

CONSTITUTION of

ARIUS

Association for Regional and International Underground Storage

I Name, Domicile

Art. 1 Name, Domicile

Under the name ARIUS Association for Regional and International Underground Storage there exists an Association pursuant to Art. 60 and following of the Swiss civil code. The domicile of the Association is in Baden, Switzerland.

II Purpose

Art. 2 Purpose

The purpose of the Association is to promote concepts for socially acceptable, international and regional solutions for environmentally safe, secure and economic storage and disposal of long-lived radioactive wastes.

The Association does not pursue any commercial goals and is a not-for-profit organisation.

Art. 3 Means

To implement its purpose, the Association will provide the following core services:

- act as an advocate for international and regional storage and disposal options, by preparing papers and lectures for conferences, by liaising with the media and providing articles for magazines and by maintaining contacts with international organisations and national programmes;

- organise topical meetings to discuss the findings of ongoing studies or to address specific topics identified by the members, with papers solicited from members and non-members;
- provide information and advice services for members, including the preparation of a quarterly newsletter on activities and relevant developments worldwide, the maintenance of a library and database of information with access for members and the provision of advice or support to members on technical waste management topics or on organisation of specific studies;
- provide public relations services for the members;
- identify and explore specific proposals that could lead to storage or disposal facilities that satisfy the needs of all or several of the members;
- attract new members and develop international links and funding opportunities.

In addition the Association may

- carry out additional specific studies and expert advisory services to benefit members (all or some), either internally or via contractors;
- undertake other measures to implement its purpose.

To implement its purpose and to provide the services, the Association maintains a secretariat.

III Organisation

Art. 4 Bodies

The bodies of the Association are

- the Assembly of the Members with its President
- the Management Executive with its Executive Director
- the auditors

Art. 5 Assembly of the Members

Art. 5.1 Powers

The Assembly of the Members is the highest organ of the Association. It has the following powers:

- elect the President of the Assembly of the Members
- elect the Executive Director
- elect the Remuneration Committee
- elect the auditor(s)
- approve the annual report of the Association
- approve the annual accounts and the report of the auditors
- approve the programme of activities for the upcoming year
- fix the annual budget of the Association and agree the allocation of the costs for the core services amongst the member organisations
- admit new member organisations
- modify the constitution
- decide on any proposals submitted by members
- resolve the dissolution of the Association
- treat all matters not specifically assigned to another body of the Association.

Art. 5.2 Convocation

The Assembly of the Members meets at least once a year, in general within three months after closure of the financial year (ordinary session). There can be additional (extraordinary) sessions.

The Assembly of the Members is summoned

- by the President (ordinary and extraordinary sessions) or
- on demand of one fifth of the members (extraordinary sessions). Their request must be in writing and contain the business to be dealt with.

The Assembly of the Members has to be called in writing or by electronic communication by announcing its agenda items at least 20 days before it takes place.

The Assembly of the Members may be held without observing the formalities for the calling of the Assembly if all members having voting rights are present and no objection is raised by them.

As long as all members having voting rights are present, all items within the power of the Assembly of the Members may be validly discussed and decided upon.

Resolutions of the Assembly of the Members may also be passed by way of written consent to a proposal unless a member having voting rights requests discussion (Circular resolutions).

Proposals of the members have to be sent to the President at least 10 days before the Assembly of the Members.

Art. 5.3 Chair, Minutes

The Assembly of the Members is chaired by the President.

For each Assembly of the Members, minutes are kept by the Secretary. In his absence another member present is appointed by the Assembly for this duty.

Art. 5.4. Quorum, Passing of Resolutions

The Assembly of the Members is a quorum if at least 1/2 of the members with the right to vote are present. A quorum for a circular resolution is attained when at least 1/2 of the members with the right to vote have answered within the deadline given.

The Assembly of the Members elects one or more tellers from the members present.

Resolutions of the Assembly of the Members are passed by a simple majority of the members having voting rights present or represented, with the exception of those for which the constitution or law require a qualified majority. Circular resolutions are passed by a simple majority of the members having voting rights and having answered within the set deadline, with the exception of those for which the constitution or law require a qualified majority.

