

BioSecure

Registered at

Groupe des Ecoles des Télécommunications (GET)
46 Rue Barrault, 75634 Paris Cedex 13

**Association founded pursuant to
Law 1901**

ARTICLES OF ASSOCIATION

Pursuant to the contract number IST-2002-507634 (hereinafter “the Main Contract”) concluded with the European Commission, the undersigned in cooperation with other partners have decided to participate in a Network of Excellence named “BioSecure” within the 6th Framework Programme (hereinafter called “The Project”).

The Project has the aim of producing various results. In particular, it concerns databases, software and dissemination reports in the area of biometrics.

According to the provisions of Article 34 in Annex II to the Main Contract and Article X of the Consortium Agreement, particularly Article X-3-1, the joint owners of the results produced by the Project shall authorise one of them or set up an independent legal body in order to protect, evaluate and disseminate the said results. To this effect, the undersigned:

- **GROUPE DES ECOLES DES TELECOMMUNICATIONS**

A public administration entity governed by decree number 96-1177 dated 27 December 1996, registered under the SIRET number 180 092 025 00014 at 46 rue Barrault 75634 Paris cedex 13, represented by its General Administrator Mr. **Jean-Claude JEANNERET**,

- **UNIVERSITY OF KENT**

With seat in Canterbury, Kent CT2 7NZ, United Kingdom, represented by Mr. **David COOMBE**, Temporary Research Director,

- **ARCHES**

A limited liability company with capital of € 8.000 (Eight Thousand Euros), with registered office at 7, Allée de la Veissière, 38640 CLAIX, registered in the Commercial and Companies Register in Grenoble under the SIRET number 423 280 098 00017, represented by Mr. **Jean-Paul LEFEVRE**, Managing Director,

have herewith enacted the Articles of Association, which they have founded to pursue the above objectives and those listed in Article 2 below.

TITLE I

LEGAL FORM - OBJECT - NAME – SEAT - TERM

ARTICLE ONE – LEGAL FORM

The undersigned and other natural and legal persons have hereby decided to found an Association pursuant to the laws of 1st July 1901, those currently in force as later amended, and the present Articles of Association, to be bound by the rules of these Articles of Association and meet the conditions stated forthwith.

ARTICLE 2 - OBJECT

The objective of the Association is to create conditions for an efficient, flexible and multi-faceted co-operation amongst its members in order to:

- disseminate and make available results of the Project;
- manage and evaluate these results, during and after the end of the Project, by all appropriate means, and in particular:
 - distribution of resources (databases, software, etc...)
 - establishment of a research partnership in Europe and rest of the world;
- foster and encourage research in Europe and the whole world, particularly in the area of biometrics and security, and evaluate results of the Project;
- implement, subject to the laws and rules in force, any acts or actions likely to achieve these objectives.

ARTICLE 3 - NAME

The name of the Association shall be: BioSecure.

The abbreviation shall be “*BioSecure*”.

ARTICLE 4 – SEAT

The main office of the Association shall be:

Groupe des Ecoles des Télécommunications (GET)
46 Rue Barrault, 75634 Paris Cedex 13

It may be changed by a simple decision of the Board of Governors.

ARTICLE 5 - TERM

The Association is of unlimited duration.

TITLE II MEMBERS OF THE ASSOCIATION

ARTICLE 6 - MEMBERS

Membership of the Association shall be composed of Founder Members, Active Members and Donors.

Founder Members shall be, on a permanent basis, all legal and natural persons who have signed these Articles of Association on the day of their enactment, who pool their expertise or coordinate their activities with a purpose other than to share benefits, and who make financial contributions. The title of Founder Member may be extended to those partners of the BioSecure Project who will have abided by these Articles of Association in the year following the establishment of the Association, by the General Assembly on a proposal of the Board of Governors.

Active Members shall be all legal and natural persons exercising a function in connection with the objective of the Association, who abide by these Articles of Association, make a contribution and are approved by the Board of Governors.

The Board of Governors shall independently decide about all requests for membership as well as the status of the members. The Board need not give reasons for its decisions nor are such decisions subject to appeal.

Donors shall be persons who make a gift to the Association.

ARTICLE 7 – RESOURCES OF THE ASSOCIATION

Resources of the Association encompass:

- 1/ contributions and its membership fees
- 2/ subsidies, which may be granted by the State, or public bodies, or all other international, national or local institutions
- 3/ revenue from its property
- 4/ interest on loans given by the Association
- 5/ donations
- 6/ all other resources permitted by law and regulations.

Contributions shall be due and payable by Members of the Association during the month of their membership application and thereafter every year before the 31st January.

The amount of contributions shall be determined annually by a decision of the Board of Governors.

