



Internal Regulations of Solidarités International
Adopted by the Board of Directors on December 14th, 2024

The present internal regulations are intended to supplement the articles of Association and to set out the various points not specified therein, particularly with regard to internal administration. Under no circumstances may they replace or contradict these articles of Association.

It is made known to all members of the association and to new members.

It is appended to the association's articles of association.

For the sake of readability, the masculine form used in this text refers to functions that can be performed by women and/or men.

1/ Composition of the association

The association is made up of members, whether individuals or legal entities, who declare their adherence to its values and principles and demonstrate an interest in the association.

1.1/ Associate members

The Association Officers ensure that candidates comply with membership conditions:

- Motivation to join the association.
- Approval of the articles of association, charter, internal regulations and code of ethics and conduct.
- Payment of the annual membership fee.

All applicants for membership must provide an official document proving their identity, unless this document is already in the Association's possession.

The membership fee is valid for 12 months following registration by the Association.

The Association Officers are responsible for informing new members of their membership approval. Decisions by the Association Officers to refuse membership are communicated to the people involved (by e-mail).

The Association Officers may propose revised membership fees to the General Assembly (see article 9 of the Articles of Association).

1.2/ Expert members known as "qualified personalities"

The title of "expert member" (article 7.2.4. of the Articles of Association) is granted for a renewable 3-year term by decision of the Board of Directors.

This title may be revoked by the Association Officers in accordance with the provisions of Article 8 of the Articles of Association and Article 1.4 of these Internal Regulations.

1.3/ Exemptions from membership fees

Honorary, benefactor and expert members are exempt from paying membership fees. They may apply for associate membership by following the membership procedure supervised by the Association Officers.

1.4/ Exclusion

In the event of conduct on the part of a member likely to constitute grounds for exclusion (cf. article 8 of the Articles of Association), the Association Officers inform the member of the opening of disciplinary proceedings against them by registered letter with acknowledgement of receipt. This may be an electronic registered letter.

The letter must state the facts complained of, any sanction incurred, any period of suspension of the member's mandate and the date, time and place of the Association Officers meeting at which the member will be invited to present their observations. This letter is sent at least fifteen days before the date set for the meeting. The member involved may be assisted before the Association Officers.

The Association Officers' decision to impose a sanction is communicated to the member involved, stating the reasons, by registered letter with acknowledgement of receipt. This may be an electronic registered letter. The Association Officers inform the Board of Directors of the sanction decision at its next meeting.

2/ General Assemblies

2.1/ Notice of meeting and agenda

Invitations to the General Assembly are sent to associate members, i.e. members whose dues were paid at the previous General Assembly and new association members whose dues have been paid since the previous ordinary General Assembly, as well as to other members who are exempt from paying dues and to invited guests.

Existing members whose membership is due to expire before the date of the General Assembly are asked to renew their membership beforehand, so that they are up to date with their dues on the date of the General Assembly and can take part in it.

The agenda is proposed by the Association Officers, taking into account suggestions made in good time by members of the association, and then set by the Board of Directors.

If the General Assembly is convened at the request of at least 25% of the associate members (see article 10 of the Articles of Association), the Board of Directors will ensure that the issues raised by these members are included on the agenda.

2.2/ Remote participation to the General Assembly

Members attending the General Assembly remotely are identified and registered by their personal identifier (e-mail address, cell phone number, etc.).

Remote participation is carried out using the Association's own technical resources (videoconferencing connexion, sound and image recording, document sharing, electronic voting solution, etc.) or those of its chosen service provider. The Association cannot guarantee the quality of the individual internet connection or equipment used by a remote member, and cannot be held responsible in the event of malfunction. Decisions taken as a result of electronic voting are applicable irrespective of the body or service provider involved, provided that the solution employed does not compromise the sincerity of the ballot or the secrecy of the vote.

2.3/ Voting procedures

Voting by members present at the meeting is by electronic ballot or, in exceptional cases, by paper ballot. For remote members, only electronic voting is available.

The chosen solution guarantees the expression of each voice and makes voting anonymous.

If the Board of Directors so decides (see Article 10 of the Articles of Association), the solution deployed also enables postal voting at the ordinary General Assembly. Where applicable, the Association Officers specify the conditions for postal voting, in particular the opening and closing dates for voting.

An attendance sheet is kept, and each member present signs it in his or her own name and on behalf of the person(s) he or she represents. This may be done electronically or by hand. Powers of attorney are also recorded.

Members participating at a distance and the proxies they have received are also duly registered.

3/ Ordinary General Assembly

Decisions of the ordinary General Assembly are taken by a simple majority of votes cast, i.e. excluding abstentions and blank or invalid ballots.

