

**Handicap International Federation**

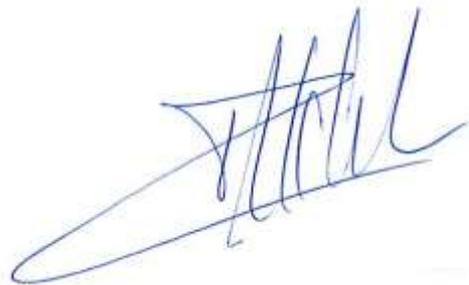
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**BYLAWS**

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**Updated following the Board of Trustees of June 28, 2014**

**By Jacques Tassi and Philippe Chabasse,  
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.

\* \* \*

## 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 1<sup>st</sup> 1901 concerning associations (“*Loi du 1<sup>er</sup> Juillet 1901*”).

## 2. NAME

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

## 3. PURPOSE

International aid and development mission:

The Federation’s action is aimed at:

- 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.

### 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 members 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.

## **4. MEANS OF ACTION**

### 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;
- 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 national 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

#### **5. REGISTERED OFFICE**

The Federation's registered office is located at 138, avenue des frères Lumière, 69008 Lyon (France).

It may be transferred to any other location within the Urban Community of Lyon ("*Communauté Urbaine de Lyon*") by decision of the federal board of trustees. Any transfer to a location falling outside of this scope shall be approved by the federal general assembly.

#### **6. DURATION**

The Federation is created for an unlimited duration, from the date of its publication in the Official Journal of the French Republic ("*Journal Officiel de la République Française*").

## **7. MEMBERS**

### **7.1 CATEGORIES**

Only legal entities shall be members of the Federation.

The founder members are the national Handicap International associations which initiated the creation of the Federation, namely:

- Handicap International in France,
- Handicap International – Swiss section in 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**

Membership to the Federation for new members is subject to approval by the extraordinary federal general assembly.

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 through:

1. Resignation notified by registered mail to the Chairperson of the Federation.
2. The winding-up, for any reason, of the legal entity(ies) or it's (their) declaration of insolvency.
3. The termination, for any reason, of the brand name license agreement entered into between the Federation and the member association concerned.
4. Exclusion decided by the extraordinary federal general assembly on serious grounds, once the national association concerned has had the opportunity to explain its actions. "Serious grounds" with respect thereto notably include:
  - any default on financial contributions to the Federation;
  - non-compliance with the provisions and principles in the constitutive documents of the Federation (by-laws, rules of procedure and charter) and decisions implemented pursuant to these documents;
  - 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;

- any non-material or financial damage to the Federation;
- 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
- 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 and will prohibit the right to use the Handicap International brand name with effect from the day of exclusion or of loss of membership of the Federation.

## **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.

## **9. FEDERAL GENERAL ASSEMBLY**

### **9.1 REPRESENTATIVES TO THE FEDERAL GENERAL ASSEMBLY**

#### **9.1.1 Principles**

Members of the Federation have the right to attend federal general assembly meetings and have a right to vote pursuant to the following provisions:

Boards of trustees of national Handicap International associations appoint their representatives to the federal general assembly of the Federation (hereafter a "**Representative**" or the "**Representatives**").

The Chairperson of the national associations' board of trustees is the legal Representative of the member association at federal general assembly meetings.

The other Representatives are appointed for a three (3) year period from their appointment.

Employees of members associations or employees of the Federation shall not be appointed as Representatives.

In case of resignation, 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 of temporary non-availability of a Representative preventing him or her 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 below in Article 9.1.2 and 9.1.3.

### **9.1.2 Appointment**

As of September 18, 2011, the allocated number of Representatives for each member association is as follows:

- Handicap International France : twenty-nine (29) Representatives,
- Handicap International Belgium: ten (10) Representatives,
- Handicap International Luxembourg: five (5) Representatives,
- Handicap International Switzerland: five (5) Representatives,
- Handicap International Germany: three (3) Representatives,
- Handicap International U.K.: two (2) Representatives,
- Handicap International Canada: two (2) Representatives, and
- Handicap International U.S.A.: three (3) Representatives.

### **9.1.3 Modification of calculation method and update of the number of Representatives**

(a) The method for calculating the number of Representatives allocated to each member association is given in the Rules of Procedure.

The number of Representatives allocated to each member association will be calculated by the federal board of trustees based on the method of calculation in force. This calculation will be made every three (3) years, and for the first time, three (3) years from the day of creation of the Federation.