ARTICLE 8 – RESIGNATION – EXCLUSION AND DEATH

Members may resign by addressing their resignation to the President of the Board of Governors in a letter sent by registered mail, whose receipt shall be countersigned; they shall lose their status as a Member of the Association at the end of the current calendar year, and they may not request that their contributions be returned all or in part.

The Board shall have the power to exclude a Member either on account of his failure to pay due contributions for six months following the deadline or for a material reason. Prior to excluding a Member, the Board shall request the Member, if necessary, to provide a full explanation.

In the event that a member (natural person) has deceased, his heirs or legal successors shall not as of right acquire membership of the Association.

Death, resignation or suspension of a Member shall not constitute a reason for the Association to be dissolved, which shall continue to exist amongst its other Members.

Those members who have resigned, been excluded, or heirs and legal successors of deceased members, are to pay all contributions in arrears and those for the remainder of the year of their resignation, exclusion or death.

ARTICLE 9 – RESPONSIBILITIES OF MEMBERS AND GOVERNORS

The Association shall only be liable for contractual obligations entered in its own name, and subject to the law of 25th January 1985 on judicial relief and involuntary liquidation, no Member or Governor shall incur any personal liability whatsoever.

TITLE III MANAGEMENT

ARTICLE 10 – BOARD OF GOVERNORS

The Association shall be run by a Board of Governors made up of a minimum of three (3) and a maximum of twenty (20) Members elected amongst founder and active members and nominated in an ordinary General Assembly of the members.

The Board of Governors shall choose from amongst its members an Executive Committee composed of a President, a Treasurer and a Secretary.

Nevertheless, the first Board of Governors shall be composed of:

- **GROUP OF SCHOOLS OF TELECOMMUNICATION**
Represented by Mrs. **Bernadette DORIZZI**
President

- **UNIVERSITY OF KENT**
Represented by Mr. **Farzin DERAVI**
Vice-President

- **ARCHES**
Represented by Mr. **Jean-Paul LEFEVRE**
Secretary and Treasurer

Governors shall exercise their functions for a term of three (3) years, each year constituting the time period between two annual ordinary General Assemblies.

However, the first Board will stay in office only until the first meeting of the annual ordinary General Assembly, which will approve accounts for the year 2007.

Governors may be re-elected for an indefinite period.

Members of the Board of Governors will not receive remuneration for exercising their duties.

In accordance with provisions to be later determined, which will conform with the present Articles of Association and any future internal procedure rules of the Association, various bodies may be created within the Board of Governors.

The Board of Governors may appoint from within its ranks one or several Vice-Presidents.

After the first tenure of three (3) years, one third of the Board shall be due for re-election every two years according to provisions stated in the internal procedure rules.

Every Member of the Board, who, without an excuse, has not participated in three consecutive meetings, may be considered dismissed.

ARTICLE 11 – THE BOARD OF GOVERNORS – POWER TO APPOINT MEMBERS

If at any one time the Board at one time has fewer than three (3) members, it may, if it finds it to be in the interest of the Association, appoint Members, up to the maximum number stated above, by means of temporary appointment of one or several new Governors.

Likewise, should the office of a Governor become vacant during the time period between two annual ordinary General Assemblies, the Council will be entitled to appoint a temporary replacement; if the number of Governors falls below three (3), the Board will have to act without any undue delay.

These appointments will be submitted for the approval of members at the first meeting of the Members in an ordinary General Assembly. However, a Governor appointed as a replacement of another will stay in office only for the remaining period of his predecessor's mandate.

In the absence of ratification, decisions and acts of the Board of Governors following a temporary appointment shall not carry less weight.

ARTICLE 12 – MEETINGS AND DECISIONS OF THE BOARD OF GOVERNORS

The Board of Governors shall convene at least once (1) a year when convoked in writing by its President or on written request by half of its Members, as frequently as the interest of the Association shall require, or in its own right.

The deliberations may also take place by way of a video or telephone conference.

The agenda shall be drafted by the President or the Governors who call the meeting; the final agenda may only be set in the meeting itself.

Decisions shall be taken by relative majority votes of present or represented members, every Governor having a right to one vote. In the event of a tie, the President will have the casting vote.

Decisions of the Board are confirmed in minutes recorded in a special Register signed by the President and the Secretary who will produce them either jointly or separately as a certificate or a copy.

These signatures may be added afterwards if a meeting of the Board has taken place by means of a video or telephone conference.

ARTICLE 13 – POWERS OF THE BOARD OF GOVERNORS

The Board of Governors enjoys the widest powers to act on behalf of the Association and to authorise all permitted actions and transactions undertaken by the Association with the exception of those which require consent of the Members at a General Assembly.

