
Handicap International Federation

BYLAWS

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duly authorised**



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PREAMBLE

Since its creation in 1982, Handicap International has focused on creating and implementing appropriate solutions to the needs and expectations of persons with disabilities and populations facing poverty, conflicts and catastrophes.

Over the years, the development of our organisation and our activities, the increasingly professional nature of our interventions and our public commitment have broadened, structured and strengthened our movement.

In establishing the Handicap International Federation, our network of National Associations is creating a strong, united international organisation, the aims and ambitions of which are:

- to improve the effectiveness and extend the reach of Handicap International's actions,
- to increase its legitimacy and enhance its influence world-wide,
- to strengthen and preserve its cohesion and identity,
- to develop and sustain the resources it needs for its actions.

These bylaws set forth the organisation and functions of the Federation. Its governance will be transnational thereby ensuring:

- it has a recognised international identity,
- it is independent and speaks with one voice,
- unity of mission and principles of intervention.

This new federally-structured organisation will have full authority to:

- decide and carry out international aid and development work, advocacy actions and to bear witness,
- mobilise and organise interdependent resources,
- enhance the contributions of its fully interdependent constitutive bodies and develop synergies,
- represent Handicap International, establish cooperation and contract alliances with national or international institutions and organisations.

The Federation will take into account the contributions of all its Member Associations, together with their cultural, administrative and financial specificities, and will embody both the joint ownership of the common enterprise and the primacy of the general interest.

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ARTICLE 1. CREATION

The Handicap International Federation is created by the existing National Associations signing the by-laws hereby pursuant to the French law of July 1st 1901 concerning associations (“*Loi du 1^{er} Juillet 1901*”).

ARTICLE 2. NAME

The name of the association is: Handicap International Federation (hereafter the “**Federation**”).

ARTICLE 3. PURPOSE

The Handicap International Federation pursues a dual mission:

- An international aid and development mission:

The Federation’s action is aimed at, in all territories:

- populations at risk of diseases, violence or accidents liable to cause disability;
- vulnerable populations and in particular disabled persons and persons living with chronic disabling diseases;
- refugee populations; persons living in disaster areas or persons displaced by crises, conflicts and catastrophes, especially those among them who are vulnerable, injured and disabled;
- persons threatened by weapons, munitions and explosive devices during or in the aftermath of military conflicts.

The purpose of the Federation’s action is:

- to rapidly and sustainably improve the living conditions of people, communities and populations, with the aim of attaining the highest possible level of well-being;
- in the context of a crisis, to protect the life, health and dignity of victims and affected persons by providing appropriate relief and offering adapted solutions.

The Federation carries out its mission:

- by taking direct action with the populations concerned, and notably with vulnerable groups and disabled people;
- by coordinating our actions, establishing partnerships or supporting other operators;
- by assuming our role as an independent, non-religious, non-political, non-profit and non-governmental organisation with regard to the people benefiting from our actions, national and international institutions, professional organisations and the general public;
- by influencing the behaviour and policies of stakeholders and institutions through dialogue, the dissemination of Handicap International’s principles and recommendations, and reference to relevant Human Rights and International Humanitarian Law conventions.
- by providing, on an ancillary basis, services to organisations and individuals of all kinds, interested in the expertise that the Federation has developed in the aforementioned fields that make up its remit.

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- A mission of Management and Coordination of the Federal Network:

At the supranational level, the Federation embodies the Federal Network which is constituted by its Member Associations (hereafter the “**Federal Network**”). The Federation has responsibility and full authority for:

- ensuring that the global and general interests of Handicap International’s mission prevail over each Member Associations’ individual interests and over any national concerns that might be pertaining to them;
- deciding the Federal Network’s multi-annual strategy;
- ensuring all its members associations apply the multi-annual strategy at the national level;
- defining the policies and management rules applicable to the whole network and ensuring its members associations comply with these rules and policies;
- deciding and overseeing the operational activity of international aid and development projects on behalf of its members associations;
- implementing the network’s advocacy and political action on an international level, in countries where there is no Member Association, and ensuring the coherency of advocacy actions carried out on a national level by its Member Associations;
- developing the Federal Network by creating or admitting new members associations to the Federation;
- creating any new entity to promote the Federal Network’s interests.

