the international level in order to achieve a high quality expertise function in the field of safety of radioactive waste management (RWM), independent from organizations responsible for the implementation of waste management programs, aiming at supporting the Nuclear Regulatory Authorities (NRA) as well as the Civil Society.

The Association may undertake all activities relating directly or indirectly to its objectives and may, by any means, provide assistance to, or collaborate with organizations pursuing the same objectives or whose activities contribute to the realization of these objectives.

SITEX_Network records its priorities on research and development in a Strategic Research Agenda, which it develops, maintains, makes publicly available and promotes, in interaction with the scientific and technical community in Europe and beyond.

ARTICLE 4. DURATION

The Association is constituted for an indefinite duration.

SECTION 2. MEMBERS

ARTICLE 5. CONDITIONS OF MEMBERSHIP

Members of the Association (hereafter "Member(s)") shall:

- be natural persons or legal persons qualified in the fields to which the objectives of the Association relate and,
- be in capacity in her/his/its own country to be a member of a non-profit association and,
- sign a Statement of Support to the Association, except for the Founding Members and comply with it.

In case the Member is a legal person, it shall nominate a representative and one or more subsidiaries among its permanent staff exclusively. Notification of the representatives shall be sent to the Management Board not less than a month following effective adhesion to the Association by the Member.

ARTICLE 6. TYPES OF MEMBERSHIP

6.1 FOUNDING MEMBERS

They are the Members that have participated in the constitution of the Association.

They abide to the same fees regime that Ordinary Members.

6.2 ORDINARY MEMBERS

Ordinary Members shall be admitted by the Management Board of the Association and shall be subject to the present Statutes.

Each candidate shall have the right to appeal, to the next General Assembly, a decision refusing the candidate membership.

Ordinary Members shall pay an annual membership fee. The amount of the membership fees shall be fixed by the Management Board, unless otherwise decided by the General Assembly on a proposal by the Management Board.

The Management Board may convert the amounts referred to in this paragraph into the equivalent in national currencies in round figures at the beginning of each year. The membership fee shall be paid by 30 April of each year.

6.3 HONORARY MEMBERS

The Management Board may confer the title of Honorary Member to a person (as defined in article 5) for its renowned expertise in the fields to which the objectives of the Association aim at.

ARTICLE 7. COLLEGES

The Association brings together different categories of Members, represented through three (3) colleges, each representing a type of function:

- College 1: Technical Expertise Function
(comprises Technical Safety Organizations or other entities assuming this function for the Regulators, such as research entities);
- College 2: Regulatory Function
(comprises Nuclear Regulation Authorities);
- College 3: Civil Society Function
(comprises civil society stakeholders who may either be individuals or groups)

A Member can belong only to one college at a time. Candidatures to SITEX_Network will have to be duly justified with regard to the candidate national or international role, as well as the choice of the college (if a candidate is in position to choose between several colleges).

When the Management Board approves a candidature, it will notify all the Members and inform them of the new Member field of expertise and statute and of its choice of college.

ARTICLE 8. END OF MEMBERSHIP

8.1 RESIGNATION

A Member may resign at any time from the Association by giving written notice to the Management Board.

Resignation shall be effective at the end of the current year.

8.2 TERMINATION FOR OTHER REASONS THAN RESIGNATION OF A MEMBER

- a) Members who fail to pay their membership fees, and who fail to respond to a late payment reminder notice within two (2) months of its delivery, will be considered as having resigned from the Association.
- b) Members who contravene the objectives or interests of the Association (notably if they stop or don't comply partially or entirely with the Statement of Support) may be expelled there from by decision of the General Assembly, which shall be taken by a two-thirds majority vote.
- c) Members who resign or cease to be members of the Association for any other reason shall have no right to claim reimbursement of membership fees already paid or any title to the assets of the Association.

SECTION 3. MANAGEMENT AND CONTROL

ARTICLE 9. MANAGEMENT BOARD

9.1 COMPOSITION OF THE MANAGEMENT BOARD

The Association shall be managed by a Management Board (hereafter the "Management Board") composed of at least four (4) Members, and ten (10) at the most.

The Management Board must include at least one Member of each College (described in article 7) elected by the General Assembly, which may also revoke such election and decide upon another minimum of Members of each College.

At least thirty (30%) percent of the Management Board shall be constituted of Founding Members.

At least one (1) Member of the Management Board shall be of French nationality.

The duration of the functions of Members of Management Board (hereinafter referred to as "Board Members") is fixed at three (3) years beginning on January 1 of the year following the date of election. Such mandate may be renewed.

