

COOPERATION AGREEMENT

European Construction Technology Platform (ECTP)

PURPOSE

The European Construction Technology Platform (hereinafter "ECTP") was launched in mid-2004 in the framework of the setting up of European Technology Platforms wished by the European Commission in order to develop sectorial collective strategies on Research, Development and Innovation.

ECTP has decided in early 2008 to operate under a new structure, including an annual membership fee system to cover the costs of its coordination activities steered by a Secretary General.

The purpose of this Cooperation Agreement (hereinafter "CA") is to specify and initiate the cooperation between the ECTP members (hereinafter designated as "Members") and the Centre Scientifique et Technique du Bâtiment (hereinafter "CSTB") which provides the General Secretariat of ECTP.

ARTICLE 1 – ECTP MISSIONS and OBJECTIVES

The main mission of ECTP is to develop new strategies on Research, Development and Innovation, both to improve the competitiveness of the construction sector and to meet societal needs and environmental challenges.

Major objectives of ECTP include:

- to regularly update its Strategic Research Agenda Implementation Action Plan and to promote it into European, national and trans-national programmes;
- to promote and follow RDI projects at European, national and trans-national levels;
- to launch and support a Joint Technology Initiative on Energy Efficient Buildings;
- to promote the dissemination and exploitation of R&D results within the Construction Sector all over Europe (and even worldwide), in order to improve innovation developments by all the stakeholders of the sector, to contribute to standardisation policies...

ARTICLE 2 – ECTP MEMBERSHIP and STRUCTURE BODIES

2-1 Membership of ECTP

Members are Organisations (private/public, industrial/commercial), including Associations (European/national), which will have signed and returned to CSTB one copy, previously signed by CSTB, of the present CA.

CENTRE SCIENTIFIQUE ET TECHNIQUE DU BATIMENT

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A National Technology Platform (hereinafter “NTP”) may be a Member only if it is a registered Association.

All representatives of a Member may participate in the activities of ECTP by registering in one or several of the operating bodies of ECTP (Focus Areas or Advisory Groups). A member of an Association may participate only if it is itself a Member of ECTP.

Only representatives of Members will keep an access right to the Collaborative Workspace of ECTP, will receive information from ECTP (ECTP Info, messages...), will be allowed to contribute to ECTP works and to participate to private meetings and events organised by ECTP, and will benefit from reduced access fees when events (such as the ECTP Conference) are also open to non-members.

2-2 Focus Areas / Advisory Groups

Focus Areas (hereafter “FA”) are groups of representatives of Members carrying out R&D activities in a same thematic field.

Advisory Groups (hereafter “AG”) are groups of representatives of Members in charge of providing specific strategic advices in well identified topics.

FAs and AGs are started and terminated by the High Level Group. They should be convened by one, two or three Leaders: one coming from industry, one coming from research and possibly one coming from an SME. Leaders are selected by the High Level Group on the proposals from the respective FAs and AGs.

2-3 General Assembly

The General Assembly of Members is the body where the appointed representatives of the Members have the right to participate and where the ECTP policy is discussed and approved.

The General Assembly meets every 2 years. At this meeting, the High Level Group is elected.

Decisions in the General Assembly are taken following a simple majority rule. Weighting of the votes is carried out proportionally to the membership fee level.

2-4 High Level Group

The High Level Group (hereinafter “HLG”) is the Management Board of ECTP.

The members (typically 20 to 30) of the HLG are elected by the General Assembly every 2 years. The first election may be held by e-mails.

The HLG membership should typically be constituted by:

- Construction companies (6 to 9 Members)

- Suppliers (3 to 4/5 Members)
- Designers/consultants (2 or 3 Members)
- Operators/Clients (3 to 4/5 Members)
- Research organisations (4 to 6 Members)
- Users organisations (1 or 2 Members)
- Associations (1 or 2 Members)

Furthermore:

- Each FA should be represented by at least 1 of these Members.
- The Network of NTPs should be represented by at least 3 of these Members.
- SMEs should be represented by at least 1 of these Members.

Concretely, the outgoing HLG may propose a list of Members for the next HLG to the General Assembly after consultation with the Operational Group.

The HLG represents and acts on behalf of the Members during two meetings of the General Assembly. The HLG meets every 6 months. It endorses the annual report (including the specific accounts for ECTP kept and presented by CSTB), the annual plan and the budget. It prepares the reports to the General Assembly. It prepares the proposal for the next election of its Members by the General Assembly. The Chairman and the Executive Committee of the HLG are selected by the HLG at its first meeting following the election of its Members by the General Assembly.

Decisions in the HLG are taken following a simple majority rule without any weighting.

2-5 Executive Committee

The Executive Committee is composed of typically 8 members of the HLG which selects them. The Executive Committee membership should be constituted by:

- Construction Companies (4 Members)
- Designers/consultants (1 Member)
- Suppliers (1 Member)
- Research (1 Member)
- Operators (1 Member)

The chairmanship of the Executive Committee is normally ensured by the Chairman of the HLG.

The Executive Committee meets every 3 months. The Secretary General attends these meetings and reports on all the activities of ECTP.

The Executive Committee may decide to organise some common meetings with the Operational Group.

The mission of the Executive Committee is detailed by the HLG. The Executive Committee should be particularly in charge of:

- taking strategic decisions between HLG meetings and amending the annual plan as necessary,
- ensuring that the activities of ECTP are in line with the annual plan,

- representing ECTP in high level meetings such as with EC or national bodies.

2-6 Secretary General and General Secretariat

The Secretary General (hereafter “SG”) manages the activities of ECTP following the directives of the HLG and the Executive Committee. He reports to these two bodies. He helps the Members of the Executive Committee in their missions, especially to represent ECTP. He ensures the link with the JTI E2B through a permanent contact with the JTI Secretariat.