ARTICLE 4. MEANS OF ACTION

The Federation can carry out all civil acts not prohibited by its by-laws. In particular, to achieve its objectives and fulfil its company purpose, the Federation provides itself with the following means of action, designated according to the goal pursued.

International aid and development mission:

In order to carry out its purpose, the Federation will pursue its aims by:

- developing and managing programmes and actions;
- implementing actions in areas such as risk prevention or management, the development of individual capabilities and adaptation to environmental factors, on the basis of up-to-date methodological approaches adapted to the context;
- supporting people, associations and communities as well as technical and administrative services in the countries of intervention;
- contributing towards national and international policy-making, in line with the Federation’s scope of competence and range of activities;
- raising awareness, informing and mobilising public opinion, at a national and international level;

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- mobilising institutional or private financial resources, and financial contributions from its members associations for use in implementing its activities and its administration;
 - recruiting and providing professional training to the Federation's personnel, whether volunteers, salaried staff or consultants, in order to implement actions relative to its mission;
 - cooperating with any association, body, administration or platform having, periodically or permanently, the same purposes as Handicap International;
 - participating in or organising professional, institutional or cultural events directly linked to its scope of competence and its actions; and
 - implementing research, evaluation, information and diffusion projects directed at the professional or institutional sector or the general public.

Management and coordination of the Federal Network:

In order to manage and to coordinate the Federal Network, the Federation will pursue its aims through the following means:

- regular meetings of representatives of the federal collective bodies and of the directors of its members associations;
- coordinating the Federal Network to ensure the coherency of the actions carried out by its members and the cohesion of the Federal Network;
- approving the annual budget and the multi-annual development plan of each of its members;
- managing the Federal Network's consolidated budget;
- maintaining a constant and complete overview and overseeing available cash-flow in all the Federal Network entities;
- overseeing the management of available funding within all of the Federal Network entities: reserves are locked up and managed according to common rules fixed by the federal board of trustees; these reserves allow each Member Association, as well as the Federation, to meet their legal and contractual obligations; the management of all surplus reserves is overseen by the federal board of trustees;
- arbitrating in potential disagreements arising within the Federal Network; and
- providing any kind of administrative services to its members associations

In accordance with the Federal Network's rules of procedure and any developments in these rules of procedure, and in compliance the relevant national legislation

ARTICLE 5. REGISTERED OFFICE

The Federation's registered office is located in Lyon (France).

It may be transferred to any other location within the Metropolitan Area of Lyon by decision of the federal board of trustees. Any transfer to a location falling outside of this scope shall be subject to the approval of the extraordinary federal general assembly.

ARTICLE 6. DURATION

The Federation is created for an unlimited duration.

ARTICLE 7. MEMBERS

7.1 CATEGORIES

Only legal entities legally founded according to the laws applicable in the Nation where their registered office is located shall be members of the Federation.

The founder members of the Federation are the National Handicap International Associations which initiated the creation of the Federation, namely:

- Handicap International in France,
- Handicap International – National Association Switzerland,
- Handicap International in Germany,
- Handicap International U.K. in Great Britain,
- Handicap International in Canada, and
- Handicap International in the U.S.A.

7.2 ACCEPTANCE OF MEMBERSHIP

To become a member of the Federation, one must be approved by the extraordinary federal general assembly.

Members help to implement the social mission provided by the Federation:

- they represent Handicap International in their country of establishment and participate in achieving the Federal Network's objectives,
- they mobilise financial, technical and human resources for the benefit of the programmes implemented by the Federation,
- they help develop the image and renown of Handicap International through communication and awareness actions with the general public,
- lastly, they uphold the values and positions of the Federal Network.