The term of a Board Member elected at an Extraordinary General Assembly of the Association held between meetings of the Ordinary General Assembly, expires at midnight on December 31 of the year of the first Ordinary General Assembly held following the election of such member.

If a Member of the Management Board resigns, or if its/his/her membership is terminated according to article 8.2 during the term of such member, the Management Board may fill the vacant Board position for the remainder of the term of such member by electing another member of the Association to the vacant Board position belonging to the same College, subject to confirmation by the next General Assembly.

The Management Board Members for each college are elected within their College by the College Members during the General Assembly.

Membership of the Board shall carry no remuneration.

9.2 MEETINGS OF THE MANAGEMENT BOARD

9.2.1 Organization of meetings

The Management Board's meetings are held:

- as convened by the President, at least twice a year moreover, it shall meet whenever such a meeting is required in the interests of the Association, or;
- if requested by one-fourth of the Board Members.

All such meetings shall be convened by the President, or by the Immediate Past President or a Vice-President acting together with the Secretary General or by a majority of elected Board Members.

Meetings shall be chaired by the President or, if the President is prevented from doing so, by one of its Vice-Presidents.

The notice of convocation for a meeting are sent with at least thirty (30) calendar days' notice from the date of the meeting, unless all Board Members agree on a shorter term, via registered letter or e-mail with read report or, if not, after reception of an email confirmation by the sendee. The notice of convocation for a meeting of the Management Board shall contain the date, time, location and agenda of each such meeting.

9.2.2 Deliberations

The Management Board may validly deliberate if at least half of the Board Members are present or represented. Board Members may be represented by another Board Member provided that a duly signed proxy is shown. Board Members can only hold one proxy.

Deliberations of the Management Board may be conducted by means of conference call, videoconference or any other electronic means accepted by the Management Board. The vote of

Board's Members may be oral or written provided that it is clearly expressed and without any ambiguity.

The Management Board's deliberations are recorded in minutes which shall be submitted for approval to the Management Board, at the latest during the next meeting of the Board, and shall be signed by the President and the Secretary General. Excerpts from or copies of such minutes shall be certified by a member of the Board, or the Secretary General.

All the documents necessary for the French administration shall be written in French and shall be established or signed following these Statutes rules.

9.2.3 Votes

Each elected member of the Board is entitled to one vote. Resolutions of the Management Board shall be agreed upon by a simple majority vote of the Board's Members present or represented. In the case of equal votes, the President's vote shall be decisive.

9.3 DUTIES AND RESPONSABILITIES

The Management Board has the powers conferred on it by the French law. The Management Board shall have any and all powers to make all arrangements and take all measures regarding the Association. Thus, it shall be authorized to take all actions, which are not specifically reserved to the General Assembly by law or by these Statutes.

The Management Board is responsible for performing all formalities, including those of official reporting and publication, required by the French law.

The Management Board may, at its discretion, delegate the performance of the daily management of the Association to one or more persons, chosen from among its Members or otherwise.

The Management Board may delegate specific powers of authority to its Members, Members of the Association, or to third parties. Such powers of authority shall be limited to the specific scope and duration set forth by the Management Board and shall be made in writing.

Commitments binding the Association shall be valid if signed by at least (2) two Members of the Management Board, or by one Member of the Management Board and the Secretary General, without requiring proof of a previous decision of the Management Board.

In legal actions, the Association shall be represented by the Management Board both as a plaintiff and as a defendant, the Management Board being represented by its President or one Vice-President or any other member of the Management Board specifically designated by the Management Board.

In all of its relations with the Post Office and Banking institutions, in particular for payments and collection of mail (registered or otherwise) and the opening, closing and management of accounts, the Association shall be duly represented by one of the Board Members or by a person mandated by the Management Board to perform such tasks.

As to third parties, the Association shall be bound by acts of a special delegate of the Association unless the third party has actual knowledge that such acts exceed the authority of the delegate.

As between the Association and a special delegate, the Association shall be bound by acts of a special delegate which are taken within the limits of the authority of the special delegate.

The Association shall also be bound by acts of the delegate in charge of the daily management of the Association within the limits of such delegate's authority of daily management.

ARTICLE 10. BUREAU

The Management Board shall establish a Bureau consisting of the President, the Vice-President(s), the Treasurer (if any), the Secretary General, and possibly any other Board Member the Board deems appropriate, to prepare the meetings of the Management Board.

The Members of the Management Board shall elect from among themselves a President, one or more Vice-Presidents and, if necessary, a Treasurer.

