

BY-LAWS OF LA CHAÎNE DE L'ESPOIR
Association governed by the law of 1 July 1901

I - PURPOSE AND COMPOSITION OF THE ASSOCIATION

Article 1

La Chaîne de l'Espoir was founded in 1995 in accordance with the provisions of the law of 1 July 1901. Its purpose is to bring together all means and competence to facilitate the access to healthcare, education and well-being for deprived children, their families and their communities.

Its action aims at:

- Treating in France or abroad children and mothers who cannot be cared for in their home countries due to lack of funding, technology or specialised skills;
- Providing on-site medical personnel with the specialised training needed to treat different illnesses;
- Transferring medical technology and supply equipment and consumables in countries with insufficient healthcare facilities;
- Promoting the development of specialised hospital facilities suited to local needs;
- Contributing to provide medical and surgical care to women and children living in precarious conditions;
- Providing humanitarian assistance in the event of conflicts or natural disasters;
- Combating starvation and malnutrition;
- Providing medical assistance to deprived populations, mainly mothers and children, including through the acquisition and the shipping abroad of medicines and health and nutrition products;
- Promoting the access to education for poor children and women;
- Participating in the defence of women's and children's right;
- Relieving human suffering by any possible means;
- Supporting or participating in medical research projects and publications with the objective of improving or developing effective diagnostic and therapeutic procedures;
- Engaging in all fundraising activities to finance actions matching the objectives of La Chaîne de l'Espoir;

And more generally, doing all that is legally possible in such matters.

The life of the Association shall be unlimited.

Its head office is located in Paris, in its administrative offices.

It can be transferred by a simple decision of the Bureau of its Board in Ile-de-France.

Article 2

To achieve its goals, the Association:

2-1 Relies on extensive collaborations with international organisations, governments and other local authorities, as well as public or private bodies, in France and in countries of intervention. Such collaborations shall be approved by the Board of Directors.

2-2 The Association undertakes actions in partnership with any organisation or association with similar objectives, in France and abroad.

2-3 The Association organises information campaigns, either for fundraising purposes or to make the public aware of the needs of children in distress. It produces public interest audio-visual education and information programmes, issues publications and organises conferences, symposiums, seminars and training activities.

2-4 The Association reserves the right to encourage the creation, in foreign countries, of other associations with similar purpose. Those associations shall be authorised to use the “La Chaîne de l’Espoir” name and brand, subject to rules and principles defined by La Chaîne de l’Espoir. Such associations shall be called “Affiliated associations”.

2-5 The actions of the Association are relayed in France and abroad by local groups constituting “Regional branches”.

2-6 In order to manage the children treated in France, the Association enlists the aid of volunteer host families, who take them in their home during the entire duration of the intervention and convalescence.

2-7 The Association manages donations and other gifts (legacies, donations and life insurances), of which it is a beneficiary.

2-8 The Association purchases, sells and manages any real estate necessary to fulfil its purpose, pursuant to article 6 of the French Law of 1901.

2-9 The Association may use any other means provided they are not inconsistent with its purpose.

Article 3

3-1 The Association comprises founding members, active members, associate members and

honorary members. Members are either natural or legal persons.

3-2 Founding members are natural persons. They make the same annual membership contribution than active members.

3-3 Active members explicitly share the purpose, By-laws and regulations of the Association; they directly and regularly cooperate toward achieving the goals of the Association and pay their annual membership. Taking in or sponsoring children is not considered as a mission granting the status of active member.

3-4 Associate members are natural persons who live abroad where they contribute to the action of the Association. They are exempted from payment of the membership fee; they may have a consultative voice at the General Meeting.

3-5 In order to become a member, the approval of the General Meeting is required.

3-6 The annual subscription due by founding members and active members who are natural persons, together with the subscription for legal entities, is set by a resolution of the Board of Directors.

3-7 The title of honorary member can be awarded by the Board of Directors to persons who render or have rendered significant services to the Association. As honorary members, those persons may participate in the General Meeting without having to pay an annual membership fee.

Article 4

The status as a member of the Association is lost in case of:

- Resignation sent by registered letter with notice of receipt to the Chairman of the Association;
- Death;
- Collapse, liquidation or merger, in the case of a legal entity;
- Exclusion by the Board of Directors, except appeal to the General Meeting, for non-payment of the annual subscription after a reminder has remained unsuccessful or for serious reasons. The interested member shall be previously invited to provide explanations.

The decision shall be notified to the excluded member within 30 days of the decision by registered letter with notice of receipt. The excluded member may, within 15 days of this notification, appeal to the General Meeting, convened for that purpose, within 15 days.