The up-to-date list of the Federation's members is held at the Federation's registered office and can be consulted by any of its Members Association. It can also be found in the Federation's rules of procedure.

7.3 LOSS OF MEMBERSHIP

Membership of the Federation can be lost:

- By withdrawal decided in accordance with its by-laws and notified by registered letter with acknowledgement of receipt, to the President of the Federation.
- By winding-up of the legal entity for any reason, or its declaration of insolvency.
- By termination, for any reason, of the Handicap International brand name license agreement entered into between the Federation and the Member Association concerned.

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- By exclusion decided by the extraordinary federal general assembly for refusal to contribute to the Federation's operation or on serious grounds. The President of the association is first invited to provide his explanations. "Serious grounds" with respect thereto notably include but are not limited to:
 - o any default on financial contributions to the Federation;
 - o non-compliance with the provisions and principles in these by-laws and rules of procedure and non-compliance with decisions implemented pursuant to these documents;
 - o non-compliance with any provision of agreements entered into between the Federation and its members associations, notably the right to use the brand name Handicap International as mentioned in the brand name license agreement entered into between the Federation and its members associations;
 - o any non-material or financial damage to the Federation;
 - o any involvement, as a member of the Federation, in any public demonstration having a political or a religious purpose without the express authorization of the federal board of trustees; and
 - o non-compliance with requirements of discretion for any declaration made to the press.

Loss of membership of the Federation, for any reason whatsoever, will automatically revoke the brand name license agreement entered into between the Federation and the Member Association concerned. In conjunction with that, it will prohibit the right to use the Handicap International brand name on any medium and in any communication with effect from the day of exclusion or of loss of membership of the Federation.

ARTICLE 8. RESOURCES

The Federation's resources are composed of the financial contributions made by its members and of any other resources that the Federation may deem useful, including all resources allowed by laws and regulations.

ARTICLE 9. FEDERAL GENERAL ASSEMBLY

9.1 REPRESENTATIVES TO THE FEDERAL GENERAL ASSEMBLY

9.1.1 Principles

Representatives of the Federation's Member Associations have the right to attend federal general assembly meetings and have a right to vote pursuant to the following provisions:

Boards of trustees of Member Associations appoint their representatives to the federal general assembly of the Federation (hereafter a "**Representative**" or the "**Representatives**"), in accordance with the legal and/or regulatory provisions governing the said Member Associations.

The President of a board of trustees of a Member Associations is ex officio a Representative of the Member Association at federal general assembly meetings, except when he or she is a member of the federal Board of Trustees.

The other Representatives are appointed by the Member Associations for a one (1) year period from their appointment. One year means the period between two Ordinary General Meetings deciding on the accounts of the last closed financial year.

Employees of members associations or employees of the Federation, or elected members of the federal board of trustees shall not be appointed as Representatives.

In case of resignation voluntary or ex officio (cf. the provisions of Article 14, below), permanent non-availability or exclusion of a Representative, a new Representative will be appointed to replace the former Representative by decision of the board of trustees of the Member Association concerned. The Representative will be appointed for the unexpired term of office of the former Representative.

In case a Representative is temporarily hindered from attending a federal general assembly meeting, the Member Association's board of trustees may nominate a replacement for the needs of this assembly. This replacement will be subject to the same rules on incompatibility that apply to all Representatives.

Representatives have the right to attend and vote at federal general assembly meetings and each of them shall have one (1) vote.

Each Member Association has a fixed number of Representatives, as further described in the following article and specified in the rules of procedure.

9.1.2 Allocation of Member Association votes

The number of Representatives to be allocated to each Member Association is defined according to a calculation method specified in the rules of procedure.

This number shall be calculated by the federal board of trustees based on the calculation method in force. The calculation shall be made every three years and for the first time from the date of the first general assembly meeting following the general assembly meeting of 25 June 2016.

