

# Association of Automatic Control and Industrial Engineering - SAGIP Association

(Constitution established further to a unanimous vote of the General Assembly convened in Bordeaux on June 6, 2019)

## Article 1. - CONSTITUTION - NAME - REGISTERED OFFICE

The association is to be called "Société d'automatique, de génie industriel et de productique (SAGIP)". It is a non-profit association, governed by the law of 1 July 1901 and the decree of 16 August 1901 as amended.

The Association is created for an unlimited period of time. Its seat shall be located in Toulouse and may be transferred by a decision of the Board of Directors.

## Article 2. - PURPOSE

The purpose of the Association is to support and coordinate the activities of the French and Francophone research and teaching community in the disciplinary field covering Automatic Control and Industrial Engineering.

It also aims at furthering the links between academic and industrial research. The role of the association is to improve the visibility of this scientific discipline and its interactions with related disciplines, and more generally, to contribute to its promotion and its development.

## Article 3. - MEMBERS

The members of the association are individuals or legal entities.

### INDIVIDUALS

Individuals are people who participate in the activities or provide their voluntary contribution to the development of the disciplinary field Automatic Control and Industrial Engineering. They become members of the association through the payment of a membership fee or by recommendation of the Board of Directors.

The Membership is annual and terminates on 31 December of the following year if it is not renewed. The annual fees, their modulation according to the professional status of the members and the means of payment shall be determined by the General Assembly and registered as By-laws.

### LEGAL ENTITIES

Legal entities are companies, associations or groups that provide legal and financial contribution to the development of the disciplinary field covering Automatic Control and Industrial Engineering. They become members through a recommendation from the Board of Directors. Legal entities pay an annual fee, the minimum amount of which is determined by the General Assembly and registered as By-laws. The Membership terminates on 31 December of the following year if it is not renewed. Each legal entity that is a member of the association appoints a representative at the General Assembly.

## Article 4. - MEANS

The Association shall mainly use the following means to pursue its purpose:

- Organisation of conferences bringing together French and foreign specialists in the field of Automatic Control and Industrial Engineering;
  - Structuring and organization of Automatic Control and Industrial Engineering in sub-disciplines and subfields in accordance with the observed evolution and advancement of related theories, knowledge and applications;
  - Edition books and collections to archive and promote research results;
  - Production of documents and organization of meetings to promote the field in its diversity;
  - Organisation of the activities of IFAC (International Federation of Automatic Control) in France and the interactions with the IFAC if the association is accepted as the National Member Organisation of IFAC in France;
  - Interaction with other national or international scientific associations, that are partially or totally related to the field of Automatic Control and Industrial Engineering.
- More generally, the association shall encourage any initiative that is consistent with its spirit and goals.

#### Article 5. - GENERAL ASSEMBLY

The General Assembly is composed of all members (individuals and legal entities) who have paid their membership fees. Each member has one vote. The General Assembly shall meet at least once a year, and each time it is convened by the Board of Directors. It can also be held at the request of more than half of the members of the Association. Except in emergency cases, the invitations must be sent (electronically or by other means) at least 15 days before the meeting.

#### Article 6. - TASKS OF THE GENERAL ASSEMBLY

The General Assembly approves the accounts for the past year, approves the By-laws, indemnifies the treasurer, approves the moral report and votes on the budget for the coming year. It elects the members of the Board of Directors, once every three years, and votes on the renewal of members of the Board who have resigned or departed during the term of office. The General Assembly decides all acquisitions or alienations of real estate for the Association.

Decisions of the General Assembly are made by a majority of the members who are present or represented. In the event of a tie, the President shall have the casting vote.

The President or Secretary shall send the minutes of each General Assembly to the members.

#### Article 7. - BOARD OF DIRECTORS

The Board of Directors is composed of a maximum of 12 members. It is elected by the General Assembly for a three-year term. The election procedure shall be detailed in the By-laws.

The Board of Directors meets at least twice a year. Meetings can be physical or electronic. The Board of Directors meets as many times as required by the President and may also be convened at the request of more than half of its members. Except in emergency cases, the invitations must be sent (electronically or by other means) at least 15 days before the date of each meeting.

The Board's decisions are valid if at least half of its members are present or represented. Board members may not hold more than two proxies. The Board may only deliberate on the agenda that is established by the Bureau.

In the event of insufficient participation, a new Board meeting is convened within two months and may deliberate without quorum requirements.

The Board members carry out their functions on a voluntary basis. Only reimbursements of travel expenses related to the mission of the Association are eligible. Reimbursement requests must have been approved prior to the mission by the President, and justifications for expenses must be provided.

#### Article 8. - TASKS OF THE BOARD OF DIRECTORS

The Board of Directors manages the execution of the current decisions. It examines the accounts of the past year, the By-laws, the legal report, and the budget for the following year, and then submits them to the approval of the Annual General Assembly. The Board examines the proposals of the Bureau and informs the Bureau about the wishes and the difficulties of the members of the Automatic Control and Industrial Engineering community. The decisions of the Board are taken by a majority of its members that are present or represented. In case of a tie, the President shall have the casting vote.

