

**CENTRE INTERNATIONAL D'ETUDE DES TEXTILES ANCIENS**  
Non-profit association governed by the law of 1 July 1901,  
declared to the Rhône Prefecture on 18 January 2006 (JO of 11 February 2006)  
Registered office: 34 rue de la Charité - 69002 LYON

(hereinafter the "**Association**")

**STATUTES OF ASSOCIATION, REVISED IN 2023**

## **ARTICLE 1: FORMATION AND NAME**

An association, registered with the Préfecture du Rhône and governed by the law of 1<sup>er</sup> July 1901 relating to the contract of association, the decree of 16 August 1901 implementing the law of 1 July 1901 relating to the contract of association and by the Articles of Association, is formed between the members who meet the conditions set out below and who adhere to these Articles of Association (hereinafter referred to as the "**Articles**").

The name of the Association is: **CENTRE INTERNATIONAL D'ETUDE DES TEXTILES ANCIENS (CIETA)**.

These Articles of Association are written in French and translated into and English.

## **ARTICLE 2: PURPOSE**

The purpose of the Association, in France and abroad, is:

- to encourage the study of historical textiles from all countries and cultures, their technologies and uses,
- to provide valuable tools for scientific research and communication in this field through technical courses and the publication of technical vocabularies in several languages,
- to encourage international exchanges and the growth of networks around research projects, the methods applied and the results obtained,
- to make knowledge of historical textiles accessible to a wide public and, in general, to support all activities aimed at a better understanding of historic textiles.

The Association is committed to diversity, equity and inclusion at all levels of the organisation. Textiles have been part of history for centuries, even millennia, and the research and organisation aims to reflect that history.

## **ARTICLE 3: MEANS OF ACTION**

In accordance with Article 2 "**Purpose**" of the Articles of Association, the Association's means of action are as follows:

- Biennial international conferences,
- technical sessions organised in cooperation with the Musée des Tissus et des Arts décoratifs de Lyon or other partners,
- dissemination of specialist knowledge via the Association's website and printed and/or digitised publications.

These means of action are exercised by the Association alone or through partnerships of all kinds entered into with public or private institutions.

## **ARTICLE 4: REGISTERED OFFICE**

The Association's registered office is at 34 rue de la Charité in LYON (69002).

The registered office may be transferred by simple decision of the Directing Council, subject to ratification by the members during an Ordinary General Assembly, in accordance with Article 17 "Ordinary General Assembly - OGA" of the Articles of Association.

## **ARTICLE 5: DURATION**

The duration of the Association is unlimited.

## **ARTICLE 6: MEMBERS OF THE ASSOCIATION**

The Association is made up of two categories of members:

- Active Members, including individual members institutional members, subscribers and correspondents,
- Honorary Members

(hereinafter together referred to as the "**Members**").

Membership of the Association implies unreserved adherence to the Association's Articles of Association and internal rules. Members are prohibited from using the CIETA for commercial purposes. The CIETA cannot accept any liability should its name be used in any way whatsoever.

The Members of each category are appointed as follows:

### **1) Active Members**

An Active Member is any person or legal entity (including institutions, and in particular any institutions subscribing to the Association's various publications or any institutions with which the Association exchanges information and, in particular, publications) with a professional interest in the Association's activities, whose presence is necessary for the Association to function and who provides it with direct and operational support, and who is up to date with payment of the Association's membership fee, the amount and terms of which are set by the Directing Council according to the Association's needs. This category includes, in particular, professionals in the occupations concerned with the Association's purpose.

Within Active Members, Corresponding Members may be institutions with which the Association exchanges information and, in particular, publications.

The President of the Association must be notified of changes in membership status or institutional representation within the category of Active Members, by any written means (including e-mail), within thirty (30) days of the occurrence of the said change.

Active Members may attend General Assemblies with voting rights.

Active Members (with the exception of Corresponding Members) are liable for the annual membership fee. In the event of the withdrawal or exclusion of an Active Member, the membership fee for the current year remains payable in full.

### **2) Honorary Members**

The status of Honorary Member is granted to any person or legal entity who, without being operationally involved in the running of the Association, provides financial or material support or services to the Association's activities (hereinafter the "**Financial and Material Contribution or Services**").

Honorary Members are exempt from paying any membership fees of any sort.

Honorary Members may attend General Assemblies with voting rights.

The President of the Association must be notified of any changes in membership status or institutional representation within the category of Honorary Members, by any written means (including e-mail), within thirty (30) days of the occurrence of the said appointment or change.