Prior to the three-yearly calculation by the federal board of trustees of the number of Representatives to be allocated to each Member Association, the federal board of trustees may submit a proposal to the extraordinary general assembly to amend the method for calculating the number of Representatives allocated to each Member Association.

(b) The federal board of trustees shall also update the number of Representatives of each Member Association (i) in case of loss of membership by one or several Member Association(s), or (ii) further to the accession to the Federation of one or several new Member Association(s).

- (i) In case of loss of membership by a Member Association, the departing member shall no longer have a Representative and the aggregate number of Representatives shall be reduced accordingly. This change shall become effective from the date of loss of membership.
- (ii) In case of the accession to the Federation of a new Member Association, the new member shall be allocated one (1) Representative until the next amendment to the method for calculating the number of Representatives, which shall be made within three (3) years of the federal general assembly meeting approving membership of the Federation by the new Member Association. This change shall become effective from the date of accession to the Federation of the new Member Association.

(c) Unless otherwise stipulated in the by-laws, the revision of the number of Representatives and of their allocation among the members associations shall in no circumstances result in the allocation to any Member Association of more than one third (1/3) of the Representatives having the right to vote at federal general assembly meetings.

9.2 GENERAL PROVISIONS

Federal general assembly meetings are convened by mail or e-mail, at least fifteen (15) days prior to the meeting, by the President of the Federation. The written convocation will contain the agenda for the federal general assembly meeting and details of its organisation.

The members may also express themselves by written consultation both in ordinary matters, with the exception of the approval of the accounts, and in extraordinary matters, under the conditions and according to the procedures laid down by the Rules of Procedure. It is up to the Federal Board of Trustees to decide on this mode of consultation. Federal general assembly meetings may also be convened by the President of the Federation at the request of two-thirds (2/3) of the Member Associations, who, in such an event, may include their own questions on the agenda.

The President of the Federation also convenes the statutory auditor to every ordinary federal general assembly meeting called to approve the annual accounts.

Federal general assembly meetings may take place at the Federation's registered office or in any other location decided by the federal board of trustees.

Federal general assembly meetings may be held by means of a teleconference (audio-visual or telephone), as decided by the federal board of trustees, including for those ordinary federal general assembly meeting called to approve the annual accounts. In this event, proxy voting by email is authorised in accordance with the conditions set out in the rules of procedure.

Members attending the general meeting via teleconference or videoconference as well as those participating by proxy voting by email are deemed present for the purposes of calculating a quorum. The same applies for members they are representing.

The meeting is chaired by the President of the Federation, who presents the agenda and leads the discussions. He/she is assisted by the federal general Secretary. If the President of the Federation is temporarily absent, the federal general Secretary takes the chair. If the federal general Secretary is also temporarily absent, the meeting is then chaired by the person appointed by the federal board of trustees. Federal general assembly meetings shall only vote on items included in the meeting's agenda, except in the case of the removal of a member of the federal board of trustees.

The federal general assembly may invite any person to speak at its meetings who is able to usefully inform and advise the assembly's debate.

Each Representative can only be represented at a federal general assembly meeting by another Representative, provided that a proxy was duly drafted and signed prior to the meeting. Each Representative can represent a maximum of two Representatives, unless otherwise stated in the rules of procedure.

Minutes are kept of the deliberations and resolutions of the federal general assemblies. The minutes are signed by the President of the Federation and by the Federal Secretary General or, in case of impediment, by another member of the Bureau

Votes are made by secret ballot.

9.3 ORDINARY FEDERAL GENERAL ASSEMBLY

9.3.1 Powers

The ordinary federal general assembly is empowered to take any decisions which shall not call the Federation's existence into question or impair its main purpose, as provided below:

An ordinary federal general assembly sits at least once a year, within six (6) months of the end of the financial year and any time deemed necessary by the President of the Federation or at the request of at least two thirds (2/3) of the Member Associations.

The ordinary federal assembly hears and approves the President's report and the financial report, as well as the statutory auditor's report.