The Board may invite advisors to its meetings. These permanent or ad hoc advisors can participate in the discussions but do not take part in the vote.

The President or Secretary shall send the minutes of the meetings to the Board members. The Board members shall not incur personal financial liability for the exercise of their functions.

#### Article 9. - BUREAU

The Board of Directors elects from among its members for a period of 3 years, a Bureau composed of at least three members: a President, a Treasurer, a Secretary, and possibly Vice-Presidents. The members of the Bureau shall be eligible for re-election. The Bureau is responsible for the day-to-day management of the Association. It shall be convened by the President whenever a meeting is necessary. The Bureau proposes to the Board of Directors a plan of recommended actions and initiatives. It prepares and implements the decisions of the Board of Directors. The Bureau may consult other persons, but remains solely accountable to the Board of Directors.

#### Article 10. – STRUCTURE IN CHAPTERS

The Association's activity shall be structured into Chapters, the number of which may not exceed five. Each Chapter is managed by a Director who is either a member or a permanent advisor of the Board. The creation or termination of a Chapter is voted on by the Board of Directors. The Director of a Chapter is elected by the Board of Directors for a renewable three-years term.

#### Article 11. - SCIENTIFIC CHAPTERS

The mission of a Scientific Chapter is to coordinate the activities of a major field in Automatic Control and Industrial Engineering. A scientific chapter shall comprise a Director and Deputy Directors chairing the Technical Committees dealing with sub-domains of the major scientific field. The structure into Technical Committees and the appointment of Deputy Directors is determined by the Director and must be approved by the Board of Directors. The Director, assisted by the Deputy Directors, is in charge of the coordination of the scientific activities related to the scientific field of the Chapter, including the management of the program of the conferences organised by the association and the publication of conference proceedings,

documents, milestone reports. The Deputy Directors may, if they deem it necessary, organize a bureau of members of their Technical Committee.

#### Article 12. – IFAC French NMO Chapter

If the association is accepted as the French National Member Organization of IFAC, an IFAC French NMO Chapter shall be established to coordinate the organization of IFAC activities in France and to link the French scientists involved in IFAC. The IFAC French NMO Chapter shall comprise a Director appointed by the Board of Directors for a three-year term. The Director shall chair a committee that assists him/her in the actions of the IFAC French NMO. This committee will mainly involve French members having significant responsibilities with IFAC and its Technical Committees.

#### Article 13. - OTHER CHAPTERS

Other Chapters may be created by the Board of Directors without modifying the Constitution. These chapters must operate in accordance with the spirit of the constitution, without interfering with the other chapters. They report to the Board of Directors.

#### Article 14. PRESIDENT'S RESPONSIBILITIES

The President orders the expenditures. He/she represents the Association in all legal and civil acts and may give delegation. In court, the President may only be replaced by a proxy acting on his/her behalf by virtue of a special power of attorney. The representatives of the Association must benefit from the full exercise of their civil rights.

#### Article 15. –By-Laws

The By-laws shall be submitted by the Bureau to the Board of Directors for preliminary approval. Upon approval of the Board of Directors, the By-laws are submitted to the General Assembly for final approval.

#### Article 16. - FINANCES

The sources of revenues for the association shall comprise membership fees, conferences income, unconditional donations from individuals or legal institutions; government, regional and local subsidies; public or private institutions. The revenues may also comprise income of rendered services, and more generally any revenues authorized by laws and regulations.

#### Article 17. - ACCOUNTING AND ACCOUNTING REQUIREMENTS

Accounting records shall be kept, comprising an income statement and a balance sheet for each financial year. The dates of the financial year are set by the Board of Directors.

#### Article 18. - AMENDMENT TO THE CONSTITUTION

The Constitution can only be amended by an Extraordinary General Assembly. Adoption of an amendment to the Constitution shall require a two-thirds majority of the members that are present or represented.

Proposals for changes are addressed to all members at least 15 days in advance. The General Assembly must include at least half plus one of the members of the Association, present or represented. If the quorum is not attained, the General Assembly is reconvened within six months. The deliberations of the reconvened General Assembly are valid regardless of the number of members present or represented.

#### Article 19. - DISSOLUTION

To dissolve the Association, an extraordinary General Assembly must be convened, under the same conditions as for the previous article. Dissolution may only be voted on by a two-thirds majority of the members who are present or represented.

#### Article 20. - LIQUIDATION

In the event of dissolution, the General Assembly shall allocate the net assets for the benefit of one or more associations of similar aims and purposes. It appoints one or more commissioners to liquidate the assets.

Signatures of the members of the SAGIP bureau:

(Initialling all pages)

The President,

The Secretary,

The Treasurer.