Notably, it may appoint or dismiss all employees, set their remuneration, lease premises according to the needs of the Association, undertake all refurbishment, purchase and sell all legal titles and all goods, furnishings and real estate, use funds of the Association, and represent the Association in legal proceedings as claimant or respondent;

It establishes and amends the internal procedure rules of the Association, subject to the approval of the same or their amendments at the next ordinary General Assembly.

ARTICLE 14 - DELEGATION OF POWERS

The following powers are vested in the Members of the Board of Governors:

14.1 Powers of the President

As a rule, the President shall represent the Association in its day-to-day business.

The President shall convoke General Assemblies and meetings of the Board of Governors, prepare their work and agenda, and each year submit a legal and financial report of the Association.

He shall represent the Association in its day-to-day business and all powers to this effect shall be vested in him. In particular, he shall have the capacity to act in legal proceedings on behalf of the Association as claimant or respondent.

He may engage any expert or consultant of his choice even if at considerable cost.

He may carry out his duties either through a proxy being a member of staff of the Association or delegate all his duties to third parties, legal or natural persons and private or public bodies.

In the event of the President's absence or sickness, he shall be replaced by the oldest current Vice-President, or, in the Vice-President's absence, by the oldest Member of the Council of Administration, or should the latter be prevented from doing so, by the Treasurer.

14.2 Powers of Vice-Presidents.

The Vice-Presidents enjoy powers expressly conferred on them by the President. In the unlikely event of absence, other impediment or death of the President, the person appointed as his replacement pursuant to article 14.1 shall enjoy all powers of the President and assume all liabilities.

14.3 Powers of the Treasurer

The Treasurer shall be in charge of finance and asset management of the Association. He receives revenue and effects payments under the President's supervision. He may not dispose of assets which constitute a reserve except with consent of the Board of Governors.

He either himself manages or supervises the management of regular accounts of all transactions made by him, reports about his financial management and submits annual accounts for the approval of the General Meeting.

He writes, signs, accepts, endorses or acknowledges all cheques and money transfer orders for the proper functioning of accounts under the supervision of the President.

14.4 Powers of the Secretary

The Secretary drafts minutes of the General Assemblies and meetings of the Board of Governors and, as a rule, all other documents concerning the functioning of the Association.

He keeps a register required for this purpose by article 5 of the law of 1st July 1901 and articles 6 and 31 of the decree of 16 August 1901. He shall ensure that the formalities provided for in these articles are complied with.

14.5 Appointment of a Manager

The Board of Governors may decide, if it thinks fit, to appoint a Manager.

On an invitation of the President, the Manager participates in the Executive Committee and in all meetings of the Association but has no active vote.

The position of a Manager of the Association may be remunerated or one of the members may exercise his functions.

In the former case, his recruitment and remuneration shall be submitted for approval to the Board of Governors.

The Executive Committee will determine the Manager's functions and powers in an appointment letter, which shall be communicated at the next General Assembly. The Executive Committee will suggest to the Board of Governors the potential remuneration of the Manager.

He shall be appointed for a duration of three (3) years, and may be re-appointed.

TITLE IV GENERAL ASSEMBLIES

ARTICLE 15 – STRUCTURE AND MEETINGS OF THE ASSEMBLY

The Members convene in a General Assembly, either extraordinary when their decisions concern amendment of the Articles of Association, or ordinary in any other case.

The General Assembly shall be made up of all Members of the Association.

Only founder and active members shall have the right to vote. Donors shall only have an advisory voice.

No one may be represented by a person which is not a Member of the Association, unless they have obtained consent from the members present at the beginning of the session.

The ordinary General Assembly convenes at least once per year at the request of the Board of Governors, whenever it sees fit, or at the request of at least a relative majority (half plus one) of founder and active members of the Association.

The extraordinary General Assembly shall be called by the Board of Governors whenever it sees fit.

ARTICLE 16 – CONVOCATION OF A MEETING AND AGENDA

Meetings shall be convoked at least fifteen (15) days in advance by letter or email stating the subject of the meeting.

In case of an email, the Board of Governors shall receive current electronic addresses of every Member accepting this form of convocation.

For this purpose, the stated Members shall inform the Board of Governors of all changes to their electronic address without undue delay.

The agenda is set by the Board of Governors; it shall only include the Board's proposals and those communicated to the Board in writing one month before the meeting bearing a signature of one quarter of founder and active Members of the Association.

Meetings convene at the registered office or in any other place.

ARTICLE 17 – BOARD OF THE ASSEMBLY

The Board of the Assembly is composed of a President and a Secretary.

The Meeting is chaired by the President of the Board of Governors or, in his absence, by an Governor appointed for this purpose by the Board.

The duties of a Secretary are fulfilled by the Secretary of the Board of Governors, in his absence, by a Member of the Assembly nominated for that purpose.