Art. 5.5. President of the Assembly of the Members

The President is responsible for the preparation, calling and chairing of the Assembly of the Members. He will be assisted in the preparation and calling of the Assembly of the Members by the Management Executive.

The President is elected by the Assembly of the Members. The term of office is two years. Re-election is permissible.

Further terms and conditions of office of the President may be laid down separately by the Remuneration Committee.

Art. 6 Management Executive

Art. 6.1. Powers, Functions, Officers

The Management Executive manages the business of the Association. It also assists the President in the preparation and calling of the Assembly of the Members.

The following functions will be managed by officers of the Association:

- **Executive Director**
The Executive Director is the legal representative of the Association. He has joint signatory power on behalf of the Association by two with any one of the other officers (Two signatures are required on official, legal or financial instruments on behalf of the Association.). The Executive Director manages and controls the Management Executive and staff. He must countersign all payments made by the Association. He is responsible for ensuring that the work performed by the Association is of adequate quality and is performed within the allocated budget. He prepares the annual report of the Association and together with the Programme Director the quarterly reports to the members. The Executive Director proposes to the Assembly of the Members a programme of activities for the upcoming year and a budget for the Association, its core services and its projects. In the absence of the President, he chairs the Assembly of the Members.
- **Secretary of the Association**
The Secretary of the Association is responsible for the minutes of the Assembly of the Members and for the correspondence and company files of the Association.
- **Treasurer of the Association**
The Treasurer of the Association is responsible for collection of membership fees and other income and administers the assets of the Association and the payment of invoices. He is responsible for ensuring correct accounting, the organisation of auditing and the maintenance of the register of members.
- **Programme Director**
The Programme Director is responsible for developing and representing the scientific and technical aims of the Association, preparing technical material for the

information services, for the maintenance of the library and database and for designing and managing any technical projects that the Association undertakes.

The officers of the Association constitute the Management Executive. The officers do not have to be members of the association. An individual within the Management Executive may fulfil the functions of more than one officer.

The Management Executive has the right to delegate powers as it deems necessary and it may employ staff to assist with its executive function, the management of the office of the Association and the services provided to members.

Art. 6.2 Election, Term of Office

The Executive Director is elected by the Assembly of the Members. The term of office is two years. Re-election is permissible.

The Executive Director appoints the other officers of the Management Executive and the staff.

Art. 6.3 Remuneration of the Executive Director, officers and staff

The terms and conditions of the contract between the Executive Director and the Association are laid down by the Remuneration Committee and must be signed by its chairman.

Contracts as required for further officers and staff will be awarded or approved by the Executive Director within the budget of the Association.

Art. 7 Remuneration Committee

The Assembly of the Members elects a Remuneration Committee of three members. These members nominate a Chairman.

The term of office of the remuneration committee is two years. Re-election is possible.

The remuneration Committee lays down the terms and conditions governing the rights and duties of the President and the Executive Director.

Art. 8 Auditors

The Assembly of the Members entrusts either a professional auditing company or a professional individual with the task of the annual audit of the Association's accounts or appoints two of the members for that task. In the latter case, each year one of the auditors is elected. The term of office is two years. Every year the senior auditor will be replaced and may be re-elected after two years at the earliest. (At the first election, the senior auditor is elected with a term of one year only.)

Auditors may not be members of the Management Executive.

IV Membership

Art. 9 Conditions

Members of the Association may be

- a) organisations with responsibility for management of radioactive waste
- b) commercial companies which support the mission and aims of the Association
- c) other national or international organisations which support the mission and aims of the Association
- d) individuals who support the mission and aims of the Association.

Members mentioned in sections a) to c) are referred to in this constitution as member organisations, members mentioned in section d) as individual members, all together as members.

Art. 10 Admission

The Executive Director proposes to the Assembly of the Members the admission of further member organisations. The Assembly of Members must agree to the membership of the new member organisation.

