



## **ARTICLES OF ASSOCIATION**

Articles of Association amended at the Extraordinary General Assembly of June 21<sup>st</sup>, 2025.

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

### **Article 1 - Formation**

A non-profit association governed by the law of 1 July 1901 and by these Articles of Association is formed between all persons adhering to these Articles of Association.

### **Article 2 - Name**

The Association thus formed is called "Solidarités International".

### **Article 3 - Registered office**

The registered office is in Clichy - 89, rue de Paris - 92110 CLICHY. It may be transferred to any other location by simple decision of the Association Officers, which has the correlative power to amend the Articles of Association.

### **Article 4 - Term**

The term of the Association is unlimited.

### **Article 5 - Independence**

The Association is a humanitarian, non-governmental organisation, independent of any political, economic, ethnic or religious group.

### **Article 6 - Purpose**

#### **6.1 - General principles**

The purpose of Solidarités International, a humanitarian association, is to:

- lead and carry out any emergency action and any longer-term action to meet the essential needs of vulnerable populations in distress or poverty, particularly as a result of political, ethnic, economic or social oppression, war, disaster, epidemic or environmental threat;
- provide aid and assistance to vulnerable people in distress or destitution, by initiating, coordinating and carrying out all forms of solidarity and charitable work;
- support and take part in any action, including legal action, taken to

- meet the essential needs of vulnerable populations;
- inform the public, the media and decision-makers about the situations encountered and raise their awareness, both generally and specifically;
- carry out analyses, diagnoses and assessments of the essential needs of vulnerable populations;
- provide advice and assistance in the association's areas of activity;
- design, develop and make available tools, methods and know-how to encourage solidarity initiatives in favour of vulnerable populations.

## **6.2 - Legal action**

The Association may take legal action, both as plaintiff and defendant, to represent its interests and those of its purpose before any court or tribunal.

## **Article 7 - Composition of the Association**

### **7.1 – Members**

The Association is made up of members, whether natural persons or legal entities, who declare that they adhere to the values and principles of the Association.

A legal entity may be a member of the Association in each of the different categories listed in Article 7.1. It is then represented by its legal or statutory representative or any other duly authorised person. Regardless of the number of natural persons representing it, a legal entity has only one vote when it has a deliberative vote.

The Association is made up of

- 1) associate members
- 2) benefactor members
- 3) honorary members
- 4) expert members known as "qualified personalities"

### **7.2 - Definition of membership categories**

#### **7.2.1 Associate members:**

Any individual or legal entity showing an interest in the Association's activities may apply to become an associate member. This person must be approved as such by the Association Officers.

Adherence to the Articles of Association implies adherence to the internal regulations, the Association's charter, the code of ethics and conduct, as well as any other framework document described in the internal regulations and brought to the attention of the applicant for membership.

Associate members must pay a membership fee, the amount of which is set in accordance with Article 9 of the Articles of Association.

Only paid-up associate members may attend General Assemblies and vote.

#### **7.2.2 Benefactor members**

The title of benefactor member is proposed and awarded by the Board of Directors on the recommendation of the Association Officers to individuals who have made a substantial donation, the minimum amount of which is set each year by the Association Officers.

This entitles them to attend General Assemblies in an advisory capacity. Benefactor members are neither eligible to vote nor to stand for election to the Board of Directors or the Association Officers. They are exempt from paying contributions.

They may be invited to attend meetings of the Board of Directors in an advisory capacity at the invitation of the Association Officers.

Any benefactor member may request to become an associate member, in accordance with the provisions of Article 7.2.1.

### **7.2.3 Honorary members**

The title of honorary member is proposed and awarded by the Board of Directors on the recommendation of the Association Officers to individuals who provide or have provided exceptional moral support to the Association, or who have rendered notable service to the Association. A former Chairperson may therefore be granted honorary member status.

This entitles them to attend General Assemblies in an advisory capacity. Honorary members may neither vote nor stand for election to the Board of Directors or the Association Officers. They are exempt from paying contributions.

They may be invited to attend meetings of the Board of Directors in an advisory capacity at the invitation of the Association Officers.

Any honorary member may request to become an associate member, in accordance with the provisions of Article 7.2.1.

