



ARTICLES OF ASSOCIATION

Articles of Association after modification at the Extraordinary General Assembly of June 25, 2022.

For the sake of clarity, the masculine form used in this text designates functions that can be exercised by women and/or men.

Article 1 - FORMATION

A non-profit association, governed by the law of July 1, 1901 and by these articles of association, is formed between all persons adhering to the present articles and to the charter.

Article 2 - NAME

The Association thus formed is named "Solidarités International".

Article 3 - HEAD OFFICE

The registered office is located in Clichy - 89, rue de Paris - 92110 CLICHY. It may be transferred to any other place by a simple decision of the Board, which has the corresponding power to modify the statutes.

Article 4 - DURATION

The duration of the Association is unlimited.

Article 5 - INDEPENDENCE

The Association is independent of any political, economic, ethnic or religious group.

Article 6 - PURPOSE

6.1 - General principles

The purpose and vocation of the Association Solidarités International is:

- To provide humanitarian assistance and aid and to carry out actions of solidarity and charity to vulnerable populations due to political, ethnic, economic or social oppression, war, disaster, epidemic, ecological threat or any other emergency or underdevelopment situation, with the aim of meeting their vital needs.
- To collect and disseminate to the public, the media and decision-makers, through various means of expression and initiatives, information on the situations faced.

6.2 - Legal actions

The Association will be able to assert the interests it defends by taking any amicable or contentious action that is necessary.

Article 7 - COMPOSITION OF THE ASSOCIATION

7.1 - The Association is composed of:

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

7.1.1 Associate members

Any person showing an interest in the work of the Association may apply for associate membership. This person must be approved as such by the Executive Committee.

The associate member must endorse the charter, the internal regulations and the code of ethics and behavior, as well as any other framework document described in the internal regulations. He/she must pay a membership fee, the amount of which is fixed in accordance with the conditions set out in Article 9 of the Articles of Association. Only members who are up to date with their membership fees may participate in General Meetings with the right to vote.

7.1.2 Benefactor members

The title of benefactor member is proposed and awarded by the Board of Directors on the proposal of the Board to persons who have made a significant donation, the minimum amount of which is set each year by the Executive Committee.

This title gives them the right to attend the General Assemblies in an advisory capacity. Benefactor members are neither eligible to vote or stand for election. They are exempt from paying membership fees.

Any benefactor member may request to become an associate member, in accordance with the provisions of article 7.1.1.

7.1.3 Honorary members

The title of honorary member is awarded by the Board of Directors on the proposal of the Executive Committee to personalities who provide or have provided exceptional moral support to the Association, or who have rendered notable service to the Association.

A former President may be conferred the status of honorary member if he or she so wishes.

This title entitles the persons concerned to attend the General Assemblies in an advisory capacity. Honorary members are neither voters nor eligible to stand for election. They are exempt from paying membership fees.

They may be invited to participate in an advisory capacity in the Board of Directors upon invitation by the Executive Committee.

Any honorary member may apply for associate membership in accordance with the provisions of article 7.1.1.

7.1.4 Expert members known as "qualified personalities"

The title of expert member, known as "qualified personality", is offered by the Board of Directors on the proposal of the Executive Committee to persons chosen for their skills and expertise in the fields of activity covered by the Association. They are likely to enrich its discussions, to contribute to its humanitarian action and to its development.

This title gives the persons concerned the right to attend the General Assemblies in an advisory capacity. Expert members are neither voters nor candidates. They are exempt from paying membership fees.

They may be invited to participate in an advisory capacity in the Board of Directors upon invitation by the Executive Committee.

Any expert member may request to become an associate member, in accordance with the provisions of article 7.1.1.

7.2 - Legal entities

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 representative or any other person duly authorized for this purpose. Regardless of the number of natural persons representing it, the legal entity has only one vote when it has a deliberative vote.

Article 8 - RESIGNATION - REVOCATION

Membership is lost by:

- death,
- resignation addressed in writing to the President of the Association,
- disappearance, liquidation or merger, if it is a legal entity,
- automatic expulsion, pronounced by the Executive Committee, for non-payment of the annual fee, except in the case of exemption provided for in Article 7 and after a reminder that has remained without effect. The decision to expel does not have to be justified and is not subject to appeal before the Board of Directors and the Assembly,
- exclusion decided by the Board of Directors for any serious mora or material prejudice caused to the Association (serious misconduct being understood to mean in particular failure to comply with the Articles of Association or attitudes or remarks prejudicial to the consideration of the Association or its leaders), the person concerned having been invited beforehand to present his/her observations. The decision to exclude a member is not subject to appeal to the Assembly.