Prior to the triennial 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 present a proposal for amending the method for calculating the number of Representatives allocated to each member association to the extraordinary general assembly.

When no revision is made of the method of calculation by an extraordinary general assembly, the number of Representatives allocated to each member association will be updated at the due date and according to the method of calculation in force.

The number of Representatives allocated to each member association, as provided hereby in Article 9.1.2, shall remain unchanged if the member association cannot agree on the modification of the calculation method, and if the federal board of trustees is unable to implement the existing calculation method.

(b) The federal board of trustees shall also update the number of Representatives of each member association (i) in case of loss of membership of 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 of a member association, the departing member will therefore have no Representative and the aggregate number of Representatives will be reduced accordingly. This modification shall become effective from the date of loss of membership.
- (ii) In case of accession to the Federation of a new member association, the new member will be allocated one (1) Representative until the next modification of the method of calculation of the number of Representatives, which shall occur within three (3) years of

the federal general assembly meeting approving the membership to the Federation of the new member association. This modification shall become effective from the date of accession to the Federation of the new member association.

(c) Unless otherwise provided in the by-laws, the modification of the number of Representatives and of their allocation among the members associations shall not cause (i) to allocate to Handicap International France, less than one third (1/3) of the Representatives having the right to vote at federal general assembly meetings, or (ii) to allocate to Handicap International France more than half (1/2) of the Representatives having the right to vote at federal general assembly meetings, or (iii) to allocate to any other member association more than one third (1/3) of the Representatives having the right to vote at federal general assembly meetings.

The number of Representatives of Handicap International France or of the members associations will be increased or reduced, in order to comply with provisions of this paragraph (c).

## **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 Chairperson of the Federation. The written convocation will contain the agenda for the federal general assembly meeting and details of its organisation. Federal general assembly meetings may also be convened 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 first federal general assembly meeting shall be held without notice immediately after the signature of the present by-laws.

The Chairperson 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. Except for those ordinary federal general assembly meeting called to approve the annual accounts, federal general assembly meetings may be held by means of a teleconference (audiovisual or telephone), as decided by the federal board of trustees.

The meeting is chaired by the Chairperson of the Federation, who presents the agenda and leads the discussions. He/she is assisted by the general federal secretary. If the Chairperson of the Federation is absent, the federal general secretary takes the chair. If the federal general secretary is also 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.

Votes are made by secret ballot.

All decisions taken at the federal general assembly meeting shall be recorded in minutes signed by the Chairperson of the Federation and by the federal general secretary.

### **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 Chairperson of the Federation.

The ordinary federal assembly hears the Chairperson's report and the financial report, as well as the statutory auditor's report to the ordinary general assembly on the annual accounts for the year ended.

The ordinary federal general assembly approves the annual accounts of the Federation and the consolidated annual accounts of the federal network, 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 ordinary federal general assembly appoints the statutory auditor and the deputy statutory auditor.

The ordinary federal general assembly approves the multi-annual strategy of the Federal Network for a five (5) year period.

The ordinary federal general assembly appoints 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.

The ordinary federal general assembly authorises the closing or the transfer of the headquarters or offices of the Federation located in Lyon or Brussels.

#### **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 is empowered to modify the Federation's bylaws, 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 and 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 members of the Federation present or represented.

### **10. FEDERAL BOARD OF TRUSTEES**

#### **10.1 COMPOSITION**

The federal board of trustees is composed of six (6) to twelve (12) members elected by the federal ordinary general assembly by a simple majority vote for a three (3) year period.

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

Members of the federal board of trustees shall not be Chairperson, Vice-Chairperson or Treasurer of any member association. In the event that a Chairperson, Vice-Chairperson or Treasurer of a member association is elected as member of the federal board of trustees, then his or her office as Chairperson, Vice-Chairperson or Treasurer of the concerned member association shall be deemed terminated pursuant to provisions of article 13 above.

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

Members of the federal board of trustees shall attend federal general assembly meetings without the right to vote. They are convened under the same terms and conditions.

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

Outgoing members are re-eligible.

In case of vacancy of one or several members, the federal board of trustees can provisionally fill this vacancy by cooptation. The federal board of trustees shall fill the vacant seats whenever the number of filled seats is below the minimum statutory number of six (6) members. Vacant seats are deemed definitively filled at the next federal general assembly meeting. The co-opted member of the board of trustees shall then be appointed for the unexpired term of office of the former member.