#### **ARTICLE 7: ADMISSION OF MEMBERS**

To join the Association and become a Member within the meaning of Article 6 of the Articles of Association, you must :

- (i) make a request to the President, by any written means, specifying the category of membership concerned,
- (ii) be approved by the Directing Council, which decides on applications for admission at each of its meetings.

The decision to allow or refuse admission is discretionary and does not have to be justified.

The list of Members is kept up to date by the Administrative Secretaries.

#### **ARTICLE 8: CESSATION OF MEMBERSHIP**

Membership of the Association shall lapse:

- in the event of death or legal incapacity for individuals,
- in the event of dissolution or liquidation for legal entities,
- by the resignation of a member, which must be notified by written means to the President of the Association,
- by the loss of the capacity in respect of which it was appointed,
- by the exclusion of a member, decided by the Directing Council, in particular due to the change in status as mentioned in Article 6 of the Articles of Association, due to the absence of active participation in the life of the Association for a period exceeding 12 months in the case of Active Members, for non-payment of the annual subscription, for absence of Financial or Material Contribution or Services to the Association in the case of Honorary Members or for serious cause. This list is not exhaustive.

The Directing Council shall act on a proposal from the President provided that the person concerned has been notified in advance by any means of the intention to exclude him/her and the reasons for such exclusion, and that he/she has been invited to present his/her observations, by any means, to the Directing Council within a reasonable period of time, in order to respect the principle of adversarial proceedings.

#### **ARTICLE 9: RESOURCES**

The Association's resources include

- contributions paid by its Active Members;
- contributions and subsidies paid by the State, local authorities and their establishments;
- remuneration for products and services offered by the Association ;
- sums paid by its Members for a specific purpose,
- income from the Association's assets ;
- subsidies, donations, contributions and other resources in accordance with the law.

#### **ARTICLE 10: ACCOUNTING**

The financial year begins on 1 January and ends on 31 December of each year.

In compliance with the laws and regulations in force, the Association keeps accounts in accordance with general accounting practice, including an income statement, a balance sheet and notes to the accounts.

The annual accounts shall be made available to all Members, together with the annual activity report drawn up by the President, and the auditor's report, if any, for one (1) month prior to the date of the meeting of the Directing Council approving the said accounts.

#### **ARTICLE 11: THE PRESIDENT AND VICE-PRESIDENT(S) OF THE ASSOCIATION**

The Association is administered and managed by a President, who may be a person or a legal entity, appointed by the Directing Council from among its members by a simple majority of the members of the said Council.

The President of the Association is appointed for a renewable term of six years.

He/she represents the Association in dealings with third parties.

He/she may bind the Association in important acts of its management, subject to the powers expressly attributed to the Membership and the Directing Council.

He/she is authorised to take legal action in the name and on behalf of the Association to defend its interests, whether as plaintiff or defendant, in summary proceedings or on the merits, at first instance or on appeal.

He/she is authorised to sign all leases and agreements of any kind relating to the occupation of premises.

He/she chairs the General Assembly and the Directing Council.

The Directing Council may appoint one or more Vice-Presidents from among its members. The Vice-President replaces the President of the Association, either until the latter's return in the event that he/she is temporarily unable to perform their duties, or until the election of a new President in the event of permanent incapacity.

The Vice-President (or Vice-Presidents) assists the President in the performance of his/her duties.

The offices of President and Vice-President are not remunerated.

#### **ARTICLE 12: POWERS OF THE PRESIDENT**

Subject to the powers expressly attributed to the Membership and the Directing Council and within the limits of the Association's purpose, the President of the Association determines the Association's general policy, strategy and direction and ensures their implementation. He/she ensures that the Association's bodies function properly.

In particular, the President is responsible for:

- convening the General Assembly, with the right to delegate,
- convening the Directing Council,
- drawing up the annual budget and accounts, which are submitted to the Directing Council for approval, and preparing the relevant report(s) with the assistance of the Treasurer,
- deciding whether to convene an Ordinary or Extraordinary General Assembly and setting the agenda.

### **ARTICLE 13: THE DIRECTING COUNCIL**

The Association has a Directing Council consisting of a minimum of six members and a maximum of twenty-four members. They are elected by the Members of the Association under the conditions set out in Article 17.4 below.

In the event of the death or resignation of a member of the Directing Council, the Council shall meet as soon as possible and, subject to the above terms, proceed with the election of his/her replacement.

The Directing Council appoints the following members:

- The President,
- one or more Vice-Presidents,
- the Treasurer,
- Administrative Secretary(ies).

The Directing Council may also appoint a Technical Secretary from among or outside the Members of the Association.