Individual members may be directly admitted by the Executive Director.

Admission may be refused without giving reasons.

Art. 11 Rights and Duties

Each member has the right to participate in the Assembly of the Members. Each member organisation has one vote. Individual members have no voting right. No member however is by law allowed to vote on motions that relate to any transaction or legal proceedings between the Association and itself.

Each member may submit proposals according to Art. 5.2. above and may participate in debate on any issues before the Assembly of the Members.

Each member organisation has to pay its agreed share of the budgeted costs of the core services.

Each member has to pay the annual membership fee according to Art. 14 of the constitution. The fees of the individual members are due by January 31st of the current financial year. The fees of the member organisations are due together with their agreed contribution to the budgeted costs within 30 days of receipt of the invoice specifying their agreed contribution to the budgeted costs.

Based on proposals by any member, or by the Management Executive, a single member or a group of members may agree to initiate separately additional specific studies and to finance these by means of contracts placed with the Association. The awarding and management of any sub-contracts for such studies will be done by the Management Executive, whereby the member(s) involved will be asked for their approval prior to the conclusion of the sub-contract.

Based on proposals by any member, or by the Management Executive, a single member or a group of members may agree to carry out separately additional public relations campaigns and to finance these based on a separate contract with the Association.

Each member will cover its/his own expenses for participation in the activities of the Association, including attendance at the meetings of the Assembly of the Members.

Each member will follow the relevant laws and policies of its/his own country and retains full power and ability to speak for itself/himself, internationally as well as in its/his own country. It/he may also join further organisations working in the same field as the Association.

Art. 12 Resignation, Expulsion

Membership may be terminated by the end of the financial year by written notice at least six months prior to the end of the financial year.

The Assembly of the Members may expel a member who is considered to have acted contrary to the missions and aims of the Association or whose actions have brought the Association into disrepute.

Members who have resigned or are expelled from the Association have to pay their annual fee for the full years of the period of their membership. They lose all rights over any common property of the Association.

V Funds

Art. 13 Financial Means

The financial means of the Association comprise

- annual fees of the members (membership fees), cf. Art. 11 and 14
- payments of the member organisations for core services
- contributions of members participating in special projects or in special public relations campaigns, as outlined and agreed in project-specific budgets and contracts to cover direct costs, cf. Art. 11
- income from contract work done for third parties
- returns from the Association's assets
- donations, subsidies and other contributions.

Art. 14 Annual Membership Fees

The amount of the annual membership fee of the member organisations is USD 1'000.

The annual membership fee of individual members amounts to CHF 100.-.

Art. 15 Liability

The Association is liable only to the extent of its assets.

The members' financial responsibility for commitments of the Association is restricted to their annual membership fee.

VI Various

Art. 16 Business Year

The financial year of the Association starts on the 1st January and ends on 31st December.

Art. 17 Dissolution

The Association will be dissolved if the Assembly of the Members has decided to do so with a majority of two thirds of the members with voting right present.

In the event that the Association is dissolved, the remaining assets will be divided according to accumulated contributions among the members at the time. However the Assembly of the Members may decide with a majority of two thirds of the members with voting right present that the assets will be transferred to another or new organisation with the same or similar objectives as this Association.

Art. 18 Registration in the Commercial Register

The Association will be registered in the Commercial Register.

Art. 19 Revision and Amendment of the Constitution

The partial or complete revision and amendment of this constitution require a resolution to be passed by the Assembly of the Members.

Art. 20 Adoption of the Constitution

These regulations become effective after being adopted and signed at the inaugural meeting of the Association on 22 February 2002.

This constitution has been amended by resolution of the Assembly of Members of 20 February 2003 (new section 2 added to Art. 7, its former section 2 becoming section 3)

This constitution has been amended by resolution of the Assembly of Members of 12 October 2004. The amended version of the constitution enters into force on the day of the Assembly of the Members.

Place, date:

Piero Risoluti (President)

Charles McCombie (Executive Director)

Christina Boutellier (Secretary)