### **7.2.4 Expert members known as "qualified personalities"**

The title of expert member, known as a "qualified personality", is offered by the Board of Directors on the recommendation of the Association Officers to people chosen for their skills and expertise in the areas of activity covered by the Association. They are likely to enrich its thinking and contribute to its humanitarian action and development.

This entitles the persons concerned to attend General Assemblies in an advisory capacity. Experts members are neither eligible to vote nor to stand for election to the Board of Directors or the Association Officers. They are exempt from paying contributions.

They may be invited to attend meetings of the Board of Directors in an advisory capacity at the invitation of the Association Officers.

Any expert member may request to become an associate member, in accordance with the provisions of Article 7.2.1.

## **Article 8 - Loss of membership**

Membership is lost by:

- resignation addressed in writing to the Chairperson of the Association,
- death, in the case of an individual,
- dissolution, liquidation or merger, in the case of a legal entity,
- removal for non-payment of the annual membership fee for associate members, after a reminder to which no response has been received,
- exclusion decided by the Association Officers for any serious reason, moral or material, caused to the Association and in particular in the event of failure to comply with the Articles of Association, the internal regulations, the charter, the code of ethics and conduct, or for attitudes or remarks prejudicial to the reputation of the Association or that of its officers; the person concerned must first be

invited to comment. The exclusion decision and its duration may not be appealed to the General Assembly. In an emergency, the Association Officers may suspend a member pending a decision on expulsion.

### **Article 9 - Resources**

The permanent resources of the Association are:

- the annual membership fee paid by associate members, the amount and terms of payment of which are set and reviewed by the Ordinary General Assembly on a proposal from the Association Officers,
- any private or public, national, European or international funding,
- voluntary contributions free of charge and contributions made to the Association by its members or third parties,
- gifts by hand, particularly as part of sponsorship,
- funds raised through public appeals,
- income from sales and fees received for services rendered,
- income from assets and securities of any kind belonging to the Association;
- income from exceptional events organised by the Association;
- donations and bequests that the Association may receive in connection with its purpose,
- any other resources authorised by the laws and regulations.

### **Article 10 - Common provisions for General Assemblies**

General Assemblies are attended by all categories of members. Only associate members have the right to vote.

General Assemblies are convened on an ordinary basis once a year and on an extraordinary basis whenever necessary.

General Assemblies are convened by the Chairperson of the Association, on the initiative of the Board of Directors or at the request of at least 25% of the Association's associate members.

The meeting notice must indicate the agenda set by the Board of Directors. It is sent to members by ordinary letter or by email at least fifteen days before the date set for the General Assembly.

Only items on the agenda may be the subject of a decision.

General Assemblies may be held remotely (by video conference or teleconference) and, exceptionally and only in the case of an Ordinary General Assembly, by correspondence. Electronic (online) voting is permitted. The terms and conditions of this participation may be detailed in the internal regulations.

General Assemblies are chaired by the Chairperson or any member of the Board of Directors appointed by them.

General Assemblies are valid only if the associate members present or represented represent at least 50% of the total members in that category.

If this quorum is not reached within fifteen days, a second General Assembly will be convened to vote on the same agenda, for which no quorum will be required.

Only associate members who have paid their membership fees on the day of the General Assembly are entitled to vote.

The deliberations are recorded in minutes signed by the Chairperson and the Secretary.

Any member of the General Assembly with a right to vote may be represented by any other member with a right to vote, provided that the person appointing the proxy provides them with a power of attorney. No member present may hold more than five proxy mandates.

At the Ordinary General Assembly, blank proxies are counted as being in favour of all resolutions submitted to the General Assembly for approval. Blank proxies are not counted in elections to the Board of Directors. Blank proxies are not accepted in the case of an Extraordinary General Assembly.

In the event of a tie, the Chairperson has the casting vote.

Voting is automatically secret if only one member present so requests.

### **Article 11 - Ordinary General Assembly**

It is convened under the conditions set out in Article 10 of these Articles of Association.

The Ordinary General Assembly hears and votes on the Association's moral and activity report presented by the Chairperson, as well as the financial report presented by the Treasurer, and approves the accounts for the year ended, as drawn up by the Board of Directors.

The Ordinary General Assembly appoints a statutory auditor to audit the Association's accounts.