Article 9 - RESOURCES

The permanent resources of the Association are:

- the annual membership fee, the amount and payment terms of which are fixed and revised by the ordinary General Assembly on the proposal of the Executive Committee,
- any private or public, national, European or international financing,

- voluntary contributions free of charge and the associative contributions from which the Association can benefit from its members or third parties,
- donations and any other resource authorized by the legislative and regulatory texts,
- physical donations, in particular within the framework of sponsorship,
- income from sales and fees received for services rendered,
- donations and legacies that the Association may receive because of its purpose, which authorizes it to request the extended capacity provided for in the new article 6 of the law of July 1, 1901, and according to the terms and conditions provide for in article 3 of the decree of June 13, 1966, as amended, and by the decree of May 6, 1988.

To this end, the Association undertakes:

- to present its registers and accounting documents to the Ministry of the Interior or the Prefect, concerning the employment of donations,
- to send the Prefect an annual report on its financial situation and accounts, including those of its establishments or local committees, if any,
- to allow visits to its establishments and to report to them on the operation of said establishments.

Article 10 - PROVISIONS COMMON TO GENERAL MEETINGS

General Meetings shall be composed of all categories of members.

General Meetings are convened ordinarily once a year and extraordinarily whenever necessary.

General Meetings are convened by the President of the Association, on the initiative of the Board of Directors or at the request of at least 25% of the members of the Association.

The convocation must mention the agenda set by the Board of Directors. It is sent to the members, by simple letter or by e-mail, at least fifteen days before the date fixed for the General Assembly.

Only the items indicated on the agenda can be decided upon.

General Meetings may be held remotely (videoconference or teleconference) and, exceptionally and only in the case of an ordinary General Meeting, by correspondence. Electronic (online) voting is authorized. The terms and conditions of this participation may be detailed in the internal regulations. General Meetings are chaired by the President or by any member of the Board of Directors that he or she has previously designated.

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

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

Only members who are up to date with their membership fees on the day of the General Assembly are entitled to vote.

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

Any member of the General Assembly having a deliberative vote may be represented by any other member having a deliberative vote, on condition that the person giving the proxy gives him/her his/her proxy. A member present may not hold more than five proxies.

At the ordinary General Assembly, blank proxies are attributed to the President of the Association without limitation of number. In case of blank proxies, at the ordinary General Assembly, the members

granting such proxies shall give a favorable opinion on all proposals submitted to the General Assembly for approval. Blank proxies are not counted in the election to the Board of Directors. Blank proxies are not accepted in the case of an extraordinary General Assembly.

In case of a tie, the President has the casting vote.

The vote is automatically secret as soon as one member present requests it.

Article 11 - ORDINARY GENERAL ASSEMBLY

It is convened under the conditions provided for in article 10 of these articles of association.

The ordinary General Assembly hears and votes on the ethical and activity report of the Association presented by the President, as well as the financial report presented by the Treasurer and approves the accounts for the year ended, drawn up by the Board of Directors.

The ordinary General Assembly appoints an auditor to verify the accounts of the Association.

On the proposal of the Executive Committee and with the approval of the Board of Directors, it decides each year on the allocation to the reserve fund of the part of the surplus resources which is not necessary for the operation of the Association for the following financial year.

The ordinary General Assembly elects the members of the Board of Directors from among the members of the Association who are up to date with the payment of their membership fees, in accordance with article 13.2 of these statutes.

It deliberates on the activities and programs of humanitarian aid and solidarity of the Association and on the budget forecasts.

The decisions of the ordinary General Assembly are taken by a majority of the members present and represented. The methods of decision making may be specified in the internal regulations.

Article 12 - EXTRAORDINARY GENERAL MEETING

It is convened under the conditions provided for in article 10 of these articles of association.