The Directing Council meets at least once a year, either when convened by the President, or at the request of at least one third of the Members of the Association made by e-mail and addressed to the President, and as often as the interests of the Association require.

The Directing Council is convened at least two (2) months before the meeting is due to take place. The notice must indicate the agenda, the date, the time and the place or, failing this, the indication that the meeting will be held remotely, it being specified that the link enabling the meeting to be joined electronically must be communicated to the members of the Directing Council eight (8) days before the said meeting is held.

Each member of the Directing Council has one vote. Each member may be represented by another member of the Directing Council, no proxy may represent more than one other member. Proxies may be given by any written means, including e-mail.

No quorum is required for the deliberations of the Directing Council to be valid.

Decisions of the Directing Council are taken by a simple majority of the members present or represented.

Meetings of the Directing Council are chaired by the President, or failing that, the Vice-President, or failing that by another member of the Directing Council appointed by the Council by a majority of the members present or represented.

The deliberations of the Directing Council are recorded in minutes signed by the Chairman of the meeting.

Copies or extracts of these minutes, to be produced in court or elsewhere, are validly certified by the President of the Directing Council.

### **ARTICLE 14: POWERS OF THE DIRECTING COUNCIL**

Subject to the powers expressly attributed to the Membership and within the limits of the Association's purpose, the Directing Council considers all matters relating to the general running and organisation of the Association and settles, through its deliberations, the matters that concern it.

In particular, the Directing Council is responsible for :

- setting the annual membership fees for Members of the Association,
- determining the general financial policy,
- approving the President's annual report and, in particular, the report on the Financial Report drawn up by the President and the Treasurer, as well as the Association's accounts,
- appointing the Administrative and Technical Secretaries and the Treasurer, under the conditions set out in Article 13 of the Articles of Association, and setting any remuneration for the Technical Secretary and the Treasurer,
- where necessary, drawing up, amending, supplementing, suspending or abolishing the Association's Policies and Procedures, subject to ratification at the Ordinary General Assembly,
- filling vacancies on the Directing Council, subject to ratification at the Ordinary General Assembly,
- appointing the delegates who will represent the Association on the various bodies where it must be present,
- approving the following decisions, which the President may not take or allow to be taken without the prior authorisation of the Directing Council:
  - o constitution of real or personal securities, granting of sureties, endorsements and guarantees,
  - o setting up a subsidiary, acquiring or selling an interest in a company or group, joining any association or group,
  - o committing to any expenditure (in particular works) and to sign any contract committing the association to an amount in excess of €30,000.00,
  - o conclusion of a transaction within the meaning of article 2044 of the Civil Code.

#### **ARTICLE 15: THE TREASURER AND SECRETARIES**

The Treasurer and the Administrative and Technical Secretaries are appointed by the Directing Council in accordance with the conditions set out in Article 13 above, for a term of three (3) years, renewable unless the Membership at an Ordinary General Assembly decides otherwise.

The President may appoint a Technical Secretary, whose appointment must be approved by the Directing Council.

##### **15.1 The Treasurer**

The Treasurer is responsible for all matters relating to the management of the Association's assets. Under the supervision of the President and the Directing Council, he/she makes all payments and receives all sums due to the Association; in this capacity, he/she is responsible for collecting membership fees in collaboration with the Secretary.

In particular, the Treasurer is responsible for :

- managing the Association's account opened in its name in a financial institution,
- keeping financial records and regular accounts of all transactions carried out by and on behalf of the Association and reporting on them during the Ordinary General Meeting,
- assisting the President in the preparation of the annual financial report and in the administration of the Association,
- carrying out any tasks prescribed by the President and the Directing Council,

The duties of Treasurer may be remunerated by decision of the Directing Council.

## **15.2 Administrative secretaries**

The Administrative Secretaries comprise :

- a Recording Secretary,
- a Membership Secretary.

The Administrative Secretaries assist the President and, where applicable, the Treasurer, in the administration of the Association.

The duties of administrative secretaries are not remunerated.

### *15.2.1 The Recording Secretary*

The Recording Secretary attends all meetings of the Directing Council and the General Assemblies, and is responsible for :

- centralising documentation and distributing reports and other information sent to Members, the President and the Directing Council,
- Keeping the Association's archives and registers up to date,
- preparing the agenda for all meetings of the Association's bodies, organising them and transcribing them into minutes,
- receiving and responding to general correspondence,
- drawing up and circulating minutes of General Meetings and, in general, all records relating to the operation of the Association, with the exception of those relating to accounting,
- completing the formalities required by law,
- monitoring any work undertaken by the President and/or the Directing Council.