II - ADMINISTRATION AND OPERATION OF THE ASSOCIATION

Article 5

5-1 The Association shall be administered by a Board of Directors made up of a minimum of fifteen and a maximum of twenty-five members, as determined by the General Meeting. The members of the Board of Directors are elected, for a term of six years, by the General Meeting and chosen from among the various categories of members that make up that Meeting.

5-2 Four founding members are ex officio members of the Board of Directors. The elected members of the Board of Directors are drawn from a list approved by the ex officio members or by the outgoing Board of Directors.

Conditions for eligibility:

- Be an active member;
- Be over 25 years of age;
- Application to the Board of Directors no later than 10 days prior to the date of the General Meeting.

In this case, the Chairman shall, at least 15 days before the day of the General Meeting, during which the election for the statutory renewal of the Board of Directors will take place:

- Inform the members of the date of the General Meeting and of the number of positions to be filled within the Board of Directors;
- Remind the deadline for the admissibility of applications.

The complete agenda of the General Meeting and the final list of candidates shall be addressed to the members of the Association under the terms set forth in the present By-laws.

5-3 Outgoing members shall be eligible for re-election.

5-4 Each Board member may not hold more than two proxies.

Article 6

6-1 The Board of Directors shall meet at least once every six months and every time it is convened by its Chairman or if one quarter of the members of the Board of Directors so request. Convening notices may be forwarded through any means (mail, email) provided there is a proof of reception by the addressee.

6-2 The Board of Directors may validly deliberate only if at least one-third of its members are present or represented. Decisions shall be taken by a simple majority of the votes cast.

6-3 In the event of a tie, the Chairman shall have the casting vote.

6-4 Minutes of the sessions have to be made. The minutes shall be signed by the Chairman and the Secretary-General. They are compiled without blank spaces or erasures on numbered pages and kept at the head office of the Association.

Article 7

THE BUREAU OF THE BOARD OF DIRECTORS

7-1 The Board of Directors chooses, from amongst its members, a Bureau consisting of a Chairman, two Vice-Chairmen, a Secretary-General, a Deputy Secretary-General and a Treasurer.

Legal entities are represented by their current legal representatives or any duly entitled person.

The members of the Bureau are elected for a term of four years.

The Bureau has full authority to handle the day-to-day management of the Association.

The Bureau is in charge of the implementation of the Board's decisions and acts by delegation on behalf of the Board of Directors.

The Bureau shall meet at least once a month or upon convocation by the Chairman whenever necessary.

Any member who doesn't come to three consecutive meetings without excuse shall be considered as resigning.

The agenda of the meetings shall be determined by the Chairman.

The members of the Board of Directors may request the inclusion of supplementary items on the agenda. In this instance, the application must be received by the Association, at least 15 days prior to the meeting.

Employees of the Association may be invited to take part in an advisory capacity in the meetings.

The Board of Directors may call in, as observers, persons likely to enlighten it on a subject on the agenda.

Minutes shall be taken for each meeting and signed by the Chairman and the Secretary-General.

7-2 Voting method

Voting shall be conducted by a show of hands.

7-3 Vacancy

In the event of a vacancy, the Board of Directors may temporarily replace its member(s). The powers of the members thus co-opted shall be terminated upon expiry of the term of the

replaced members.

Article 8

THE CHAIRMAN

The Chairman is responsible for carrying out decisions of the Board of Directors and ensuring the proper functioning of the Association.

He/she represents the Association in all civil acts and is vested with full powers to this purpose. He/she is entitled to bring legal proceedings on behalf of the Association, both as plaintiff and as defendant, and assent any transaction. He/she may appeal decisions rendered and more generally initiate any judicial and extrajudicial proceedings to promote the interests of the Association and its member, in France and abroad.

He/she authorises spending.

He/she may delegate his/her powers according to the conditions referred to in the Rules of procedure. The representatives of the Association must enjoy the full exercise of their civil rights.

The Chairman convenes the General Meetings and the Board of Directors. He/she chairs all the Meetings.

In case of absence or illness, he/she shall be replaced by the Vice-Chairman, and, in the absence of the latter, by the most senior member or by any other member specially appointed by the Board of Directors.

He/she asks for a deposit or current account to be opened and operated at any bank or credit institution. He/she creates, signs, accepts and endorses any cheque and transfer order in the interests of the efficient operation of the accounts.

He/she may delegate to another member, to a representative of the Association or any person he/she deems appropriate, some of the powers mentioned above.

However, the legal representation of the Association can only be exercised, if not by the Chairman, by a proxy holding a specific delegation from him/her.