The extraordinary General Assembly has the sole competence to modify the statutes, to decide on the dissolution of the Association and the allocation of its assets, its merger with any other association pursuing a similar goal proposed by the Board of Director or its transformation into a foundation recognized as being of public utility.

The Board of Directors may, for any reason left to its discretion, also convene an extraordinary General Assembly.

In order to be adopted, the resolutions of the extraordinary General Assembly must gather three quarters of the votes of the voting members present or represented. The methods of decision making 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 Executive Committee.

The Board of Directors is vested with the broadest powers to act in all circumstances in the name of the Association, to do and authorize all acts and operations which fall within the object of the Association and which are not booked to the ordinary or extraordinary General Assembly.

It controls the management of the Executive Committee, which must report to it on its activities at its meetings. It contracts all loans or others, requires all useful inscriptions or transcriptions.

It authorizes the President or the Treasurer to carry out all acts, alienations and investments recognized as necessary, of goods and values belonging to the Association. It may delegate all or part of its powers to the Board.

13.2 Composition and functioning of the Board of Directors

The Board of Directors is renewed by thirds each year. It is composed of at least twelve and at most eighteen members, elected by the ordinary General Assembly for three years. The members of the Board of Directors are eligible for re-election.

The procedures for the General Assembly to appoint members to the Board of Directors are specified in the internal regulations.

A member is eligible for election to the Board of Directors only after one full year of membership, i.e. from the second ordinary General Assembly following his or her first membership.

Any employee 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 10 of 7 of Article 261 of the CGI) and in compliance with the requirement of the applicable tax doctrine (BOI-IS-CHAMP-10-50-10- 20 5430 et seq). He then sits in a personal capacity with voting rights. He may not be a member of the Executive Committee.

In the event of a vacancy on the Board of Directors due to resignation or any other reason, the remaining members provide for the replacement until the next ordinary General Meeting, in accordance with the terms and conditions set out in the internal regulations.

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

Meetings of the Board of Directors may be held remotely (videoconference or teleconference) and, exceptionally, by correspondence. Electronic (on-line) voting is authorized participation may be detailed in the internal regulations.

The Board of Directors can only validly deliberate if at least 50% of its elected members are present or represented. An elected member may pass on his power of attorney or 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 President has the casting vote.

Any member of the Board of Directors who, without excuse, fails to attend two consecutive meetings may be considered to have resigned.

The Board of Directors elects from among its members, for a renewable period of one year, and from among the elected non-salaried members, a Bureau comprising at least:

- a President,
- a Treasurer,
- a Secretary.

It may also elect to participate in the work of the Executive Committee:

- a Vice President,
- a Vice Treasurer,
- a deputy Secretary,

- one or two members without a specific title.

The vote is automatically secret as soon as any one of the voting members of the Board of Directors present requests it. In this case, the President may lift the secrecy of his vote in order to cast the deciding vote in case of a tie.

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

Article 14 - EXECUTIVE COMMITTEE

14.1- Powers and role of the Executive Committee

The Executive Committee has all the powers to manage current affairs in the interval between meetings of the Board of Directors, by delegation of the latter.

The Executive Committee ensures the management of the decisions of the Board of Directors, the programming and the proper functioning of the Association; it prepare the meetings of the Board of Directors and, in coordination with the latter, those of the General Assembly.

It validates the admissions of the adherent members. It also decides on the exclusion and striking off of members.

It meets when convened by the President.

The Executive Committee meets on a monthly basis (except during the summer period).

The meetings of the Executive Committee can be held remotely (videoconference or teleconference) and, exceptionally, by correspondence. Electronic (online) voting is allowed. The modalities of this participation may be detailed in the rules of procedure.

The members of the Executive Committee must be present at all meetings or, failing that, be represented by another member of the Executive Committee.

The decisions of the Executive Committee are taken by a simple majority.

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

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

The Executive Committee reports to the Board of Directors at its meetings on its activities, in particular:

- the Association's activities, projects, financial status and forecasts,
- the opening and closing of missions after evaluation,
- new measures (unbudgeted missions, etc.) of an exceptional nature.

The Board of Directors deliberates on these reports, proposes on the agenda any question it deems useful and can take, with or without a vote, the necessary orientations or decisions.

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

14.2 - Powers and role of the President

The President is the legal representative of the Association in all acts of civil life and is vested with all powers to this effect.

