



Association for the Promotion of Cooperative Approaches (APAC)

STATUTES

TITLE I: PURPOSE AND COMPOSITION

Article 1: Establishment and Name

An association governed by the provisions of the French Law of 1 July 1901, as amended by Law No. 81-909 and the Decree of 16 August 1901, is hereby established between the members adhering to these Articles of Association.

The name of the association shall be: *Association pour la Promotion des Approches Cooperative*, hereinafter referred to by its acronym: "APAC"

Article 2: Purpose

The purpose of the above-mentioned association is to bring together natural persons and legal entities in order to promote and develop cooperative approaches, particularly in five key areas:

- education of young people and adults,
- organizational management,
- social action,
- health,
- civic engagement.

and, more broadly, to contribute to the respect of human rights, social equality, sustainable development and peace.

¹ Statutes adopted unanimously by the founding general assembly on December 8th, 2021.

Article 3: Registered Office

The registered office of the association shall be located at:

Mr Dominique BENARD
245 Route de la Scierie
74520 Bogève

France

Article 4: Duration

The association is established for an unlimited duration.

Article 5: Membership and Contributions

The association is open to any natural or legal person who agrees to comply with these Articles of Association.

It comprises two categories of members:

- Ordinary Members: They join the association to express their support for its values and objectives and to enhance its visibility. They have access to all productions and services of the association, may contribute to them, and participate as of right in the association's governing bodies, particularly the General Meeting.

The annual membership fee shall be set by the General Meeting upon proposal of the Executive Committee.

- Donor Members: They contribute to the funding of the association through voluntary annual financial contributions.

Article 6: Termination of Membership

Membership shall cease in the event of:

- resignation submitted by registered letter to the President;
- non-payment of the annual membership fee;
- expulsion decided by the Executive Committee for failure to comply with these Articles of Association, the internal rules, or for serious misconduct (as defined in the internal rules);
- death (for natural persons) or cessation of activity (for legal entities).

² Statutes adopted unanimously by the founding general assembly on December 8th, 2021.

TITLE II: ADMINISTRATION AND OPERATION

Article 7: Ordinary General Meeting

The Ordinary General Meeting, composed of members (*natural persons or legal entities represented by their legal representatives or duly appointed representatives*), who are up to date with their membership fees, shall meet at least once per year.

It shall also meet whenever deemed necessary by the Executive Committee or upon request of at least one-third of the members.

Where the General Meeting is convened at the request of at least one-third of the members, such request must be signed by the applicants and accompanied by the proposed resolutions to be submitted to the vote of the Meeting. It must be notified by registered letter with acknowledgment of receipt to the registered office of the association, for the attention of the President. The Executive Committee shall be required to convene the General Meeting within one month following receipt of such request.

Persons other than members may be invited to attend the General Meeting by the Executive Committee and shall have an advisory voice only.

Notices convening meetings and documents relating to the agenda may be sent by post and/or electronically.

The General Meeting may be held remotely by videoconference.

The bureau of the General Meeting shall be appointed by the Executive Committee and shall comprise at least the President, the Secretary and the Treasurer.

The General Meeting shall validly deliberate only if at least one quarter of the members are present or represented. Each member present may hold no more than two proxies in addition to their own vote. If the quorum is not reached at the first meeting, a second meeting shall be convened and shall validly deliberate regardless of the number of members present or represented.

The General Meeting shall deliberate on the financial and moral position of the association and on the reports relating to the management of the Executive Committee. It shall approve the annual report and activity report as well as the accounts for the preceding financial year submitted by the Executive Committee.

³ Statutes adopted unanimously by the founding general assembly on December 8th, 2021.

It shall elect the members of the Executive Committee for a term of three years. Elections shall be held by single-member majority voting in one round; a relative majority shall suffice.

It may delegate to the Executive Committee all powers necessary for carrying out operations falling within the purpose of the association.

All resolutions of the General Meeting shall be passed by a show of hands, except for the election of members of the Executive Committee. A secret ballot may be held if requested by at least one quarter of the members present or represented.

Decisions of the General Meeting shall be binding on all members, including those absent or represented.

Proceedings of the General Meeting shall be recorded in minutes signed by the President and the Secretary.

The internal rules shall provide further details regarding the convening, operation and powers of the General Meeting.

Article 8: Executive Committee

The association shall be administered by an Executive Committee composed of a minimum of five (5) and a maximum of nine (9) members elected from among the members for a term of three years by the Ordinary General Meeting under the conditions set out in the internal rules.

In the event of vacancies, the Committee shall temporarily fill such positions. Permanent replacements shall be appointed at the next Ordinary General Meeting. The term of office of such members shall expire at the same time as that of the members they replace.

Outgoing members shall be eligible for re-election.

The Committee shall elect from among its members a President, a Vice-President, a Secretary and a Treasurer.