Article 9

THE SECRETARY-GENERAL

The Secretary-General is entrusted with all matter relating to correspondence and archives. He/she keeps the minutes of all Meetings and Board of Directors meetings, and, in general, all the writings concerning the operation of the Association, except for those relating to accountancy.

Article 10

THE TREASURER

The Treasurer is responsible for the financial management of the Association, collecting all income and making all payments, under the supervision of the Chairman. He/she keeps regular accounts of all the transactions and reports to the General Meeting that decides on the management.

The Treasurer, delegated by the Chairman, asks for a deposit or current account to be opened and operated at any bank or credit institution. He/she creates, signs, accepts and endorses any cheque and transfer order in the interests of the efficient operation of the accounts.

He/she may delegate to another member, to a representative of the Association or any person he/she deems appropriate, some of the powers mentioned above.

Article 11

11-1 The members of the Board of Directors, with the exception of the particular cases referred to in point 11-2 below, may not receive any remuneration for the duties assigned to them.

11-2 The Board of Directors may decide, in their absence, to allocate to some of its directors, according to their role and the amount of time actually devoted to the exercise of their position in the Association, an allowance in conformity with the provisions of article 6-111-1, paragraph 2, of the French Finance law of 2002, limited to three times the amount of the social security ceiling applicable on the year of the decision.

11-3 Expenses may be refunded, provided supporting invoices are produced.

11-4 The employees of the Association may be called by the Chairman, to attend, in an advisory capacity, the meetings of the General Meeting and of the Board of Directors.

Article 12

THE GENERAL MEETING

12-1 The General Meeting of the Association comprises all the members of the Association.

12-2 It meets once a year and every time it is convened by the Chairman or upon demand of at least a quarter of its members. Convening notices may be forwarded through any means (mail, email) provided there is a proof of reception by the addressee.

12-3 Its agenda is proposed by the Board of Directors.

12-4 It elects its Bureau which may be that of the Board of Directors.

12-5 It hears the reports on the management of the Board of Directors and on the moral and financial situation of the Association.

12-6 It approves the accounts of the year ended, votes the budget of the next financial year, deliberates on the items on the agenda and if needed renews the term of office of the members of the Board of Directors.

12-7 Minutes of the sessions have to be made. The minutes shall be signed by the Chairman and the Secretary-General. They are compiled without blank spaces or erasures on numbered pages and kept at the head office of the Association.

12-8 Each member present may hold more than three proxies in addition to his/her own. Decisions shall be taken by a simple majority of the votes cast.

12-9 In the event of a tie, the Chairman shall have the casting vote.

12-10 The annual report and the accounts shall be made available to all members of the Association.

Article 13

The decisions of the Board of Directors concerning the acquisition, exchange or transfer of real property required for the mission of the Association, the issuance of mortgages on this property, leases exceeding nine years, transfer of goods included in its endowment and loans must be submitted for approval by the General Meeting.

Article 14

The deliberations of the Board of Directors regarding the acceptance of any legacies and donations shall be valid only in accordance with the conditions laid down by article 910 of the French Civil Code.

Article 15

15-1 Local branches

Regional branches may be created in France or abroad with the approval of the Board of Directors and of the General Meeting and notified to the Prefect of the department within a period of eight days.

Those branches shall not be considered as legal entities distinct from the Association.

Every branch shall use the name and brand “La Chaîne de l’Espoir” together with its logo without changing it.

Branches work under the authority of the Board of Directors in accordance with the procedure

stipulated in article 9 of the Rules of procedure. Branches specifically undertake to carry out the tasks they have been entrusted with and to comply with regulations governing their operation.

The Board of Directors may, at any time, decide to terminate the activities of a Branch after discussion with its officer(s), in case of failure to comply with the provisions of the Rules of procedure or any other reason it deems sufficient.

15-2 Foreign correspondents

In the countries of origin of the children taken care of by the Association, the Board of Directors selects medical and administrative correspondents, who shall act under its authority with respect to the actions relating to the activities of the Association.

15-3 Affiliated Associations

The action of the Affiliated Associations created in France or abroad on the initiative of the Association shall correspond to the purpose defined in article 1 of these By-laws.

The rights and obligations of the Affiliated Associations are specified in a Charter to be signed by the Association and by each Associated Association.

An Affiliated Association shall not use the “La Chaîne de l’Espoir” name and brand, or its translation, without authorisation of the Board of Directors. The Board of Directors may at any time, after discussion with the person(s) responsible for the Affiliated Association, withdraw its authorisation, in case of a failure to comply with one or several provisions of the Charter or for any reason it deems sufficient.