On a proposal from the Association Officers and with the agreement of the Board of Directors, it decides each year on the allocation to the reserve fund of the portion of surplus resources not required for the Association's operations for the following financial year.

The Ordinary General Assembly elects the members of the Board of Directors from among the associate members of the Association who are up to date with payment of their membership fees and eligible, in accordance with Article 13.2 of these Articles of Association.

On a proposal from the Board of Directors, the Ordinary General Assembly votes on the payment of remuneration to one or more administrators by a qualified majority of two-thirds of the associate members present or represented, in accordance with Article 261 §7, 1° d) of the French Tax Code.

It deliberates on the Association's humanitarian aid and solidarity activities and programmes, and on budget forecasts.

Decisions of the Ordinary General Assembly are taken by a simple majority of the associate members present and represented. The decision-making procedures may be specified in the internal regulations.

### **Article 12 - Extraordinary General Assembly**

It is convened under the conditions set out in Article 10 of these Articles of Association.

The Extraordinary General Assembly has sole authority to amend the Articles of Association, to dissolve the Association and allocate its assets, to merge with any other association with a similar purpose proposed by the Board of Directors, or to convert the Association into a charitable foundation.

Decisions of the Extraordinary General Assembly are taken by a majority of three quarters of the votes of the associate members present and represented. The decision-making procedures may be specified in the internal regulations.

## **Article 13 - Board of Directors**

### **13.1 Powers and role of the Board of Directors**

The Association is managed and administered by a Board of Directors assisted by an Association Officers.

The Board of Directors is vested with the broadest powers to act in all circumstances on behalf of the Association, and to do and authorise all acts and transactions that fall within the purpose of the Association and that are not reserved to the Ordinary or Extraordinary General Assembly or to the Association Officers.

It determines the Association's general policy and broad guidelines.

It supervises the management of the Association Officers, who must report to it on its activities at its meetings.

It contracts all loans and other borrowings, and requires all useful registrations or transcriptions.

It decides on acquisitions, exchanges and disposals of real estate necessary for the purpose of the Association, mortgages on said real estate, leases exceeding nine years and loans.

It decides on investments to be made in property and assets belonging to the Association.

It may delegate all or part of its powers to the Association Officers or to one of its members.

In order to prepare its work, the Board of Directors may set up committees or working groups, the composition and remit of which it determines. Members and non-members of the Association may be associated with it. The terms of this constitution may be specified in the internal regulations.

### **13.2 Composition and operating procedures of the Board of Directors**

The Board of Directors is made up of a minimum of twelve and a maximum of eighteen administrators elected among the associate members by the Ordinary General Assembly for a three-year term. One third of the Board is renewed each year. Members of the Board of Directors may be re-elected.

The procedures for the General Assembly to fill mandates on the Board of Directors are set out in the internal regulations.

An associate member is not eligible for election to the Board of Directors until they have paid their membership fees for a full year, i.e. from the second ordinary General Assembly following their first membership.

Any employee who is an associate member of the Association may be elected to the Board of Directors, up to a maximum of three employees, in accordance with the conditions legally in force (paragraph d of 1° of 7 of Article 261 of the French Tax Code) and in compliance with the requirements of the applicable tax doctrine (BOI-IS-CHAMP-10-50-10- 20 §430 *et seq.*). They then sit in a personal capacity with voting rights. They may not be a member of the Association Officers.

In the event of a vacancy on the Board of Directors due to resignation or any other reason, the remaining members fill the vacancy until the next Ordinary General Assembly, in accordance with the procedures set out in the internal regulations.

The Board of Directors meets at least once every three months upon written notice (letter or email) from the Chairperson and whenever the interests of the Association so require, at the initiative of the Association Officers or at least one quarter of its members.

Board meetings may be held remotely (by video conference or teleconference) and, exceptionally, by correspondence. Electronic (online) voting is permitted. The terms and

conditions of this participation may be detailed in the internal regulations.

The Board of Directors may only validly deliberate if at least 50% of its elected or co-opted members are present or represented. An elected member may transfer their proxy to another elected member.

The decisions of the Board of Directors are taken by a simple majority of the members present and represented. In the event of a tie, the Chairperson has the casting vote.

Any member of the Board of Directors who, without excuse, fails to attend two consecutive meetings may be deemed to have resigned in accordance with the terms set out in the internal regulations.