The office of member of the federal board of trustees shall terminate upon (i) resignation, if appropriate (ii) non-attendance of three (3) consecutive federal board of trustee meetings without prior written notification to the Chairperson of the Federation, or for which the Chairperson 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 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:

- 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 member associations or between the Federation and one of its members association, 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;
- decides on the budgets presented by the Federation's executive director and oversees their implementation;

### **3. Organisation and management of the Federation**

The federal board of trustees:

- appoints and revokes the members of the federal bureau;
- oversees the implementation of their duties;
- recruits a federal executive director to whom it delegates part of its powers pursuant to the delegation of powers provided for in the rules of procedure and assesses his work;
- authorises acts and commitments exceeding powers granted to the Federation's executive director ;
- gives account of its office to the annual federal general assembly ; and
- draws up the Federation's rules of procedure and submits them to the federal general assembly for approval.

## **10.3 WORKINGS**

At the discretion of the initiator of the consultation, the decisions of the federal board of trustees shall be taken collectively, by written consultation or by private instrument signed by all trustees.

### **10.3.1. Collective consultation**

The federal board of trustees meets at least three (3) times a year at the Federation's registered office or in any other location, or by means of a teleconference (telephone or audiovisual), as initiated and convened by the Chairperson of the Federation.

The first meeting of the federal board of trustees shall be held without notice immediately after the first federal general assembly meeting.

Written convocations are sent by letter or 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

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 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, unless otherwise provided in the rules of procedure.

Decisions are adopted by a simple majority vote (50% plus one vote). The Chairperson 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 Chairperson of the Federation and by the federal general secretary.

### **10.3.2. Written consultation**

For a written consultation, the author of the consultation shall send the agenda for the consultation in writing, to all the trustees by any means, (post, hand fax or e-mail).

The trustees shall have ten (10) calendar days starting from the receipt of the agenda to cast their vote and send it to the Chairperson of the Federation and to the federal general secretary by any written means with an acknowledgement of receipt.

The Chairperson of the Federation shall set the date of the consultation on the date on which he or she receives all the corresponding votes enabling it to be established that the required majority has been reached or, in the event that not all the required number of votes has been achieved before this deadline is reached, on the date on which this deadline occurs

### **10.3.3 Consultation by private instrument**

The author of the consultation may also consult the trustees by private instrument. In this case, the decision of the trustees shall take effect on the signing of the minutes of the meeting by all the trustees, and no other procedure shall be required.

## **11. FEDERAL BUREAU**

### **11.1 COMPOSITION**

The federal bureau includes:

- the Chairperson of the Federation,
- the federal general secretary, and
- the federal treasurer.

Members of the federal bureau are elected by the federal board of trustees by a simple majority vote, among its members.

Members of the federal bureau shall not be Representatives on the federal general assembly. Any Representative appointed within the federal bureau shall have his or her office as Representative automatically terminated and the member association concerned shall proceed with his or her replacement without delay.

Members of the federal bureau are elected for a three (3) year period. Outgoing members are re-eligible.

Members of the federal bureau may receive remuneration pursuant to applicable laws as provided for in the rules of procedure. Reimbursements of expenses are allowed under the terms and conditions set forth in the rules of procedure.

The duties of members of the federal bureau shall terminate upon (i) their resignation (ii) loss of the status of member of the federal board of trustees, (iii) non-attendance at three (3) consecutive federal bureau meetings without prior written notification to the Chairperson of the Federation, or for which the Chairperson of the Federation did not receive any proxy to represent the defaulting member and (iv) their removal by the federal board of trustees by a two-thirds (2/3) majority vote. Removal of members of the Federal bureau shall occur without further justification and even if such removal is not included on the meeting's agenda.

In the event of member of the federal bureau ceasing to assume his or her duties for any reason, the federal board of trustees will ensure his/her rapid replacement.

### **11.2 WORKINGS**

At the discretion of the initiator of the consultation, the consultations of the federal bureau shall be done collectively, by written consultation or by private instrument signed by all members of the federal bureau.

#### **11.2.1. Collective consultation**

The federal bureau sits at least three (3) times a year, initiated and convened by the Chairperson of the Federation. Notice shall be made by any means, at least fifteen (15) days prior to the meeting. The federal bureau shall meet without prior notice if all of its members are present or represented.

The agenda is set forth by the Chairperson of the Federation.

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

Federal bureau meetings shall be recorded in minutes signed by the Chairperson of the Federation and by the federal general secretary, and shall be provided to the federal board of trustees.

#### **11.2.2. Written consultation**

For a written consultation, the author of the consultation shall send the agenda for the consultation, to all members of the federal bureau by any means: by post, hand, fax or e-mail).

