

STATUTES

I. GENERAL PROVISIONS

Article 1 Name – Registered Office

Enfants du Monde is a non-profit association pursuant to articles 60 ff. of the Swiss Civil Code and its registered office is at Grand-Saconnex, Geneva.

Article 2 Purpose

The purpose of the association is to help and protect children regardless of considerations of race, gender, nationality, belief and political opinion, by actions of international mutual aid or development cooperation.

The association adheres to the principles of the Convention on the Rights of the Child, adopted by the General Assembly of the United Nations on 20th November 1989.

Article 3 Means

In order to fulfill the objective as herein defined, the association shall undertake every action enabling it to help and protect children and families.

Article 4 Duration

The duration of the association is indeterminate.

Article 5 Responsibility

The commitments of the association are exclusively guaranteed by its assets, with the exception of personal responsibility of its members.

Article 6 Resources

The Association's resources comprise the following:

- a) members' annual subscription fee
- b) project sponsorships
- c) income from its assets
- d) donations, legacies and other gifts
- e) income derived from all calls for funds

Article 7 Fiscal year

The fiscal year begins on 1st January and ends on 31st December of every year.

II. MEMBERS

Article 8 Admission

Any physical or legal entity whose application has been approved by the Committee will become a member. The Committee may, however, reject any membership application without stating any reason.

The status of member is also conferred on individuals who support financially the sponsorship projects. Consequently, they are called sponsors and are exempted from the subscription fee for the duration of their support.

Life membership status can be granted to any physical person who applies for membership to the Committee on payment of a global subscription fee as fixed by the General Assembly.

Article 9 *Rights of the Members*

The members of the association are entitled to attend the General Assembly and to exercise their right to vote. They can put forward proposals to the General Assembly observing the procedures prescribed by the statutes.

The members are regularly informed about the activities of the association.

Article 10 *Obligations of the Members*

The members must pay their annual subscription fee which shall be fixed by the General Assembly (article 14 j).

They are committed to promoting the principles and purpose of the association as much as they can.

Article 11 *Termination of membership*

Membership of the association shall cease:

- a) by resignation declared to the Committee;
- b) generally, for failing to pay the annual dues despite two reminders;
- c) by definitive expulsion approved by the Committee which gives a ruling without stating any reasons;
- d) by death, if it is a physical person;
- e) by dissolution, if it is a legal entity;

Outgoing or expelled members do not have any right to the assets of the association.

III. BODIES

Article 12 *The bodies of the association*

The bodies of the association are:

- a) the General Assembly
- b) the Committee
- c) the Commissions
- d) the Secretariat
- e) the Auditors

Moreover, the association has a Board of Patrons; however, it does not take part in management.

1. The General Assembly

Article 13 *Definition and composition*

The General Assembly is the supreme authority of the association. It consists of the members of the association.

Article 14 *Competences*

The competences of the General Assembly are defined below. It has general authority, subject to acts and decisions which, by law or according to the statutes, come within the scope of authority of other organs.

It has mainly the authority to:

- a) decide on the general policy of the association;
- b) take note of the Committee's report on its management, the running of the projects and the financial situation;
- c) take note of the auditors' reports;
- d) approve the accounts of the past fiscal year;
- e) grant discharge to the Committee for its management;
- f) elect the President;
- g) elect, if any, an honorary president and honorary members;

- h) elect the Committee from among the members of the association:
- i) elect the auditors;
- j) fix the annual subscription fee of members and the global subscription of life members;
- k) give its opinion on the proposals from the Committee or the members of the association;
- l) change the statutes;
- m) decide on the dissolution of the association.

Article 15 Ordinary Assembly

The ordinary General Assembly is convened by the Committee within six months of the closure of the fiscal year.

Article 16 Extraordinary Assembly

The extraordinary General Assembly may be convened by a decision of the General Assembly or the Committee or in response to a written and well-founded request of an auditor or at least fifty members.

Article 17 Convocation

The members shall be convened to the General Assembly by a letter containing the agenda and, if any, all proposals for amendments to the Statutes, at least thirty days prior to the date of the assembly.

Article 18 Proposals

Every individual proposal from members must reach the Committee in writing at least 10 days prior to the General Assembly at which the proposal shall be presented, without prejudice to article 36.

Article 19 Chairmanship and minutes

The General Assembly is chaired by the president of the association or, in his absence, by a vice-president or by another member of the Committee designated by the latter.

The secretary general of the assembly is appointed by the president. Scrutineers are appointed by the General Assembly at president's proposal.

The secretary of the assembly shall take the minutes and sign them together with the president of the assembly.

Article 20 Decisions and votes

The General Assembly meets regularly, whatever the number of members attending.

It can only take decisions on the subjects included on the agenda, with the exception of individual proposals (art.18) which have been brought to the attention of members in writing at the beginning of the assembly.

Subject to articles 36, para. 3 and 37 para.3, it takes the decisions and holds the elections by a majority of votes of the members present. In the event of a tie, the president or his deputy has the casting vote.

At the request of one-third of the members present, the voting and elections may be held by secret ballot.

Every member has the right to one vote. Written proxies given to any other member shall be allowed. Every member may not hold more than two proxies.

2. The Committee

Article 21 *Definition and composition*

The Committee is the governing body of the association. It runs the association in accordance with its objective. It consists of seven to eleven members, including the president. Members are elected for a four-year term and may stand for re-election (article 14 h and f).

At least two-thirds of the members must be of Swiss nationality. The members of the Committee discharge their duties on a voluntary basis.

Article 22 *Organization*

The Committee is chaired by the president of the association or, in his absence, by a vice-president or a member of the Committee. Moreover, it organizes itself.

The minutes of the meetings are signed by the president or his deputy and by the secretary of the meeting.

