

INTERNAL REGULATIONS

Article 1 – Public statements and communications

Members of the “La Chaîne de l’Espoir” charitable organisation shall not make any written or oral public statement relating to the organisation without the agreement of the Board of Directors or the Management Committee.

Article 2 – Membership

Any membership application must be made in writing to the Organisation’s President or Secretary, who will then submit it for approval at the General Meeting.

Article 3 – Rules of Procedure for the Board of Directors

3-1 The meetings of the Board of Directors shall be chaired by the Organisation’s President or, in his absence, by a Vice-President or another board member duly appointed by the Board.

The Board may validly deliberate only if one-third of its members are present or represented by another board member with a written proxy. Any present member may hold only one proxy.

The Board may invite at a meeting, without a voting right, any person whose presence is deemed helpful for its purposes.

3-2 The Board has the most extensive powers to make or authorise any decision or operation for all matters not reserved for General Meetings.

As a general rule, it shall decide of anything necessary to fulfil the purpose of the Organisation.

3-4 Members of the Board of Directors are elected by individual votes. An absolute majority is required for the first round; a relative majority is sufficient for the second round. In the event of a tie, the President shall have the casting vote. Prior information on candidates will be provided to the members.

Article 4 – Rules of Procedure for the Management Committee

4-1 The “**Management Committee**” consists of the members of the Executive Committee as set forth in the provisions in Article 5 of the Bylaws and members of the Organisation’s management. It shall meet when necessary, at least once a month, and shall be chaired by the President or, in his absence, by one of the two Vice-Presidents. It shall ensure the implementation of the Board of Directors’ resolutions and the successful fulfilment of the Organisation’s activities and missions.

4-2 It shall pass resolutions by a majority of present members. In case of a tie, the President has the casting vote.

- 4-3** It may invite to meetings, without a voting right, any person whose presence is deemed helpful for its purposes.
- 4-4** Minutes shall be taken of all meetings and kept in digital form at the Organisation's head office.

Article 5 – General Meetings

- 5-1** A President shall be chosen at the General Meeting **in accordance with the provisions in Article 5-5 of the Bylaws**. He or she shall be assisted by an Executive Committee in charge of running debates and votes.
- 5-2** A notice including the agenda of the meeting shall be **given by the Board of Directors** to the Organisation's members at least fifteen days prior to the date of the General Meeting. The agenda, determined by the Board of Directors, shall include at least the following items: annual report of the President, activity report of the Board of Directors, report of the External Auditor, financial report, approving the income and expenditure statement of the last fiscal year, voting on the next fiscal year's budget and, if necessary, appointing an external auditor and renewing the members of the Board of Directors.
- 5-3** Absent members may be represented by a present member with a written proxy. Each present member shall have no more than three proxy votes.

Distance voting may be performed via the Internet or mail on the day before the General Meeting or on the day of the vote through any means ensuring the vote will be safely received in time for the vote (email, mail, text message, etc.).

The General Meeting and the Board of Directors may invite to take part in the General meeting, without a voting right, any person whose presence is deemed helpful for the Organisation's purposes.

The General Meeting may be validly held only if a quorum of 25% of the members present in person or by proxy is reached. If such quorum is not reached, a second General Meeting shall be called within 15 days. It shall then validly deliberate irrespective of the number of members present in person or by proxy.

Article 6 – Powers of the President

The President may authorise the Vice-President(s) of the Organisation or the members of the Management Committee to sign on his or her behalf. He or she may authorise any member of the Board of Directors to represent the Organisation with public, national and international authorities, individuals or organisations, as part of a mission determined by the delegation and relating to the purposes of the Organisation.

Article 7 – Committees

7-1 Financial Committee

The role of the Financial Committee is to assess the feasibility of projects submitted by the Organisation and their financial requirements, and to monitor and comment on the Organisation's financial statements with which it is regularly presented.

The Financial Committee shall consist of members of the Organisation and external persons selected for their expertise and designated by the Board of Directors. This Committee shall be chaired by one of its members, who is appointed by the Board of Directors.

If need be, it may invite to meetings any person it deems helpful for its purposes.

It shall meet upon request.

The Financial Committee shall submit to the Board of Directors its analysis, observations and suggestions in writing or through one of its members appointed for this purpose.

The Organisation's Administrative and Financial Directors shall attend the meetings of the Financial Committee. The Financial Committee's meeting minutes shall be kept in digital form at the Organisation's head office.

7-2 Risk and Internal Control Committee

The Risk and Internal Oversight Committee is an internal supervisory body in charge of monitoring the prevention of risks and ensuring rules of governance are observed.

It analyses the risks facing the Organisation (via risk maps) and makes sure that the Organisation and its procedures take account of its prevention recommendations.

It ensures that the Organisation is run in compliance with the rules and principles of good governance, that formalised processes with appropriate management controls are in place and that the production and external audit of the Organisation's accounts are carried out according to regulations.

It is comprised of the Treasurer and qualified external consultants.

It shall meet at least once a year.

It reports to the Board of Directors and shares with the Board its opinion regarding the observance of governance and ethical rules by the Organisation's management and main collaborators.

It may call upon executives and directors to obtain accounting records, correspondence and supporting documents. It is bound to confidentiality regarding the Organisation's internal matters.

The General Director and the Administrative and Financial Director attend the Committee's meetings. The Risk and Internal Control Committee's meeting minutes are kept in digital form at the Organisation's head office.

Article 8 – Financial Management

8-1 No off-budget expense may be committed without the approval of the Executive Committee.

8-2 The Treasurer is in charge of managing the Organisation's funds as well as monitoring accounting records. The Treasurer reports to the Board of Directors on the financial progress of the Organisation. He or she shall prepare a financial report, which will be presented at the General Meeting.

8-3 Accounts shall be yearly reviewed by an External Auditor to certify and validate the financial statements provided to the Organisation's members. They shall be presented in consistency with laws in force for charitable organisations. They shall include each year a balance sheet and an income and expenditure statement.

- 8-4** The President shall authorise the commitment and payment of expenditure. He or she may give the Vice-Presidents and the Treasurer, as well as the members of the Executive Committee, the right to sign payments.

Article 9 – Rules of Procedure for Local Branches

- 9-1** Branches do not have legal personality.
- 9-2** Branches shall operate under the responsibility of a branch manager, who in turn acts under the responsibility of the Executive Committee.
- 9-3** Accordingly, branches may:
- establish a medical committee consisting of doctors, surgeons and paediatricians representing specialties involved at a local level
 - look for accommodation possibilities in public and private health centres,
 - select host families,
 - look for local financial support,
 - organise events to promote our organisation locally and increase its resources,
 - be commissioned by the Organisation’s Board of Directors to organise medical and surgical missions abroad.
- 9-4** At the end of the year, they shall provide the Management Committee with an activity report and a financial report.

Article 10 – Affiliated Organisations

- 10-1** Affiliated organisations must observe La Chaîne de l’Espoir’s Code of Conduct. In case of non-observance of this Code, the affiliation shall be terminated as of right.
- 10-2** Organisation affiliated to La Chaîne de l’Espoir shall be any La Chaîne de l’Espoir organisations founded in France or abroad with prior agreement of La Chaîne de l’Espoir’s Board of Directors.
- 10-3** An agreement shall be signed, setting forth the two parties’ respective obligations and termination provisions, especially relating to the use of La Chaîne de l’Espoir’s image and logo.

Article 11 – Host families

The respective obligations of the Organisation and volunteer families hosting children treated by the Organisation during their stay in France are governed by an agreement signed by the host family before the arrival of a child.