

## **ARTICLES OF ASSOCIATION**

*Act of July 1, 1901 and the decree of August 16, 1901*

### **ARTICLE I – NAME**

It was founded by members with the present statutes for an association governed by the law of 1 July 1, 1901 and the Decree of August 16, 1901 entitled: *Action pour la Santé Internationale et l'éducation – « ASIE »*

### **ARTICLE 2 - OBJECTIVE**

The **ASIE** association aims to protect the lives of children who are the victims of inequitable access to health care and education in Southeast Asia. Actions will be taken to enable poor and marginalized communities to prepare for their children's futures by providing better healthcare, a decent quality of life, and an adequate education.

### **ARTICLE 3 - HEAD OFFICE**

The registered office is at 50 rue Jeanne d'Arc, 75013 Paris, France. It may be transferred by a decision of the Board of Directors.

### **Article 4 – DURATION**

The duration of the association is unlimited.

### **ARTICLE 5 – COMPOSITION**

The association consists of:

- a) Honorary members
- b) Supporting members
- c) Active members or members

Both individuals and organizations can become members. In the case of organisation, it must designate an individual to be the permanent representative. One person can only represent one organisation.

### **ARTICLE 6 – ADMISSION**

The association is open to all without distinction or condition.

Applications are considered by the Board, which decides at each meeting on applications for admission.

### **ARTICLE 7 - MEMBERS - SUBSCRIPTIONS**

Active members are those who have committed to pay an annual sum of € 30 as a contribution.

Honorary members are those who have rendered outstanding services to the association; they are exempt from contributions.

Benefactors are those who pay an entry fee of € 1,000 and an annual fee determined each year by the

General Assembly.

Active members who pay dues are permitted to vote at the General Assembly.

Any contribution may be redeemed by paying a minimum amount equal to 100%.

The general meeting determines the amount of contributions in its rules.

#### **ARTICLE 8. – TERMINATION**

The membership is terminated by:

a) Resignation

b) Death

c) Expulsion by the Board of Directors for non-payment of fees or for just cause. The member concerned is invited to write a letter to the office providing an explanation. The terms of the termination, defense capabilities and serious causes are specified by Internal Rules of the association.

#### **ARTICLE 9 - RESOURCES**

The resources of the association include:

1. The amount of the entry fees and contributions
2. State grants from departments and municipalities
3. Donations
4. All resources authorized by laws and regulations.

The Asia Association will conduct its activities altruistically while reserving the option to engage in economic activities to fund nonprofit actions that would not benefit from adequate funding (donations and grants).

These activities will involve the sale of goods or provision of services.

#### **ARTICLE 10 - REGULAR GENERAL MEETINGS**

The regular general meeting includes all members and meets annually in September.

At least 15 days before the fixed date, members are convened by the the secretary. The agenda appears on the summons.

The President, assisted by members of the Board, chairs the assembly and reports on the situation or activities of the association.

The Treasurer submits a management report and annual accounts (balance sheet, income statement and notes) for the approval of the assembly.

The General Meeting sets the amount of annual fees and entry fees to be paid by various categories of members. This can be addressed as an item on the agenda.

Decisions are made by a majority vote of members present or represented.

After completing the agenda, the renewal of the board members is proceeded.

Requirements for a quorum or majority, as well as the validity of general meeting proceedings and the representation of absent members, are outlined in the rules.

All decisions are taken by show of hands, except for the election of board members.

General meeting decisions are binding on all members, including those absent or represented.

**ARTICLE 11 - SPECIAL GENERAL MEETINGS**

If necessary, at the request of half of the registered members plus one member, the President may convene a special general meeting, the manner of which is provided for in this Constitution and only to modify statutes, carry out dissolution, or address acts of immovable property .

The convocation procedures are the same as for the regular general meeting.

Decisions are made by a majority of members present.

**ARTICLE 12 - BOARD OF DIRECTORS**

The association is governed by a board of four members, elected for three years by the General Assembly. Members may be reappointed.

The Board is renewed every six months. The first year, exiting members are chosen by lottery.

If there is a vacancy, the Board will provide a temporary replacement until a permanent replacement is appointed at the next general meeting. Elected members' powers expire at the end of the replaced members' mandate.

The board meets at least once every three months, convened by the President, or at the request of a quarter of its members.

Decisions are made by a majority vote; in the event of a tie, the President can cast a tie-breaker vote. Any board member who fails to attend three consecutive meetings without a valid excuse will be considered a resignee.

**ARTICLE 13 – OFFICE**

The Board of Directors shall elect a board consisting of:

- 1) One president
- 2) One or more VPs
- 3) One secretary
- 4) One treasurer

The positions of president and treasurer are not cumulative. Internal regulations specify the functions, duties, and powers of the respective officers.

**ARTICLE 14 – BENEFITS**

All functions, including those of members of the Board of Directors and the office, are free and voluntary.

Only expenses incurred while carrying out the association's mandates are reimbursed on the condition that receipts are provided. The financial report presented at the annual general meeting includes, per beneficiary, reimbursements for mission expenses, travel, and representation.

**ARTICLE 15 – RULES**

An internal regulation is established by the Board, which is approved by the General Assembly. The rules are intended to outline various points not covered by these statutes, including those relating to internal administration of the association.

**ARTICLE 16 – DISSOLUTION**

In the event of dissolution, outlined in Article 12, one or more liquidators will be appointed. The assets, if any, shall be vested in accordance with decisions of the special general meeting, which decides on the dissolution.

**Article 17 - DONATIONS**

The report and financial statements, as defined in Article 10, are sent each year to the prefect of the department.

The association will present its accounting records at the request of any administrative authority regarding the use of donations it is allowed to receive. It will also allow visits to its facilities by representatives of the relevant authorities and issue reports on the function of such institutions.

Done in Paris, May 5, 2015

Dorothy Leab

President