The members of the federal bureau shall have ten (10) calendar days starting from the receipt of the agenda to issue their opinion and send it Chairperson of the Federation by any written means with an acknowledgement of receipt to the.

The Chairperson of the Federation shall set the date of the consultation on the date on which he or she receives all the corresponding opinions or, in the event that not all the required votes have been received before this deadline is reached, on the date on which this deadline occurs

#### **11.2.3. Consultation by private instrument**

The author of the consultation may also consult the members of the federal bureau by private instrument. In this case, the decision of the federal bureau shall take effect on the signing of the minutes of the meeting by all bureau members, and no other procedure shall be required.

### **11.3 POWERS OF THE FEDERAL BUREAU AND OF ITS MEMBERS**

#### **11.3.1 The federal bureau**

The federal bureau ensures that the decisions of the federal board of trustees are complied with.

Furthermore, members of the federal bureau are individually granted the powers described below:.

#### **11.3.2 The Chairperson of the Federation**

The Chairperson of the Federation convenes the federal bureau, the federal board of trustees and the federal general assembly, draws up their agenda and takes the chair in these meetings. The Chairperson runs the federal board of trustees and coordinates the duties of the executive director and of federal board of trustees.

The Chairperson represents the Federation with third parties.

#### **11.3.3 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 Chairperson 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. The federal general secretary keeps, or delegates under his supervision and control, the Federation's registers. 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. The federal general secretary acts pursuant to a delegation of powers granted by the Chairperson of the Federation.

#### **11.3.4 The federal treasurer**

The federal treasurer oversees the drawing-up of the Federation's annual accounts. The federal treasurer calls for the annual contributions of the member associations. He/she drafts and presents the

financial report and the annual accounts to the annual ordinary federal general assembly. The federal treasurer acts pursuant to a delegation of powers granted by the Chairperson of the Federation.

## **12. EXECUTIVE DIRECTOR OF THE FEDERATION**

The executive director of the Federation, as an employee of the Federation, is in charge of the Federation's day-to-day management. The executive director acts pursuant to a delegation of powers granted by the federal board of trustees.

## **13. 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 automatically terminated and the relevant federal body shall proceed with a new appointment or election without delay.

## **14. FINANCIAL YEAR**

The financial year shall start on January 1<sup>st</sup> and end on December 31<sup>st</sup>. Exceptionally, the first financial year will start one clear day after the publication of the creation of the Federation in the Official Journal of the French Republic ("*Journal Officiel de la République Française*"), and will end on December 31<sup>st</sup>, 2010.

## **15. 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 Chairperson'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.

## **16. 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.

## **17. DISSOLUTION - 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 venting of the net assets.

The balance of the Federal's assets is allocated within the member associations, pursuant to applicable laws and regulations. The federal general assembly will vote on the terms and conditions of the transfer of the balance of the Federation's assets.

In case the Federation is dissolved within ten (10) years of its creation (i.e., from publication in the Official Journal of the French Republic, a special assets' allocation rule will apply according to which (i) all of the financial and non financial assets contributed by Handicap International France at the creation of the Federation, and notably the brand name "Handicap International", will automatically return to Handicap International France and (ii) all the financial and non-financial assets contributed by the Belgium Handicap association when it joined the Federation will be returned to it in full.

In the event that the Federation is dissolved, Handicap International France and all the national associations agree to make every effort to renegotiate in good faith, under the same terms and conditions, any agreements entered into, in particular the brand name licence agreement, prior to the creation of the Federation or prior to a national association joining the Federation, as necessary..

## **18. RULES OF PROCEDURE**

The rules of procedure, drafted by the federal board of trustees and 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.

By signing these by-laws, member associations agree to abide by the rules of procedure.

## **19. CONTRIBUTIONS TO THE FEDERATION**

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

## **20. 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.

*These by-laws were updated following the federal Board of Trustees at its meeting on June 28,*

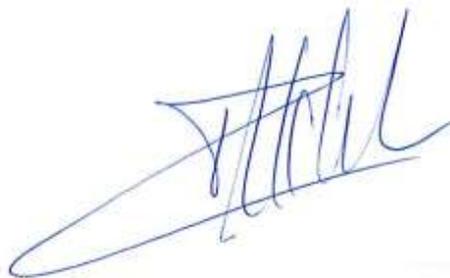
*At Lyon,*

*In four (4) counterparts.*



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**Jacques Tassi**, Chairperson



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**Philippe Chabasse**, Secretary