Articles of Association of the Endowment Fund: La Maison des Messiaen à Fuligny

for the creation of the Foundation: Les Oiseaux de Messiaen à Fuligny

Preamble

"LA QUALITE DE VIE, an association governed by the law of July 1, 1901, registered with the Troyes Prefecture on February 9, 2007, whose head office is located at 8 route de Soulaines - 10200 VILLE-SUR-TERRE, represented by its current president, M. Michel GUERITTE, has decided to set up an endowment fund, governed by law no. 2008-776 of August 4, 2008 on the modernization of the economy (JO of August 5, 2008), by decree no. 2009-158 of February 11, 2009, and by the present articles of association, in order to safeguard and acquire La Maison des Messiaen, 18 rue du moulin in Fuligny in connection with the association's purpose. Michel GUERITTE is the founder of this fund.

The purpose of this fund is to contribute to the creation of the endowment required to set up the future foundation.

The principle of heritage protection, the constitutional principle of equal access to culture for all citizens, the provisions of the General Code of Local Authorities concerning their cultural activities, and the increasingly pressing affirmation of the role of culture as a tool for general and personal development, all legitimize the cultural activities of local authorities.

These actions have several aims: firstly, to democratize access to cultural life by erasing social and economic inequalities; secondly, to safeguard, maintain, conserve, enhance, promote and enrich artistic and cultural heritage, which is the property of all; and finally, to protect, encourage and support artistic and cultural creations, in particular by preventing and correcting the risks inherent in the functioning of the economic market.

The endowment fund La Maison des Messiaen à Fuligny is therefore the entity that will acquire the land and the house at 18 rue du Moulin, with a view to creating the Fondation: Les oiseaux de Messiaen à Fuligny.

A commission will be tasked with turning it into a cultural hub: "adults" and "schoolchildren" will be able to learn to recognize birds, their songs, their lives... (School and senior citizen visits are becoming more and more numerous: heritage and culture) - This site will fit in perfectly with the circuit of the north-east of the Aube region: De Gaulle in Colombey-les-deux-Eglises, Napoléon in Brienne, Bachelard in Bar-sur-Aube, Voltaire in Cirey-sur-Blaise, not forgetting the Champagne Route.

The current residence will have to be restored and protected. Traffic flow, particularly upstairs, will be reduced.

Three small wooden buildings are conceivable:

- a small library,

- a specialized media library

- a small auditorium seating around 20, with a large bay window facing the meadow, where you can listen to all the music and songs of the bird world, with jukebox-type equipment.

- a care center for injured birds and animals.

Article 1: Constitution - creation and name

An endowment fund governed by French law no. 2008-776 of August 4, 2008 on the modernization of the economy, decree no. 2009-158 of February 11, 2009 on endowment funds and the present articles of association is hereby established by the signatories of the present articles of association.

The endowment fund is named: La Maison des Messiaen à Fuligny.

It is hereinafter referred to as "the fund".

**Article 2: Purpose of the fund and means of action**

"The purpose of the endowment fund is to carry out any initiative in the field of contemporary and living artistic and cultural creation, by the following means:

- the production and organization of research projects, training courses, meetings, symposia, seminars, shows, concerts, events and demonstrations, workshops, courses, and any communication activity promoting the dissemination of arts and culture.

- the payment of grants to artists.

- building up and running audience networks, and informing the public about the fund's activities and current cultural and artistic events.

- the purchase of any movable or immovable property with a view to pursuing its own activities.

- work carried out by members in connection with the fund's purpose.

- communication media: website, blog, social networks, brochure, book, leaflet, business card, photo, audio, video, etc.

- the permanent or occasional sale of any products or services falling within the scope of its object or likely to contribute to its realization.

**Article 3: Registered office**

The registered office is at the head office of the Association LA QUALITE DE VIE - 8 route de Soulaines - 10200 VILLE-SUR-TERRE - This office may be moved to any other location in the region by decision of the Board of Directors.

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**Article 4 : Duration**

The endowment fund is created for an indefinite period.

**Article 5 : Board of directors - composition**

**The Board of Directors is composed of 7 members.**

- last name

- first name

- date of birth

- place of birth

- occupation

- place of residence

- nationality

Article 6 - Modification of the bylaws.

The Board is renewed every year by a qualified majority vote. Board members are eligible for re-election.

The endowment fund is required to inform the administrative authorities within one month of any changes in its administration, in particular changes in membership or the address of its registered office."

"The Board of Directors may set up specialized working committees, whose missions and composition it determines in accordance with the procedures defined in the internal regulations.

The Board chooses an Executive Committee from among its members, comprising a Chairman, a Secretary and a Treasurer.

Article 7: Absence - dismissal of members

The unjustified absence of a director from a meeting of the Board of Directors is equivalent to a resignation, recorded by a majority of Board members, after the director has been informed of the facts complained of and has been given the opportunity to present his or her observations.

In the event of a vacancy caused by the death, resignation or permanent incapacity of a director, the Board of Directors shall appoint a replacement within one month of the vacancy becoming known.

The new member's term of office ends on the date on which the term of office of the director he replaces would have expired.