### *15.2.1 The Membership Secretary*

The Membership Secretary works with the Treasurer and is responsible for:

- administering Members' subscriptions and updating the database,
- receiving and responding to general correspondence,
- receiving and processing all membership applications, and forwarding them to the Directing Council,
- keeping the list of members up to date, after consultation and, if necessary, deliberation by the Directing Council.

## **15.3 The Technical Secretary**

The Association may be assisted by technical secretary(ies), qualified natural or legal entities whom the President and/or Vice-President wish to designate and involve in the discussions of the Members of the Association on account of their particular technical skills and in particular the setting up of courses, conferences and seminars on the History of Textiles and on the tools for scientific research and communication in this field, in accordance with the agreement established between the Musée des Tissus and the Association.

On the President's proposal, he/she may be invited to attend General Assemblies and the Directing Council in an advisory capacity.

The duties of Technical Secretary may be remunerated by decision of the Directing Council.



## **ARTICLE 16: GENERAL ASSEMBLIES - COMMON PROVISIONS**

The Membership is made up of all Members of the Association whose annual subscriptions are up to date.

A General Assembly is convened by the President at least once every two years and as often as required in the interests of the Association.

At least one third of the Members of the Association may request the President, by any written means, to convene a General Assembly, specifying the agenda. If the President fails to convene a General Assembly within two (2) months of the date on which the request is sent (as evidenced by the postmark or electronic acknowledgement of receipt), a Member may convene a General Assembly in accordance with the following conditions.

Notices of assembly shall be given by any written means (in particular by post, e-mail or fax) and shall be sent at least three (3) months in advance to each Member, indicating the agenda, date, time and place of the meeting.

The General Assembly is chaired by the President in his/her absence, by a Vice-President or the Treasurer or by a Member appointed for this purpose by those Members assembled. The Recording Secretary is appointed as secretary of the meeting.

An attendance sheet shall be kept, duly signed by the Members present and the proxies of the Members represented and certified as accurate by the Chair of the meeting.

Each Member may be represented at the General Assembly by another Member from the same body. Proxies may be given by any written means, including e-mail. The same Member may hold an unlimited number of proxies.

Any Member of the Association may also take part in General Assemblies by videoconference or by any other means of telecommunication that enables them to be identified and that will be mentioned in the notice convening the meeting.

Members of the Association taking part in the General Assembly by videoconference or telecommunication means enabling them to be identified and guaranteeing their effective participation will be deemed present for the purposes of calculating the quorum and majority.

Attendance by videoconference or telecommunication will be recorded on the attendance sheet for the General Assembly.

The minutes of the General Assembly must indicate the names of members participating in the meeting by videoconference or telecommunication. They must also mention any technical incidents relating to video-conferencing or telecommunications that may have disrupted the meeting.

The Chairman of the meeting shall ensure that the video-conferencing or telecommunication facilities used are capable of transmitting at least the voice of the participating Members and comply with the technical characteristics guaranteeing continuous and simultaneous transmission of the proceedings.

In general, the Chairman of the meeting shall ensure that the videoconferencing or telecommunication facilities described above are made available to Members to enable them to participate effectively in General Assemblies.

In the event that the videoconferencing or telecommunication means used no longer guarantee effective participation in the General Assembly, the deliberations of which must be broadcast continuously and simultaneously, the Members concerned may not be deemed to be present and, in the absence of a quorum, the General Assembly must be adjourned.

The occurrence of any technical incident relating to a videoconference or telecommunication will be mentioned in the minutes of the General Assembly if it disrupted the meeting.

In the case of a videoconference, if this incident has the effect of interrupting the voice transmission of the member(s) participating by videoconference, the meeting will continue with the use of telecommunication resources in addition to those of the videoconference.

In the case of telecommunication or audio-conferencing, if this incident has the effect of interrupting communication, the meeting will be adjourned and consideration of the items on the agenda which could not be discussed will be postponed until a later meeting after a further unsuccessful attempt at telecommunication.

The deliberations of the General Assembly are recorded in minutes signed by the Chairman of the meeting and a Member or a member of the Directing Council.

The minutes must indicate the date and place of the meeting, the surname, first name and position of the Chairman of the meeting, the documents and information previously communicated to the members, a summary of the discussions, as well as the text of the resolutions put to the vote and, for each resolution, the result of the vote.

Copies or extracts of these minutes, to be produced in court or elsewhere, are validly certified by the President or by the secretary of the meeting.