Article 9: Meetings and Deliberations of the Executive Committee

The Executive Committee shall meet at least three times per year and whenever convened by its President or at the request of at least one-third of its members, and as often as required in the interest of the association.

The agenda shall be prepared by the President.

⁴ Statutes adopted unanimously by the founding general assembly on December 8th, 2021.

Notices convening meetings and documents relating to the agenda may be sent by post and/or electronically.

The Executive Committee shall validly deliberate only if at least half of its members are present. If the quorum is not reached, the President shall reconvene the members within a minimum period of fifteen days. The Committee may then validly deliberate regardless of the number of members present.

The Executive Committee may meet remotely by videoconference.

Decisions shall be taken by an absolute majority of the votes cast, abstentions not being counted in the calculation of the majority. In the event of a tie, the President shall have a casting vote.

Any member of the Committee who, without valid excuse, fails to attend three consecutive meetings shall be deemed to have resigned.

Proceedings shall be recorded in minutes signed by the President and the Secretary.

The Executive Committee may invite any person whose expertise may assist its deliberations.

Members of the Executive Committee shall receive no remuneration for the duties entrusted to them. Reimbursement of expenses may be granted under the conditions set annually as part of the adoption of the association's budget, subject to supporting documentation and verification.

Article 10: Powers of the Executive Committee

The Executive Committee shall act in full compliance with the policies adopted by the General Meeting.

It shall be responsible for the management of the association and shall be vested with the widest powers to perform or authorize all acts and operations within the limits of its purpose and which are not reserved to the General Meeting.

It shall authorize the President to initiate legal proceedings.

It shall supervise the management of members elected within it and may require them to account for their actions.

The Executive Committee may decide to establish working groups and specialized committees, the operating rules of which shall be specified in the internal rules.

⁵ Statutes adopted unanimously by the founding general assembly on December 8th, 2021.

Article 11: Specific Powers

The President

The President shall:

- chair the meetings of the General Meeting and the Executive Committee;
- have all powers necessary for the day-to-day management of the association and authorize expenditure, which power may be delegated;
- represent the association in all acts of civil life and be vested with full authority for this purpose;
- represent the association in legal proceedings or appoint a representative acting under a special power of attorney granted for this purpose;
- delegate part of their powers, under their responsibility, to another member of the Executive Committee.

The Vice-President

The Vice-President shall assist the President and replace them in the event of incapacity.

The Treasurer

The Treasurer shall:

- be responsible for the financial management of the association before the Executive Committee and have access to all financial documents;
- prepare the annual budget for approval by the Executive Committee prior to the beginning of each financial year;
- carry out, under the supervision of the President, all payments and receipts, which may be delegated under their responsibility;
- present annually to the General Meeting, on behalf of the Executive Committee, the accounts for the previous financial year.
- The General Meeting shall grant discharge after reviewing the financial report and, where applicable, that of the statutory auditor.

The Secretary

The Secretary shall:

- be responsible for issuing notices of meetings;
- prepare or arrange for the preparation, under their responsibility, of the minutes of General Meetings and Executive Committee meetings;
- maintain the register of deliberations.

⁶ Statutes adopted unanimously by the founding general assembly on December 8th, 2021.

Article 12: Advisory Council

An Advisory Council, whose composition, appointment and operating procedures are defined in the internal rules, shall contribute to defining the orientations and strategic priorities of the association.

As a consultative body, its proposals and recommendations shall be submitted to the Executive Committee.

The Advisory Council may meet remotely by videoconference.

Article 13: Resources of the Association

The resources of the association shall consist of membership fees, grants or financial contributions from the State, local authorities or national or international institutions, donations, income from services provided, and all resources authorized by law.

Accounts shall be maintained in accordance with applicable legislative and regulatory standards.

The financial year shall run from 1 January to 31 December.

No member of the association shall be personally liable for its commitments. Only the association's assets shall be liable.

However, the liability of the President, the Treasurer, or any other member of the Executive Committee having received delegated authority, may be engaged.

Article 14: Internal Rules

Internal rules shall supplement and specify these Articles of Association. They must be adopted by the General Meeting.

TITLE III: AMENDMENTS AND DISSOLUTION

Article 15: Amendments

The General Meeting may amend these Articles of Association as it deems necessary.

⁷ Statutes adopted unanimously by the founding general assembly on December 8th, 2021.

Article 16: Dissolution

The dissolution of the association may only be decided by a General Meeting attended by at least half plus one of the members.

In the event of dissolution, any remaining assets shall be transferred to an organization pursuing objectives similar to those of APAC.

Statutes adopted unanimously by the founding General Assembly on December 8th 2021.

Bogève, December 16th, 2021

The President

M. Dominique BENARD



The Treasurer

M. Roland DAVAL