The ordinary federal general assembly approves the annual accounts of the Federation and the consolidated annual accounts of the Federal Network, allocates the result, approves the budget estimate and grants a qualified discharge ("*quitus*") to the members of the federal board of trustees for performance of their duties.

The annual report and the accounts are sent each year to all members of the general assembly by electronic means and kept available at the registered office of the Federation.

The ordinary federal general assembly appoints the statutory auditor and the deputy statutory auditor under the statutory conditions

The ordinary federal general assembly approves the multi-annual strategy of the Federal Network.

The ordinary federal general assembly appoints, renews and revokes the members of the federal board of trustees.

The ordinary federal general assembly grants the federal board of trustees powers to sign any act, to take any commitment, and to enter into any agreement under which may otherwise exceed its statutory powers.

The ordinary federal general assembly shall discuss all items on the meeting's agenda, provided that they are not vested within any other federal body.

9.3.2 Quorum and majority

The ordinary federal general assembly shall validly deliberate if the Representatives, present or represented, hold at least fifty percent (50%) of the aggregate number of votes of the members of the Federation.

Decisions of the ordinary federal general assembly are adopted by a simple majority vote.

9.4 EXTRAORDINARY FEDERAL GENERAL ASSEMBLY

9.4.1 Powers

The extraordinary federal general assembly meets whenever necessary, at the initiative of the President of the Federation or at the request of at least two thirds (2/3) of the Member Associations.

The extraordinary federal general assembly is empowered to proceed with:

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- the closure or transfer of the Federation's registered office (except for the transfer of the Federation's registered office within the Metropolitan Area of Lyon, which is the responsibility of the Board of Trustees – see Article 5, above);
 - the closure or transfer of the Operations Centre in Belgium (the Operations Centre in Belgium being a federal establishment located in Brussels, whose Board of Trustees is the Federal Board of Trustees);
 - to modify the Federation's bylaws.

The Bylaws may be amended on the proposal of the Federal Board of Trustees or, by way of exception to the provisions of Article 9.2 above, on the proposal of one tenth of the Member Associations making up the General Assembly of members and representing at least one tenth of the votes. Proposals for amendments shall be included in the agenda of the said meeting, which must be sent to all Member Associations at least 15 days before the date of the General Meeting.

- to modify the method for calculating the number of Representatives at the federal general assembly as provided for in the rules of procedure
- to approve membership of any new Member Association and to exclude any Member Association
- to dissolve the Federation and to decide the allocation of its assets, to conduct the merger or transformation of the Federation
- to create any legal entity related to the implementation of the Federation's purpose.

More generally, the extraordinary federal general assembly is empowered to take any decision which may call the Federation's existence into question or impair its main purpose.

9.4.2 Quorum and majority

The extraordinary federal general assembly shall validly deliberate if the Representatives, present or represented, hold at least fifty percent (50%) of the aggregate number of votes of the members of the Federation. Decisions of the extraordinary federal general assembly are adopted by a two-third (2/3) majority vote by the Representatives present or represented. If voting is tied, the President's vote breaks the tie.

ARTICLE 10. FEDERAL BOARD OF TRUSTEES

10.1 COMPOSITION

The Federation is run by a federal board of trustees, composed of nine (9) to fifteen (15) trustees. Seven (7) to thirteen (13) of these trustees are elected by the ordinary general assembly by a simple majority vote for a period of three (3) years renewable by thirds each year. A year is defined as the period between two Ordinary General Meetings called to approve the accounts for the last financial year. Two of these trustees shall be Presidents of Member Associations, appointed for a period of one (1) year by the Presidents Group (consisting of the President of the Federation and the Presidents of the Member Associations). The role and composition of the College of Presidents are described in the Rules of Procedure.

Members of the federal board of trustees shall only be natural persons.

These persons are elected on the basis of their areas of expertise and competence to administer the Federation. They may or may not be members of a Member Association of the Federation, or Trustees of a Member Association of the Federation. Elected trustees of the federal board of trustees shall not be President, Vice-President or Treasurer of any Member Association.