The Secretary General is the Head of the General Secretariat.

The General Secretariat is composed of the SG and 1 or 2 persons helping him in his liaison activities within and outside ECTP.

The Secretary General and the organisation providing the General Secretariat are selected by the HLG. The General Secretariat is provided by an Organisation selected among the Members of ECTP.

2-7 Operational Group

The Operational Group (hereinafter “OG”) is in charge of organizing and coordinating the activities of ECTP within the FAs, the AGs and the Network of NTPs (including specific activities assigned to it by the HLG such as the EUREKA umbrella EurekaBuild). The Operational Group is steered by the Secretary General and reports to him in order to ensure that the activities are carried out to implement the annual plan and the decisions of the Executive Committee.

The Operational Group is composed of Members who are representatives of the FAs and AGs (agreed by the HLG) and the Network of NTPs. The Operational Group membership should be constituted by:

- one representative Leader for each FA and AG (i.e. 9 Members today, but co-leaders can share this position),
- the 2 coordinators of the Network of NTPs.

The Secretary General chairs meetings of the Operational Group.

The Operational Group may set up Working Groups as needed under the approval of the HLG.

2-8 Network of NTPs

The Network of NTPs is coordinated by 2 NTPs Network Coordinators selected by the High Level Group on the proposal from NTPs. Coordination takes place through a Working Group which 1 to 2 contact persons from each NTP may attend. For practical reasons, this WG should meet in liaison with EurekaBuild.

ARTICLE 3 – ANNUAL FEES and PAYMENT

Members pay an annual membership fee.

Being a Member, an Organisation may participate, through any of its representatives (with limitations applying to Associations), in the activities of ECTP within the FAs and AGs and have an access right to the Collaborative Workspace of ECTP.

Four levels of fees are defined for the first year 2008:

- 6 000 € for large-size Companies,
- 3 000 € for large-size Research Organisations (hereinafter “ROR”),
- 1 500 € for small-medium size companies and ROR (<250 people),
- 750 € for Universities and Associations.

These amounts are considered VAT-excluded. VAT is normally not due by the Member.

The future levels and amounts of annual fees are established by the HLG and confirmed by the General Assembly. Reduced fees may apply, in 2009 and later, for ECTP Members willing to join also the JTI E2B Association.

CSTB will invoice each Member for the amount of the first annual fee (2008) after reception of the copy of the present CA signed by the Member. Further annual fees will be invoiced by CSTB in the first semester of every following year, unless termination of the CA.

Invoices must be paid in the delay of one month by bank transfer to the following account:

Bank Name: Société Générale
SWIFT : SOGE FRPP
IBAN : FR 76 30003 03381 00020000372 42

The reference “CSTB-ECTP” must strictly be mentioned in order to identify the payment.

The CA will come into force 8 days after reception of the payment.

ARTICLE 4 – REVIEWS OF CA and INTERNAL RULES

The content of the CA may be reviewed by the General Assembly.

Internal Rules, dealing for example with confidentiality rules, additions or specifications to this CA... and applying to all Members, may be set up by the HLG or Executive Committee. These Rules are regularly updated and approved by the Executive Committee and HLG and may be reviewed by the General Assembly.

ARTICLE 5 – LIMITATION OF LIABILITY

The liability of a Member is limited to the annual fee paid by that Member, and therefore there is no further financial obligation beyond this fee owed by the Member to CSTB

ARTICLE 6 – NO PARTNERSHIP OR AGENCY

Nothing in this CA shall create a partnership or agency between the Members or any of them. The relationship between the Members under this CA is that of independent contractors and each Member maintains exclusive control over its own operations.

Unless expressly authorized herein:

- no Member shall be, nor represent itself to be, the joint venturer, franchiser, franchisee, broker, partner, employee, agent or servant of any other Member for any purpose whatsoever;
- no Member shall be responsible for the acts or omissions of any other Member;
- no Member is granted any right or authority to assume or create any obligation or responsibility, express or implied, on behalf of or in the name of, another Member or to bind another in any matter or thing whatsoever.

ARTICLE 7 – DURATION and TERMINATION of the CA

ECTP has been established for an indefinite time period.

This CA is established for an indefinite time period, unless it is terminated.

Termination of this CA between a Member and CSTB will take place as follows:

- A Member may terminate its status of Member and this CA at any time by notifying CSTB.
- CSTB may terminate this CA and the status of Member of a given Member under the approval of the HLG or Executive Committee; however the decision of termination may be taken by CSTB alone if the Member does not pay its annual fee as stated in Article 3.
- It is here expressly stated that the decision of termination may be taken and implemented without resorting to any legal action.

In case of termination for whatever reason, the departing Member will not be entitled to any refund or compensation.

ARTICLE 8 – LANGUAGE AND APPLICABLE LAW

This CA is drawn up in English, which language shall govern all documents for this application. Nevertheless, this CA shall be construed according to and governed by the laws of France.

ARTICLE 9 – SETTLEMENT OF DISPUTES

The Members agree to cooperate loyally and diligently to resolve any dispute that may arise regarding the interpretation or implementation of this CA.

If they cannot settle their dispute, the matter shall first be referred to the HLG who shall endeavour to settle it amicably.

If a dispute cannot be resolved in the ways mentioned here-above, it shall be litigated in a court in Paris.

Organisation: CSTB

Signed: Bertrand DELCAMBRE

Position: CSTB President,

legal representative authorized to sign contracts on behalf of the Organisation

Organisation:

Signed:

Position:

legal representative authorized to sign contracts on behalf of the Organisation

Date:

Signature*:

Date:

Signature*:

Postal address where the invoice must be sent:

* A scanned version is agreed if accompanied by the phrase “legal representative authorized to sign contracts on behalf of the Organization”.