The President is responsible for carrying out the decisions of the Executive Committee and for ensuring the proper functioning of the Association and the accomplishment of its mission.

The President is granted the broadest powers not strictly booked to the General Assembly or the Board of Directors to manage and administer the Association and dispose of its assets.

In particular, he or she is entitled to institute legal proceedings in the name of the Association, both as plaintiff and defendant, in the first instance, on appeal or in cassation, before all judicial or administrative jurisdictions, and to enter into all transactions, without prior authorization from the Board of Directors or the General Assembly.

In the event of representation in court, he or she may only be replaced by a proxy acting under a special power of attorney.

He or she is also empowered to conclude contracts necessary for the pursuit of the object of the Association.

He or she shall open and operate any deposit or current account in the name of the Association with any bank or credit institution.

He or she shall create, sign, accept, endorse and pay all checks and transfer orders for the operation of the accounts.

The President shall call and preside over all meetings.

He or she may ask any person of his or her choice to attend meetings of the Meetings, the Board of Directors, or the Executive Committee.

The President may, under his or her responsibility and within the limits of the powers conferred upon him or her 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 mandate for one or more specific purposes or missions.

He or she shall ensure the execution of the formalities prescribed by the said articles.

He or she may delegate to another member, to an employee of the Association or to any other person he or she deems useful, some of the above powers.

The President shall delegate to the Executive Director such powers as are necessary for the performance of his or her duties. This delegation shall include the management of the Association's salaried staff, including hiring, firing and discipline. The Executive Director attends meetings of the General Assembly, the Board of Directors and the Executive Committee in an advisory capacity, except for those related to his/her personal situation.

14.3 - Powers and role of the Secretary

The Secretary is in charge of all matters relating to statutory correspondence, in particular the sending of notices of meetings, and the archives.

In accordance with the law "Data processing and Liberties" of January 6, 1978 modified in March 2021, he or she supervises the recording of personal information concerning members and donors, as well as its updating.

He or she drafts the minutes of the meetings of the General Assembly and the Board of Directors and, in general, all the entries concerning the functioning of the Association other than those concerning the accounting.

He or she may delegate to another member, to a person employed by the Association or to any person he or she deems useful, some of the above powers.

14.4 - Powers and Role of the Treasurer

The Treasurer fulfills the financial information obligations towards the members of the Association to whom he or she presents, during the General Assembly, the annual accounts of the closed fiscal year as approved by the Board of Directors, the financial report of the closed fiscal year and the budget for the current fiscal year.

He or she has the power of signature for all accounting documents necessary for the execution of the Association's decisions.

He or she may delegate all or part of his or her powers to another member of the Board of Directors or to an employee. He or she shall in particular delegate to the Executive Director the power to collect revenue and pay expenses.

Article 15 - REMUNERATION OF DIRECTORS

The directors' offices are in principle free and voluntary.

The Association may, however, remunerate some of its directors for their role and for the time actually devoted to the exercise of their functions in the Association, within the limits and conditions legally in force.

The amount of such remuneration must be the subject of a public deliberation by the Board of Directors and approved by the General Assembly by a two-thirds majority of the members present or represented.

Article 16 - FINANCIAL YEAR

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

Article 17 - INTERNAL RULES

On the proposal of the Executive Committee, the Board of Directors validates the internal regulations.

Article 18 - DISSOLUTION

The dissolution of the Association results from a decision taken in application of the legislation in force or from a deliberation of the extraordinary General Assembly.

In the event of dissolution, the Extraordinary General Assembly, on the proposal of the Board of Directors, shall determine the terms of liquidation and appoint one or more liquidators who may be chosen from among the elected members of the Board of Directors.

The appointment of the liquidators terminates the power of the elected members of the Board of Directors. The liquidators are responsible for liquidating the assets and extinguishing the liabilities of the Association. Any net surplus of assets over liabilities is devolved, by decision of the extraordinary General Assembly, to other non-profit organizations pursuing similar objectives.

Article 19 - ENTRY INTO FORCE OF THE ARTICLES OF ASSOCIATION

The present articles of association have been deliberated and voted during the extraordinary General Assembly convened on June 25, 2022, which gives all powers to the President of the Association to carry out the necessary formalities of declaration, publication, accreditation and approval.