III - ALLOCATION, ANNUAL RESOURCES OF THE ASSOCIATION

Article 16

The allocation includes:

1° An amount of €1,524 made up of deposits in conformity with the provisions of the following article,

2° Buildings necessary to serve the purpose of the Association, as well as woods, forests or plots of land to be afforested,

3° Capital from donations, unless its immediate use has been authorised,

4° At least the tenth, capitalised on a yearly basis, of the net income from the goods of the Association,

5° The portion of income surplus which is not necessary to the operations of the Association for the financial year to come.

Article 17

All investment income, including investment from endowment, is invested in registered securities, for which shall be drawn a note of registered references provided for in article 55 of the French law No. 87-416 of 17 June 1987 on savings, or in securities acceptable to the Banque de France for loan securing purposes and any French and foreign funds with guaranteed capital at maturity.

Article 18

The resources of the Association are composed of:

- Income from its property, except for the portion provided for in paragraph 4 of article 16 on contributions and subscriptions from its members;
- Grants and funds from the state and regional and local authorities;
- Grants and funds from public institutions, legal entities and international organisations;
- Gifts, particularly as part of sponsorship;
- Interest and revenues accruing from assets belonging to the Association;
- Capital from savings made on the annual budget from all other resources authorised by law;
- The price of services rendered or goods sold by the Association;
- The amount of securities issued by the Association, pursuant to article L.213-8 of the French Monetary and Financial Code;
- Donations and gifts that the Association may receive in relation to its purpose, the latter permitting to apply for the extended capacity provided for in article 6 of the French law of 1 July 1901;
- Funds provided on an exceptional basis and, if needed, approved by the competent authority;
- Income from payments for services rendered;
- Income from exceptional events permitted by law and, more generally, any income permitted by law, directly or indirectly, by the creation of suitable structures or products.

Article 19

Yearly accounts shall include an income statement, a balance sheet and notes, together with the annual accounting of the use of funds collected from the public.

IV - CHANGES TO THE BY-LAWS AND DISSOLUTION OF THE ASSOCIATION

Article 20

20-1 The By-laws may be changed by an Extraordinary General Meeting upon proposal by the Board of Directors or by one tenth of the members of the General Meeting.

20-2 In either case, the proposed modifications shall be placed on the agenda of the next General Meeting and said agenda shall be sent to all members of the General Meeting at least fifteen days in advance.

20-3 An Extraordinary General Meeting must be composed of no less than one quarter of serving members. If this proportion is not reached, the General Assembly shall be reconvened at least fifteen days later, and this time, it can make a valid decision, regardless of the number of members present or represented.

20-4 In all cases, the By-laws may be amended only by a two thirds majority of the members present or represented.

Article 21

21-1 An Extraordinary General Meeting called to approve the dissolution of the Association and convened especially for the purpose, subject to the conditions prescribed by article 20, must comprise at least one half plus one of the serving members.

21-2 If this proportion is not reached, an Extraordinary General Assembly shall be reconvened at least fifteen days later, and this time, it can make a valid decision, regardless of the number of members present or represented.

21-3 In all cases, the By-laws may be amended only by a two thirds majority of the members present or represented.

Article 22

In case of dissolution, an Extraordinary General Meeting shall appoint one or several commissioners to be in charge of the liquidation of all properties and assets of the Association. It donates any net assets to one or more institutions as provided for in article 6, paragraph 2, of the modified French law of 1 July 1901.

Article 23

The resolutions of the Extraordinary General Meeting provided for in articles 20, 21 and 22 are promptly addressed to the Prefect of the department.

V - SUPERVISION AND RULES OF PROCEDURE OF THE ASSOCIATION

Article 24

24-1 The Chairman of the Association must, within three months, notify the departmental or district prefecture of all changes made in the management or the administration of the

Association.

24-2 The minute-books and accounts of the Association shall be available at the head office on demand by the French Interior Minister or the Prefect, to them or any accredited deputy.

24-3 The financial statements and annual report, including that of the local Branches, shall be sent each year to the Prefect of the department.

Article 25

The Interior, Health, Humanitarian Action, Foreign Affairs and Cooperation Ministries may have their accredited representatives visit the establishments founded by the Association and report to them on their operation.

Article 26

The Rules of procedure prepared by the Board of Directors and approved by the General Meeting shall be sent to the Prefecture of the department.

French version signed in Paris, on 19 June 2017

The Chairman
Eric CHEYSSON



The Secretary-General
Sylvain CHAUVAUD