Members of the federal board of trustees shall not have entered into an employment contract with any Member Association, or with the Federation.

Renewal of the elected trustees of the federal board of trustees is done annually, by thirds, by the federal general assembly. Those trustees to be reappointed after the first or the second year will be selected by the drawing of lots.

Outgoing elected trustees are re-eligible within the limit of nine years.

Beyond nine years, the principle of renewal must be the subject of a specific vote by the general assembly.

In case of vacancy of one or several members, the federal board of trustees can provisionally fill this vacancy by co-optation. The federal board of trustees shall fill the vacant seats whenever the number of filled seats is below the minimum statutory number of nine (9) trustees. This appointment is subject to ratification by the next ordinary general assembly meeting. The co-opted trustee of the board of trustees shall then be appointed for the unexpired term of office of the former trustee.

In the event of one or more trustees being prevented from attending for more than one month due to temporary incapacity, illness or any other cause, and duly noted by the Federal Board of Trustees, the latter shall be obliged to proceed with this replacement if the functions assumed by the trustee(s) concerned are those of Federal President or Federal Treasurer. If the Federal President is prevented from carrying out his duties, and in the case of the President with no conditions as to duration, the Federal General Secretary is appointed by the Federal Board of Trustees, convened exceptionally by the Federal Treasurer or, failing that, by any trustee acting, to ensure there is a temporary replacement. This replacement ends as soon as the impediment ends. If the impediment becomes permanent, the aforementioned provisions relating to vacancies apply.

The office of member of the federal board of trustees shall terminate upon (i) their voluntary or ex officio resignation (cf. the provisions of Article 14, below), if appropriate (ii) non-attendance of three (3) consecutive federal board of trustee meetings without prior written notification to the President of the Federation, or for which the President of the Federation did not receive any proxy to represent the defaulting member, (iii) their removal by the federal general assembly, which can be decided without justification and without being included on the agenda after an irregularity of the meeting and (iv) dissolution of the Federation.

10.2 POWERS

The federal board of trustees is vested with the widest powers to manage, conduct and direct the Federation, without prejudice to the powers statutorily granted to the federal general assembly, and notably the following:

1. General policy and functioning of the network

The federal board of trustees:

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- validates the policy, general guidance, and the general operating frameworks and oversees the implementation of Handicap International's strategic vision;
 - coordinates the Federal Network;
 - arbitrates in any dispute arising between the Federation and one of its Member Associations, in accordance with procedure outlined in the rules of procedure;

2. Financial and accounting policy

The federal board of trustees:

- rules off the annual accounts of the Federation and the consolidated annual accounts of the Federal Network;
- prepares, according to the terms defined in the rules of procedure, the report on the Federation's financial situation as well as the budget to be submitted to the general assembly,

supervises the implementation of the budgets approved in the general assembly.

3. Organisation and management of the Federation

- chooses from among its elected members, by secret ballot, a bureau elected for three years composed of a President, a federal Treasurer and a federal general Secretary;

The duties of members of the federal bureau end by (i) their resignation (ii) loss of the position of federal executive officer, (iii) their absence from three (3) consecutive meetings of the federal bureau for which the President of the Federation was not informed in writing or did not receive any power of attorney to represent the missing member of the federal bureau and (iv) their dismissal by the federal board of trustees by a majority of two thirds (2/3) of the votes, which can take place without explanation and without being cited on the agenda after an irregularity of the meeting only.

- replaces members of the bureau ceasing their duties during their term, regardless of the reasons for such cessation;
- oversees the implementation of their duties;
- recruits a Global Managing Director to whom it delegates part of its powers pursuant to the delegation of powers provided for in the rules of procedure, determines his remuneration, supervises and assesses his work, and terminates his duties;
- authorises acts and commitments exceeding the scope of powers granted to the Global Managing Director ;
- gives account of its office to the annual federal general assembly; and
- draws up and amends, where applicable, the Federation's rules of procedure and submits them to the federal general assembly for approval

The board of trustees can delegate part of its duties to bureau members or the Global Managing Director.