The President, the vice President and the Treasurer are elected for a period of three (3) years renewable.

The Management Board shall appoint a Secretary General of the Association, who may or may not be a member of the Management Board and set a fixed term for the mandate of the Secretary General. The Management Board may, at any time, without notice and at its sole discretion, revoke the appointment of the Secretary General.

In case the Secretary General is not a member of the Management Board, the Secretary General may be invited to attend all or part of the Board's Meetings without, however, having a right to vote. The Secretary General shall be informed of every major decision taken by the Management Board.

In the interest of the continuity of the Association, the term of the mandate of the Secretary General shall not necessarily coincide with that of the Management Board.

The Secretary General shall not be auditor of the Association.

The Secretary General shall liaise with the President and the Bureau establish links between the Members, and perform required financial and administrative functions, including in particular the coordination of information, the secretarial administration of the Management Board, and contribute to the organization of the Association's activities.

SECTION 4. GENERAL ASSEMBLY

ARTICLE 11. COMPOSITION OF THE GENERAL ASSEMBLY

The General Assembly shall consist of all Founding and Ordinary Members who have duly paid their membership fees.

Honorary Members shall equally have the right to attend the General Assembly.

ARTICLE 12. DUTIES AND RESPONSABILITIES

The General Assembly shall have any and all rights to give instructions to the Management Board and to take or authorize actions to be taken concerning the Association. In particular:

- a) it shall approve the Statutes of the Association and their amendment;
- b) it shall nominate the Board's Members and if necessary revoke such nomination ; this implies the power to determine their number (for each college) within the limits set by the present Statutes;

- c) it shall appoint and, if necessary, revoke the appointment of the auditors;
- d) it shall decide, on the basis of a report by the Management Board relating to a particular period, the scientific activities and administrative organization of the Association;
- e) it shall approve the Association's budget and accounts;
- f) it shall discharge the administrators, auditor(s) and, in the event of a dissolution, the liquidators of the Association;
- g) it shall decide upon the voluntary dissolution of the Association;
- h) It shall decide upon the appeal of a rejected candidate member against the decision of the Board not to accept the candidate member as a member of the Association.

ARTICLE 13. DELIBERATIONS

13.1 ORGANIZATION OF MEETINGS

General assembly meetings are convened at the initiative of the Management Board at least every year within six (6) months after the end of the financial year.

Extraordinary General Assemblies may be called whenever the Management Board thinks fit or appropriate to do so, or whenever at least ten percent (10%) of the Founding and Ordinary Members file a substantiated and signed application to this effect.

Notice of convocation for a meeting are sent with at least twenty-one (21) calendar days' notice from the date of the meeting via e-mail with read report or, if not, after reception of email confirmation by the sender to all Members of the Association. The notice of convocation shall contain the date, time, location and agenda of each such meeting.

Notice of convocation shall be signed by the President or, if the President is unable to do so, by the Immediate Past President acting together with one of the Vice-Presidents, by two Vice-Presidents acting together, or by the Immediate Past President or a Vice-President acting together with the Secretary General.

The General Assembly shall be chaired by the President or, in the absence of the President, by the Immediate Past President or one of the Vice-Presidents. If neither the President nor the Immediate Past President nor any Vice-President is present, the General Assembly shall elect a chair from among its members.

The chair of the Assembly shall appoint a Secretary, and the General Assembly shall designate two Clerks for the voting procedure from among the members present. These four shall constitute the Assembly Secretariat.

13.2 DECISIONS

The General Assembly may only take valid decisions on the points outlined in the agenda if two-third (2/3) of the Founding and Ordinary Members is either present or represented.

If the General Assembly does not constitute this quorum, another General Assembly shall be called within the shortest possible time. This second General Assembly may take valid decisions irrespective of the number of Founding or Ordinary Members present or represented.

The decisions of the General Assembly are made by a simple majority. In the case of an equality of votes, the vote of the President shall be decisive. Modifications of resolutions included in the

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agenda may only be adopted by a two-third (2/3) majority vote of the Members present or represented if they are minors. Significant modifications and new resolutions shall be voted after convocation of another General Assembly.

However, any amendment of the Statutes and any decision regarding eviction of a Member under Article 8.2 b) or regarding the dissolution of the Association under Article 19 shall require a two-thirds (2/3) majority vote of the Members present or represented.

The decisions adopted by the General Assembly are recorded in a minutes signed by the members of the Assembly Secretariat.

Excerpts from, or copies (especially in French version) of such minutes shall be certified by the President, or one of the Vice-Presidents, or the Immediate Past President or the General Secretary or by any other party with a valid mandate from the Management Board to conduct the daily management of the Association.