Members of the Association sign an attendance list at the beginning of the session certified by the President and the Secretary of the Assembly.

Members attending the Assembly from a distance will be counted and mentioned on the attendance list certified by the President and the Secretary of the Assembly.

ARTICLE 18 – NUMBER OF VOTES

Every founder or active Member of the Association have a right to one vote, and as many additional votes as the number of founder or active Members they are representing. One member may, however, not represent more than three (3) Members of the Association having the right to vote.

ARTICLE 19 – ORDINARY GENERAL ASSEMBLY

The Ordinary General Assembly receives from the Board of Governors a report concerning its management, the legal and financial status of the Association; it approves or adjusts accounts for the past fiscal period; votes on budget for the next fiscal period; elects Administrators; authorises all purchases of real estate pursuant to the object of the Association, all exchanges and sales of this real estate as well as applications for mortgages or all loans, and, as a general rule, it decides about all the issues of common interest and those which are presented by the Board of Governors, but with the exception of those, which involve any amendments of the Articles of Association.

The General Assembly will have reached a quorum if at least three (3) Members having the right to vote are present or are represented.

The decisions are taken by a relative majority of votes of the founder and active Members who are either present or are represented.

ARTICLE 20 – EXTRAORDINARY GENERAL ASSEMBLY

The Extraordinary General Assembly may amend all provisions of the Articles of Association; it may, in particular, decide about early dissolution of the Association or its cooperation with other associations.

The General Assembly has reached a quorum if at least three (3) members having the right to vote are present or are represented.

The decisions are taken by a majority of votes of the founder and active members who are present or are represented, but constitute at least 2/3 of all votes cast.

ARTICLE 21 – OTHER MEANS OF CONSULTATION OF MEMBERS

Notwithstanding the provisions in articles 15, 16 and 17, and subject to article 18 of the present Articles of Association, decisions of ordinary and extraordinary General Assemblies may be taken by way of written consultation.

The choice of this form of consultation is made by the body authorised to do so in article 15, 5th subparagraph, and by informing the Board of Governors.

All means of communication (written consultation, telephone, telex, fax, video conference, etc.) may be used independently of or simultaneously with the meetings foreseen in articles 16 and 17, in order to approve decisions of the Members, subject to all Members taking part in the approval of the decisions. In this event, an act stating the text of the resolutions, and the vote cast by every Member shall be drafted and signed, as the case may be, by all Members separately.

Members have a period of fifteen (15) days following receipt of this letter to instruct the initiator of the consultation about their vote on every resolution, no matter whether by registered post or by letter delivered by hand and its receipt being countersigned. Every Member, who will not have given any instruction concerning their response within the period specified above, will be held to have accepted the proposed resolutions, which will be mentioned in a statement written according to article 22 below.

During the consultation period, every member shall be entitled to request any additional explanations from the initiator of the consultation.

ARTICLE 22 - MINUTES

The decisions at the General Assembly of the members shall be stated in minutes recorded in a Special Register, which may be the same as the one containing minutes of the Board, and shall be signed by the President and the Secretary of the session.

Any copies of or extracts from the minutes to be produced in court or elsewhere shall be signed by the President of the Board of Governors or two (2) Governors.

TITLE V DISSOLUTION - LIQUIDATION

ARTICLE 23 - DISSOLUTION - LIQUIDATION

In the event of voluntary, statutory or involuntary dissolution of the Association, the Extraordinary General Assembly shall appoint one or several liquidators who will enjoy the widest powers to liquidate all assets and liabilities once potential claims on existing contributions by donors, their heirs or any known holders of these rights have been settled.

The net amount of the liquidation will be returned to an Association having a similar purpose or to any public or private entities with a charitable status, and which will be nominated by the Extraordinary General Assembly of the members.

ARTICLE 24 – INTERNAL PROCEDURE RULES

The Board of Governors may establish internal procedure rules which have to be approved at the General Assembly.

These rules may potentially have as their object the enactment of various provisions not foreseen in the Articles of Association, particularly those which govern internal administration of the Association, as well as issues concerning intellectual property.

**TITLE VI
FORMALITIES**

ARTICLE 25 - DECLARATION AND PUBLICATION

The Board of Governors will fulfil formalities related to declaration and publication as prescribed by the law.

To this effect, all powers are hereby conferred on the holder of the present original document(s).

Done in Paris

26 April 2007

IN FOUR ORIGINAL COUNTERPARTS

GROUPE DES ECOLES DES TELECOMMUNICATIONS

Mr. Jean-Claude JEANNERET

UNIVERSITY OF KENT

Mr. David COOMBE

ARCHES

Mr. Jean-Paul LEFEVRE