10.3. OPERATION

The federal board of trustees meets at least three (3) times a year at the initiative of and upon notice to attend from the President of the Federation or at the request of at least 2/3 of the trustees of the

Federation. At least two meetings per year shall be held at the Federation's registered office or in any other location; the other meetings can be held by means of a teleconference or videoconference; proxy voting by email is then authorised. The conditions for voting via a teleconference, videoconference and by email are those set out in the rules of procedure relating to a vote at a general meeting.

Written convocations are sent by simple letter or by e-mail, and addressed to the members of the federal board of trustees, at least fifteen (15) days prior to the meeting.

The federal board of trustees can be held validly without any notice if all of its members are present or represented.

The written convocation will contain the agenda for the federal board of trustees meeting and details of its organisation

Participation and voting by email, by teleconference, videoconference or any other means of communication enabling its author to be identified under the conditions stipulated by the rules of procedure.

The federal board of trustees shall validly deliberate if half of its members are present or represented.

Each federal board of trustees' member shall only be represented on the federal board of trustees, for calculating the majority, by another federal board of trustees' member, provided that a proxy was duly drafted and signed prior to the meeting. Each member of the federal board of trustees shall only represent a maximum of one member.

Decisions are adopted by absolute majority vote (50% plus one vote) of the federal trustees present or represented. The President of the Federation shall have a casting vote in the event of an equality of votes.

The federal board of trustees can invite any person to speak at its meetings who is able to usefully inform and advise the assembly's debate.

Decisions taken at federal board of trustees meetings shall be recorded in minutes signed by the President of the Federation and by the federal general Secretary or, if hindered, by another member of the Bureau..

ARTICLE 11. POWERS OF THE BUREAU MEMBERS

11.1 The President of the Federation

The President of the Federation convenes the federal bureau, the federal board of trustees and the federal general assembly, and takes the chair in these meetings. The President runs the federal board of trustees and coordinates the duties of the Executive Director and of federal board of trustees. In the event that the President is prevented from carrying out his duties, his role shall be carried out by the Federal General Secretary who shall assume all the duties of the President without exception for the duration of the impediment as defined in Article 10.1 above. The President represents the Federation with third parties. He or she takes legal action on behalf of the Federation as applicant and as respondent. He or she orders expenditures. The President can also delegate powers under conditions set by the rules of procedure.

If being represented in court, the President can only be replaced by an authorised representative acting by virtue of a special power of attorney.

11.2 The federal general Secretary

The federal general Secretary is in charge of ensuring the smooth running of the Federation with regard to all material, administrative, accounting and legal matters. The federal general Secretary, together with

the President of the Federation, drafts and signs or delegates under his supervision and control, the minutes of the federal bureau, federal board of trustees and federal general assembly meetings.. He carries out, or delegates under his supervision and control, any declaration to the French administration and any publication in the Official Journal of the French Republic ("*Journal Officiel de la République Française*"), pursuant to applicable laws and regulations. He/she shall assume the functions of the President in the event of the latter's incapacity as specified in Articles 10.1 and 11.1 above.

11.3 The federal Treasurer

The federal Treasurer oversees the drawing-up of the Federation's annual accounts. He/she drafts and presents the financial report and the annual accounts to the annual ordinary federal general assembly..

ARTICLE 12. HONORARY PRESIDENT

A President of the Federation may, at the end of his or her active functions within the Federation and the other entities of the HI network, be appointed Honorary President of the Federation as a token of recognition for the actions accomplished in the service of the HI network. This appointment is decided by the Board of Trustees, which may also decide to withdraw this honorary title in exceptional circumstances. He is invited to the annual or extraordinary meetings of the general assembly of the Federation as well as to the festive events organized to celebrate its anniversaries.