Any amendment of these Statutes shall be filed, without delay, to the French State's representatives where the Association has its registered office and shall be published in the "Journal Officiel de la République Française" in accordance with the French Law.

13.3 VOTES

Each Founding and Ordinary Member shall have one vote.

Each Member may be represented by another Member of the Association with a duly signed proxy on the date of the meeting. A Member without a duly signed original proxy shall not be allowed to vote on behalf of the concerned Members.

Each Member may hold no more than one (1) proxy from another Member. A specific voting method (e.g. votes inside colleges, oral votes, secret votes ...) may be decided in the Terms of Reference.

ARTICLE 14. ASSOCIATED GROUP, OBSERVERS

Natural persons or legal persons not wishing to become Members but desiring to be allowed to take part to some of SITEX_Network Activities may be part of the Associated Group as defined in the Terms of Reference.

Exceptionally, the Management Board may invite legal entities or individual to participate, as observer, to the General Assembly. Participation of observers shall be formally agreed by the General Assembly and must be foreseen on the proposed agenda.

SECTION 5. BUDGET ACCOUNTING AND ASSETS

ARTICLE 15. BUDGET AND ACCOUNTING

The Management Board shall render the accounts for the past fiscal period and shall prepare the budget for the coming fiscal period.

ARTICLE 16. ASSETS OF THE ASSOCIATION

The resources of the SITEX Network consist of membership contributions, grants or external funding to the Association from the European Commission or other organizations and all other

resources admitted by applicable law and regulations, such as voluntary contributions of its members. Fees other than funding may be required to cover the cost of some activities (i.e. Training).

Members may also bring any other kind of assets such as equipment, offices, and intellectual property rights.

The assets of the Association shall be used in accordance with the budget plan mentioned in article 15 and may be used, under conditions specified in the Terms of reference, to reimburse certain travel costs of its Members limited strictly in the frame of work performed for the Association. It shall not be used to remunerate any of its Members.

ARTICLE 17. AUDIT AND RECORDS

The Association shall maintain accounting records in accordance with the French Law. The financial year shall commence on 1 January and end on 31 December of each year.

The accounts of the previous year, the budget for the following year, and an activity report shall be presented every year to the General Assembly for approval by the Board Management. The budget shall reflect the proceeds and the charges for the following financial year. The accounts shall be filed in accordance with the French Law.

The General Assembly shall elect from among its Members, with the exception of its Members who are also Board's Members, one or more auditors who shall be responsible for duly auditing the accounts of the Association and writing a report about the accounting and the annual budget.

ARTICLE 18. REGISTERS

The General Secretary handles two registers:

- A register for the Minutes of the Management Board
- A register for the Minutes of the General Assembly.

SECTION 6. MISCELLANEOUS

ARTICLE 19. TERMS OF REFERENCE

The Management Board shall regulate the internal administration of the Association in Terms of Reference, which shall be submitted to the General Assembly for approval; any modification will be subject to General Assembly approval. It shall not contravene to the present Statutes.

ARTICLE 20. DISOLUTION - LIQUIDATION

The dissolution of the Association may be decided upon at any time by the General Assembly, subject to the provisions of the Statutes regarding their amendment.

In such case, the General Assembly shall appoint the liquidators, determine their powers, and decide upon the disposition of the proceeds of the liquidation, which shall be donated to another association pursuing the same or similar objectives except non-monetary assets brought by one or several Members which shall return to their genuine owners.

Any decision relating to dissolution, the conditions of the liquidation, the nomination and the suspension of the functions of the liquidator, the closure of the dissolution, or the disposition of the net assets shall be filed and published in accordance with the French Law.

ARTICLE 21. CONFIDENTIALITY

In compliance with its own rules and with third-parties rights, the Association makes the main results of its activities available to the public.

The SITEX_Network Members must keep confidential any data, documents or other material (in any form) which is disclosed within the SITEX_Network and is explicitly marked as confidential at the time it is disclosed ('confidential information'). If information has been identified as confidential only orally, it will be considered to be confidential only if this is confirmed in writing within 15 days of the oral disclosure.

Unless otherwise agreed between the SITEX_Network Members, they may use confidential information only to implement the objectives of the Association.

The Management Board shall require that any person wishing to participate to a General Assembly as an observer or to access to information deemed confidential signs a non-disclosure agreement.

ARTICLE 22. LANGUAGE

The French version shall prevail over any other translation. English is the working language of the Association. However any communication with the French authorities shall be conducted in the French language.