The Board of Directors elects from among its members, for a renewable term of one year, an Association Officers comprising at least:

- a Chairperson,
- a Treasurer,
- a Secretary.

It may also elect to participate in the work of the Association Officers:

- a Vice-Chairperson,
- a Deputy Treasurer,
- a Deputy Secretary,
- one or two members with no specific title.

Voting is automatically secret if only one of the members of the Board of Directors present and voting so requests. In this case, if necessary, the Chairperson may lift the secrecy of their vote in order to exercise their casting vote in the event of a tie.

Minutes are taken of the meetings and signed by the Chairperson.

## **Article 14 - Association Officers**

### **14.1 - Powers and role of the Association Officers**

The Association Officers have full powers to manage day-to-day business between meetings of the Board of Directors, as delegated by the latter.

The Association Officers execute the decisions of the Board of Directors, the programming and of the proper functioning of the Association. It prepares the meetings of the Board of Directors and, in coordination with the Board, those of the General Assembly.

The Association Officers decide on the opening of subsidiaries, branches, new local committees, offices, missions or representations in countries where the Association is not or no longer present.

It approves the proposals made by the Chief Executive Officer concerning the Association's membership of and affiliation to networks or groups of associations.

It approves the admission of new associate members. It also decides on the exclusion and removal of members.

The Association Officers meet on a monthly basis (excluding the summer period) and is convened by the Chairperson by any means.

Association Officers meetings may be held remotely (video conference or teleconference) and, exceptionally, by correspondence. Electronic (online) voting is permitted. The terms of

and conditions of this participation may be detailed in the internal regulations.

Association Officers must be present at all meetings or, failing that, be represented by another Association Officer.

The decisions of the Association Officers are taken by a simple majority.

In the event of a tie, the Chairperson has the casting vote.

The Association Officers may invite any person of its choice to attend in an advisory capacity only, in particular the Association's salaried executives.

The Association Officers report to the Board of Directors at its meetings on its activities, in particular regarding:

- the Association's activities, projects, financial statement and forecasts,
- the opening and closing of subsidiaries, branches, new local committees, offices, missions or representations after evaluation
- of new measures (unbudgeted missions, etc.) of an exceptional nature.

The Board of Directors deliberates on these reports, places on the agenda any matter it deems useful and may take, with or without a vote, any necessary decisions or guidelines.

Minutes are taken of the meetings and signed by the Chairperson.

## **14.2 - Powers and role of the Chairperson**

The Chairperson is the person representing the Association in all acts of civil life and is vested with all powers for this purpose.

The Chairperson is responsible for implementing the decisions of the Association Officers and ensuring the proper functioning of the Association and the fulfilment of its mission.

The Chairperson has the broadest powers not strictly reserved to the General Assembly or the Board of Directors to manage and administer the Association and dispose of its assets.

In particular, the Chairperson is authorised to represent the Association in legal proceedings, both as plaintiff and defendant. The Chairperson may only be replaced by a proxy acting under a special power of attorney granted by the Association Officers.

The Chairperson may, with the authorisation of the Association Officers, bring any legal action to defend the interests of the Association and those falling within its corporate purpose, and carry out any settlement, mediation or conciliation, subject to reporting thereon to the next meeting of the Association Officers.

The Chairperson is also empowered to award contracts and sign all purchase or sale agreements and, more generally, all acts or agreements necessary for the pursuit of the Association's purpose.

The Chairperson may open and operate any deposit or current account in the name of the Association with any bank or credit institution.

They may create, sign, accept, endorse and pay all cheques and transfer orders for the operation of the accounts.

When the Association Officers have taken a decision to open subsidiaries, branches, new local committees, offices, missions or representations under the conditions set out in Article 14.1 of the Articles of Association, the Chairperson has the power to carry out all acts or actions related to these openings, including registration, administrative acts and the opening and management of bank accounts. They may delegate these powers to another member of the Association, to an employee of the Association or to any other person they deem appropriate.

They may set up committees and working groups to prepare the work of the Board of Directors. Both members and non-members of the Association may be involved in these committees and groups. The Board of Directors is informed of this at its next meeting. The terms and conditions of this constitution may be detailed in the internal regulations.

The Chairperson convenes and chairs all General Assemblies.

They may ask any person of their choice to attend General Assemblies, meetings of the Board of Directors or the Association Officers.