Article 23 *Competences*

The Committee has the authority to:

- a) run the activities of the association in accordance with its purposes and means;
- b) convene the General Assembly;
- c) put forward proposals to the General Assembly emanating from it or from the members of the association;
- d) supervise the implementation of decisions taken by the General Assembly;
- e) put forward proposals to the General Assembly with a view to the election of the president and the members of the Committee;
- f) appoint the two vice-presidents and the treasurer from among the Committee members;
- g) appoint the members of the Board of Patrons;
- h) determine the salary policy;
- i) hire the secretary general upon the president's proposals;
- j) approve the program policy, the annual framework of activities and, subject to article 28, the projects, their financing and their completion;
- k) adopt the budget for the management;
- l) admit members to the association;
- m) expel members from the association;
- n) set up commissions and appoint their chairperson and members;
- o) decide on the implementing rules.

Article 24 *Decisions and votes*

The decisions of the Committee are taken by a majority of votes of the members present. In the event of a tie, the president has the casting vote. At the request of at least three members, the votes or elections shall be held by secret ballot.

The Committee's decisions may be taken by circular. To give a ruling by circular, the majority of the votes of all members of the Committee is necessary.

Article 25 *Meetings*

The Committee meets as often as required by the business of the association, usually, four times a year at the request of the president, a vice-president, an auditor or five of its members. The notice of meeting containing the agenda shall be addressed to the members of the Committee at least fifteen days prior to the meeting. Items which are not on the agenda can only be dealt with if all the attending members of the Committee agree to reflect on them.

3. The Commissions

Article 26 *Definition and organization*

The permanent and ad hoc commissions are appointed by the Committee (art. 23 n). They organize themselves. Article 24 is applicable by analogy.

Article 27 *Composition*

The chairpersons of the permanent commissions are full *ex officio* members of the Committee, on which they represent their commission.

The members of the commissions can be chosen from outside the membership of the association.

Article 28 *Program Commission*

The Program Commission, consisting of five to seven members, shall examine all the projects submitted by the Secretariat as well as their financing. It shall submit a brief written report on all the projects to the Committee with a view to a decision. However, the commission shall decide itself on the extension of projects under way, the character of which shall not be altered.

The Program Commission shall examine the reports on missions and assessment of projects.

Article 29 *Information Commission*

The Information Commission, consisting of two or three members, shall propose information campaigns on the activity of the association and support the secretariat in its work related to information.

4. The Secretariat

Article 30 *Function and competences*

The secretary general shall be in charge of the secretariat. He shall implement the decisions taken by the bodies of the association and inform the president regularly about the conduct of business. He shall draw up initiatives and submit them to the bodies concerned, within the framework of the purposes of the association.

The secretary general shall attend the meetings of the General Assembly, the Committee and the commissions, unless otherwise decided by these bodies.

The secretary general shall hire the employees of the secretariat and the regional coordinators in agreement with the president of the association; as for the regional coordinators, the chairperson of the Program Commission shall also be consulted.

The secretariat shall be mainly in charge of preparing and ensuring the implementation and follow-up of the projects. It shall organize the fund-raising and inform the members and the public about the activity of the association. As for the selection of Swiss or foreign partner organizations, it shall rely on the guidelines set up by the Committee.

5. The Auditors

Article 31 *Election*

Every year the General Assembly shall elect a fiduciary as auditor as well as management controllers. These bodies may stand for re-election.

Article 32 *Competences*

- a) The fiduciary shall carry out audits pursuant to articles 727 ff. of the Swiss Federal Code of Obligations, which is applicable by analogy.
- b) At least two management controllers as well as a deputy shall carry out the management control and examine the accounts to determine whether they comply with the provisions of the statutes, the decisions of the Committee and those made by the General Assembly.

IV. THE BOARD OF PATRONS

Article 33 *Definition*

The Board of Patrons enhances the prestige of the association vis-à-vis the authorities and the public. Its members make the most of their influence to support the actions of the association.

Article 34 *Organization*

The Board of Patrons organizes itself. Members are regularly informed about the association's activities.

V. COMMITMENTS OF THE ASSOCIATION

Article 35 *Signature*

The association is legitimately bound vis-a-vis third parties by two joint signatures of the president, the two vice-presidents, the treasurer or the secretary general. The Committee may authorize other persons to sign for the association and determine the mode of their signature.

VI. AMENDMENTS TO THE STATUTES

Article 36 *Communication and decision*

Proposals for amendments to the statutes emanating from the members must be submitted to the Committee at least two months prior to the General Assembly.

Any proposal for amendments to the statutes must be submitted to the members at least 30 days prior to the General Assembly which should give a ruling.

Any decision regarding amendments to the statutes is taken by a majority of three quarters of the members attending the General Assembly.

VII. DISSOLUTION OF THE ASSOCIATION

Article 37 *Competences*

Except for the cases provided for by law, the General Assembly is the only body competent to pronounce the dissolution of the association upon a proposal from the Committee or a written and well-founded proposal submitted to the Committee three months in advance by one quarter of the registered members. The Committee shall give written notice that shall be made available to the members at the registered office thirty days prior to the General Assembly. The notice convening the General Assembly shall refer to the possibility of inspecting this document.

The decision to dissolve the association can only be taken by a majority of three quarters of the votes of the members present.

Article 38 *Winding-up*

Winding-up shall be carried out by the Committee unless the General Assembly decides otherwise. Subscription fees, donations and other contributions shall not give any entitlement to the assets of the association.

After having paid off all debts, the funds deriving from liquidation shall be handed over to another institution with similar aims which shall be chosen by the Committee.

**The present statutes replace and abrogate those of June 1983
and take effect on the date mentioned below.**

Berne, 23rd June 1993

*Certified to be a true translation
Geneva, June 21, 2006*