Blank proxies at ordinary General Assemblies are counted as being in favor of the resolutions submitted to the Assembly for approval.

Like blank or invalid ballots, blank proxies are not taken into account in Board of Directors elections, and do not count towards the number of votes cast.

4/ Extraordinary General Assembly

Decisions of the extraordinary General Assembly are taken by a majority of 3/4 of the votes cast, i.e. excluding abstentions and blank or invalid ballots.

5/ Board of Directors

The Association is administered by the Board of Directors, which defines the Association's general policy and broad guidelines.

5.1/ Election to the Board of Directors

Candidates for election to the Board of Directors must make their candidacy known at least 21 days before the ordinary General Assembly, in the form of a written profession of faith addressed to the President. Professions of faith are sent to members with the notice of the General Assembly.

A member is eligible for election to the Board of Directors only after one full year's membership, i.e. from the second ordinary General Assembly following their first membership (article 13.2 of the articles of Association).

Candidates for election to the Board of Directors must declare within the same timeframe any activity, involvement or relationship that may give rise to a conflict of interest with their directorship, using the form provided. It is the Association Officers' responsibility to qualify the declaration and to take appropriate action in the event of a proven conflict of interest.

The ordinary General Assembly elects the members whose terms of office have expired for a period of three years, and those who are vacant or temporarily occupied by decision of the Board of Directors for the remaining term of office.

Mandates are allocated according to the rank of elected candidates, with the longest mandates going to the people with the highest number of votes. In the event of a tie, mandates are allocated on a voluntary basis or by drawing lots.

Each director is elected by an absolute majority, i.e. he or she must receive more than half the votes cast, excluding blank or invalid ballots.

When the number of candidates exceeds the number of seats to be filled, the candidates with the most votes are elected.

5.2/ Vacancies on the Board of Directors

The members of the Board of Directors may decide to propose to a member eligible for Board election to temporarily fill a vacancy on the Board of Directors, and thus take part in the deliberations, until the next ordinary General Assembly, which will put this mandate to the vote at the time of election to the Board of Directors for the remaining term of office.

5.3/ Board of Directors meetings

Remote participation in the Board of Directors is carried out using the Association's technical resources (videophone or telephone multimedia conferencing), which enable each member to be identified and participate.

If necessary, an electronic voting solution can be proposed to guarantee the sincerity of the ballot and the secrecy of the vote. Decisions taken following an electronic vote are applicable regardless of the body or service provider carrying out the vote.

5.4/ Election of the Association Officers

The Board of Directors meets at the end of the General Assembly to elect the Association Officers.

Voting for the election of the Association Officers is by secret ballot, if requested by any member present (see article 13.2 of the articles of Association).

As part of this meeting, newly elected directors are invited to sign the Code of Ethics and Conduct.

5.5/ Resignation from the Board of Directors

On the recommendation of the Association Officers, the Board of Directors may declare the resignation of any member who, during a financial year, fails, without excuse, to attend two consecutive meetings to which they have been duly convened. The Association Officers may, however, decide to retain a member after examining the reasons given for such absences.

5.6/ Commissions

To prepare its work, the Board of Directors may set up committees whose composition and remit it determines.

6/ Association Officers

6.1/ Role of the Association Officers

The Association Officers may decide, by delegation from the Board of Directors, to set up local committees and foreign offices, subject to the same rules as those governing the head office and the association, in compliance with local law, and define their powers. In the event of contradiction between French law and local law, the Association Officers will be called upon to rule after any legal consultation.

6.2/ Association Officers meetings

Remote participation in the Association Officers meetings is carried out using the Association's technical resources (multimedia videoconferencing or telephone conferencing), which enable each member to be identified and participate.

If necessary, an electronic voting solution can be proposed to guarantee the sincerity of the ballot and the secrecy of the vote. Decisions taken following an electronic vote are applicable regardless of the body or service provider involved.

7/ Financial provisions

Associate members are not entitled to reimbursement of expenses incurred in attending the General Assembly or any other activity in connection with their membership, unless an exception is approved by a decision of the Association Officers.

Board of Directors members and Association Officers are entitled to reimbursement of expenses incurred in the performance of their duties, subject to presentation of receipts (article 15 of the Articles of Association), up to a maximum amount set each year by the Association Officers.

The written waiver of these reimbursements is treated as a donation to the association, giving entitlement to the income tax reduction provided for under article 200 of the French General Tax Code.

8/ Adoption and modification of internal regulations

Internal regulations are drawn up or amended by the Association Officers, put to the vote of the Board of Directors and then brought to the attention of the association's members.