The Chairperson may, under their own responsibility and within the limits of the powers conferred on them by law, by the Articles of Association and by the internal regulations, entrust one or more directors or third parties, whether or not they are members of the Association, with any special mandates for one or more specific purposes or assignments.

They are responsible for carrying out the formalities prescribed by said articles.

They may delegate some of the above powers to another member of the Association, to an employee of the Association or to any other person they deem useful.

The Chairperson delegates to the Chief Executive Officer the powers necessary for the performance of their duties. This delegation includes the management of the Association's salaried staff, including recruitment, dismissal and discipline. The Chief Executive Officer attends General Assembly, meetings of the Board of Directors and the Association Officers in an advisory capacity, except for deliberations relating to their personal situation.

#### **14.3 - Powers and role of the Secretary**

The Secretary is responsible for all statutory correspondence, in particular the sending of meeting notices, and for the archives.

In accordance with the French Data Protection Act of 06 January 1978, amended in March 2021, they supervise the recording and updating of personal information about members and donors.

They draw up the minutes of General Assemblies and Board of Directors meetings and, in general, all entries concerning the Association's operations, with the exception of those concerning the accounts.

They may delegate some of the above powers to another member of the Association, to an employee of the Association or any other person they deem useful.

#### **14.4 - Powers and role of the Treasurer**

The Treasurer fulfils the financial information obligations towards the members of the Association, to whom they present, at the General Assembly, the annual accounts for the year ended, as approved by the Board of Directors, the financial report for the year ended and the budget for the current year.

They have signing authority for all accounting documents required for the implementation of the decisions of the Association.

They may delegate all or part of their powers to another member of the Board of Directors or to an employee. In particular, they give delegation to the Chief Executive Officer to collect revenue and pay expenditure.

### **Article 15 - Non-remunerated and voluntary management**

Administrators' mandates are in principle free of charge and voluntary.

The Association may, however, remunerate some of its administrators under the conditions set out in Article 261.7, 1°, d) of the French Tax Code. The amount of such remuneration must be the subject of public deliberation by the Board of Directors and approved by the General Assembly in accordance with the provisions of Article 11 of the Articles of Association.

The Association may also reimburse administrators' expenses incurred in the performance of their duties on production of one or more supporting documents. The terms and conditions of these reimbursements may be detailed in the internal regulations.

### **Article 16 - Internal regulations**

The internal regulations are drawn up or amended by the Association Officers, submitted to the Board of Directors for a vote and then brought to the attention of the Association's members. Under no circumstances may they replace or contradict the Articles of Association. Adherence to the Articles of Association prevails adherence to the internal regulations.

### **Article 17 - Financial year**

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

### **Article 18 - Accounting**

Accounts are kept in accordance with the Association's chart of accounts, showing an annual balance sheet, profit and loss account and, where appropriate, one or more appendices.

The annual accounts are made available to all members, together with the annual report, the financial report and, where applicable, the Statutory Auditor's report, for fifteen days prior to the date of the Ordinary General Assembly called to approve the accounts for the financial year.

### **Article 19 - Statutory Auditors**

If necessary, the General Assembly may appoint a principal Statutory Auditor and an alternate Statutory Auditor from the list of Statutory Auditors of the Regional Association.

The Statutory Auditor performs its duties in accordance with the standards and rules of the profession. Each year, it prepares and presents a report to the General Assembly called to approve the accounts for the year ended, giving an account of its work and certifying that the accounts are true and fair.

### **Article 20 - Dissolution**

The Association may be dissolved by a decision taken in application of current legislation or by a resolution of the Extraordinary General Assembly.

In the event of dissolution, the Extraordinary General Assembly appoints the persons responsible for liquidation, including the recovery of members contributions. It designates the organization or organizations to receive the liquidation surplus, in accordance with the provisions of the law of July 1st, 1901 and its implementing decree of August 16th, 1901, It shall take particular care to ensure that such non-profit organization or organizations pursue exclusively charitable, philanthropic, humanitarian, or general interest objectives within the meaning of the General Tax Code, that they are consistent with the mission and objectives of the Association, and that the beneficiary organization or organizations have sufficient capacity

under applicable law.

The liquidation surplus may not be vested in a member of the Association, even in part.