ARTICLE 13. DONATIONS

The Federation can accept donations between living persons and by testament under the conditions established in Article 910 of the French Civil Code.

ARTICLE 14. GLOBAL MANAGING DIRECTOR

The Global Managing Director, as an employee of the Federation, is in charge of the Federation's day-to-day management. The Global Managing Director acts pursuant to a delegation of powers granted by the federal board of trustees and one of the Bureau members

ARTICLE 15. PLURALITY OF OFFICES

In the event an individual who holds one or several office(s) within a Member Association is appointed or elected to an office within the Federation that is incompatible with one or several of his or her offices pursuant to the present by-laws, the following rules shall apply to such cases of plurality of offices.

Once the individual is appointed or elected to a position within the Federation, he or she shall resign from his or her office before the relevant governing body of the Member Association concerned within a month of his or her appointment or election. If he or she fails to do so, his or her office(s) within the Federation shall be deemed terminated ex officio and the relevant federal body shall proceed with a new appointment or a new election without delay.

ARTICLE 16. FINANCIAL YEAR

The financial year shall start on January 1st and end on December 31st.

ARTICLE 17. ACCOUNTING - ACCOUNTS AND ANNUAL FINANCIAL STATEMENTS

Accounts are drawn up pursuant to applicable standards and rules ("*Plan Comptable Général*"). Accounts include an annual balance sheet, a profit and loss account (funds-flow statement) and, if necessary, one or several notes to the accounts. The annual consolidated accounts of the Federal Network are drawn up and ruled of pursuant to applicable standards and rules.

The annual financial statements, the President's report, the financial report (including the financial report of the Federal Network) and the statutory auditor's report are made available to all Member Associations fifteen (15) days prior to the ordinary federal general assembly meeting called to approve the annual accounts. In addition, the annual report and the accounts are sent each year to all members of the Federation by electronic means and kept available at the registered office of the Federation.

ARTICLE 18. STATUTORY AUDITORS

The ordinary federal general assembly appoints a statutory auditor and a deputy statutory auditor.

The statutory auditor conducts its mission pursuant to applicable standards and rules. He/she drafts and presents every year to the ordinary federal general assembly meeting called to approve the annual accounts, a report accounting for its mission and certifying that the accounts give a true and fair view of the Federation's financial position.

ARTICLE 19. DISSOLUTION

The extraordinary general assembly called on to decide on the winding-up of the Federation is called together specifically for that purpose.

ARTICLE 20. LIQUIDATION

In the event that the Federation is liquidated for any reason whatsoever, the federal general assembly appoints one or several liquidators in charge of the liquidation. Once the liquidation process is over, the federal general assembly votes on the vesting of the net assets to one or several other non-profit organisations pursuing identical or similar goals.

Federation members cannot under any circumstances be allocated any share of the assets, excepting the taking back of contributions.

ARTICLE 21. CONTRIBUTIONS TO THE FEDERATION

Each Member Association may make one or several contributions to the Federation in order to ensure its smooth running.

ARTICLE 22. DECLARATIONS

Within three months, the President must inform the prefecture of the departement [regional division] where the Federation has its registered office, of any changes having occurred in the running of the Federation.

ARTICLE 23. RULES OF PROCEDURE

The rules of procedure, approved by the federal general assembly at an ordinary sitting, detail and implement where appropriate, the provisions of the present by-laws in connection with the organisation and functions of the Federation. The rules of procedure come into effect on the date of approval by the ordinary general assembly, or on any other date approved by it.

ARTICLE 24. ENGLISH VERSION OF THE BYLAWS

These bylaws, as well as the rules of procedure, have been translated from the original French into English. Should the two versions conflict, the French version will take precedence.

Update project validated by the board of trustees on 12 May 2022

Adopted by the federal general assembly on 18 June 2022.

At Lyon,

In four (4) counterparts.



Jean-Noël Dargnies, President



Pascal Pollet, Secretary