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Article 8: Remuneration of members

Board members perform their duties free of charge. However, expenses incurred in the performance of their duties may be reimbursed in accordance with the conditions laid down in the internal regulations.

Article 9: Responsibilities

Through its deliberations, the Board of Directors regulates the affairs of the endowment fund, and in particular:

1) It is responsible for producing the fund's annual financial statements and, in this capacity, responds to any requests for explanations from the statutory auditor;

2) It approves the activity report defined in article 8 of decree no. 2009-158 of February 11, 2009 on endowment funds;

3) It approves the budget;

4) It approves the financial statements for the year ended, which are presented to it with supporting documents;

5) It appoints, where appropriate, a statutory auditor chosen from the list referred to in article L. 822-1 of the French Commercial Code;

6) It adopts the by-laws;

7) It authorizes legal actions and settlements;

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Article 10 : Meetings and deliberations

The Board of Directors meets face-to-face or remotely once a month and whenever the statutory auditor so requests, at the invitation of its Chairman or at the request of at least one-third of its members.

Notice of the meeting is sent to each Board member by e-mail at least one week before the date of the meeting.

The notice sets out the agenda for the meeting, as determined by the Chairman of the Board. It is accompanied by the documents required for deliberations.

Board members are expected to attend Board meetings in person. Should a member be unable to attend, he/she may appoint another Board member to represent him/her.

Decisions of the Board of Directors are taken by a simple majority of participating or represented members. In the event of a tie, the Chairman has the casting vote. The Chairman signs the minutes of Board meetings, which are sent to Board members.

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Article 11 - The Chairman of the Board of Directors

The Board of Directors appoints its Chairman from among its members for a one-year term.

The Chairman chairs the Board of Directors.

The Chairman represents the Fund in legal proceedings and in all acts of the Fund's civil life.

The duties of Chairman of the Fund's Board of Directors are performed on a voluntary basis. Expenses incurred in this capacity are reimbursable on presentation of supporting documents.

Article 12: The initial endowment

The endowment fund is set up with an initial endowment provided by the founders. The initial endowment amounts to 15,000 euros. This endowment consists in particular of capital, property and real estate rights, other goods and rights or temporary usufruct donations. It may be supplemented by additional endowments with the agreement of the Board of Directors.

The endowment is given to the fund free of charge and irrevocably.

The fund may not use up the capital endowment and may only use the income it generates.

The fund may use up the income or the endowment under the conditions laid down in the internal regulations. If the endowment is used up, the fund is dissolved.

Article 13: Resources

The resources of the endowment fund include :

- income from its endowment ;

- income from activities provided for in the Articles of Association;

- income from any payments for services rendered.

The fund's resources also include the proceeds of any public appeals it has been authorized to make. (Note: a fund may not collect membership fees).

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Article 14: Financial year

The financial year of an endowment fund lasts for one year, corresponding to the calendar year.

By exception, the first financial year begins on the date of signature of the articles of association and ends on the following December 31st.

Article 15: Drawing up the accounts

The endowment fund's accounts comprise a balance sheet, an income statement and notes. They are drawn up in accordance with the rules set out in regulation no. 99-01 of February 16, 1999 of the Comité de la Réglementation Comptable, amended for foundations and endowment funds in accordance with opinion no. 2009-01 of February 5, 2009 of the Conseil National de la Comptabilité. They show the traceability of earmarked donations.

The endowment fund's Board of Directors appoints an auditor and a deputy auditor, for an unlimited term. The annual financial statements are made available to the auditor fifteen days before the meeting of the Board of Directors at which they are submitted for approval.

Within one month of the end of the financial year, the endowment fund publishes its annual financial statements. They are published on the website of the Direction de l'Information Légale et Administrative.

The appendix to the annual financial statements includes a statement of the use of resources collected from the public, together with information relating to its preparation.

Voluntary contributions in kind or in industry are valued in terms of both income and expenses, and included at the foot of the income statement.

Article 16 - Agreement with donors:

"For all donations or gifts in excess of a defined amount made public by the Board of

the Board of Directors, the Fund signs an agreement with the donor, setting out the reciprocal

commitments of both parties."

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Article 17 - Modification of the Articles of Association

The Articles of Association may only be amended following two resolutions passed by the Board of Directors within one month of each other and by a three-quarters majority of its members.

Amended by-laws shall be sent without delay to the representative of the French State in the département.

Article 18 - Dissolution

The present endowment fund is dissolved on expiry of the statutory term by a decision of the Board of Directors taken under the conditions laid down for an amendment to the articles of association.

Upon liquidation, the present fund may decide, by resolution of the Board of Directors, to consume the net assets, in accordance with its purpose, within a maximum period of one month.

On liquidation, the net assets of the fund will be transferred to another endowment fund or to a foundation recognized as being in the public interest.

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Article 19 : Internal regulations

The Board of Directors approves the internal regulations which specify and complete the operating rules of the Endowment Fund.

Signed in Ville-sur-Terre

June x, 2023

The Founder

Michel GUERITTE

Chairman, Association LA QUALITE DE VIE