The minutes of the meetings are signed by the President and the Secretary and transcribed into a register in chronological order, kept under the responsibility of the Association's Recording Secretary.

#### **ARTICLE 17: ORDINARY GENERAL ASSEMBLY (AGO)**

**17.1** The Ordinary General Assembly is convened to :

- approve, amend or reject the Association's accounts for the past financial year, after hearing the President's Report, the financial report and, if applicable, the Statutory Auditor's report on the annual accounts,
- appoint the Statutory Auditor and the Alternate Statutory Auditor, if applicable,
- appoint the Directing Council under the conditions set out in Article 17.4 below,
- ratify the transfer of the registered office decided by the President pursuant to Article 4 of the Statutes of Association and amend the Statutes of Association accordingly,
- Grant discharge to the President,
- exercise any other powers conferred on it by the Statutes of Association.

**17.2** When three quarters of the Members at the Ordinary General Meeting are present or represented, the agenda may be set or amended by mutual agreement between the Members.

The Ordinary General Assembly is duly constituted and validly deliberates without a quorum being required.

**17.3** Decisions of the Ordinary General Assembly are taken by a simple majority of the votes of the Members present or represented.

**17.4** The members present at the Ordinary General Assembly appoint the members of the Directing Council on the basis of a slate. Each slate consists of a minimum of six and a maximum of twenty-four candidates.

The slates of candidates shall be sent to the President of the Association four (4) months before the Ordinary General Assembly in which an election of the Directing Council is included on the Agenda.

The slates of candidates for the positions of members of the Directing Council shall be attached to the notice sent to the Members of the Association with a view to the appointment of new members of the said Directing Council.

The Membership shall vote in accordance with the conditions set out in this article, for the slates of candidates presented by the President at the Meeting. The slate which obtains the highest number of votes following the vote of the Members present or represented obtains all the seats on the Directing Council.

Notwithstanding Article 17.2 above, the decision relating to the appointment of members of the Directing Council may only be validly adopted if at least half of the Members are present or represented at the General Assembly convened for this purpose.

A candidate may be a member of only one slate.

#### **ARTICLE 18: EXTRAORDINARY GENERAL ASSEMBLY (AGE)**

During an Extraordinary General Assembly the members have the sole authority to decide on :

- amendments to the Association's Statutes,
- the dissolution of the Association in accordance with the Statutes of Association,
- its merger, union or affiliation with other associations or bodies,
- the transfer by any means whatsoever (sale, contribution, etc.) of an asset or activity necessary for the pursuit of the Association's purpose,
- the transformation of the Association,
- a change in the Association's mode of administration.

Those present at the Extraordinary General Assembly may only validly deliberate on matters included on the agenda, as stated on the notice of meeting, and provided that two-thirds of the Members are present or represented.

Decisions of the Extraordinary General Assembly are taken by a two-thirds majority of the members present or represented.

If the quorum is not reached, the Meeting will be reconvened within two (2) months of the date of the adjourned Meeting. In this case, the notice period will be reduced to one (1) month and no quorum will be required, so that the Meeting may validly deliberate regardless of the number of members present or represented.

To be valid, decisions must be passed by a two-thirds majority of the votes of the Members present or represented.

#### **ARTICLE 19: STATUTORY AUDITOR**

Where applicable, the membership present at Ordinary General Assembly appoints a Statutory Auditor and an Alternate Statutory Auditor for a renewable term of six (6) financial years, expiring at the close of the Ordinary General Assembly called to approve the financial statements for the previous financial year and held in the year in which the term of office expires, in accordance with the applicable legal and regulatory provisions.

The Statutory Auditor attends all General Assemblies. He/she exercises his/her control in accordance with the law.

## **ARTICLE 20: DISSOLUTION**

The Extraordinary General Assembly decides on the dissolution of the Association. The Directing Council appoints one or more liquidators and decides on the allocation of the net assets, subject to the approval of the Extraordinary General Assembly.

## **ARTICLE 21: POLICIES AND PROCEDURES**

Policies and Procedures may be drawn up, amended, suspended or withdrawn by a decision of the Directing Council taken in accordance with Article 13 of the Articles of Association.

The purpose of the policies and procedures is to set out the terms and conditions for the application of the Statutes of Association, in particular as regards the organisation and operation of the Association, subject to the provisions of the Statutes of Association.

## **ARTICLE 22: FORMALITIES**

The President, or any other competent person designated by him/her, is responsible for fulfilling all the declaration and publication formalities required by the law of 1<sup>er</sup> July 1901 and by the decree of 16 August 1901.