**Articles of Incorporation**

***Article 1:***
An association governed by the law of July 1, 1901, is hereby established among the members of these statutes, with the name: Association "Agir pour Namakia - Mifarimbona ho an’ny Namakia".

***Article 2:*** **Purpose**
The association's objective is to initiate or support initiatives aimed at improving living conditions (health, education, etc.) and, more generally, contributing to the well-being of the population of the Namakia region.

***Article 3:* Headquarters**
The registered office is located at 102 rue du Point du Jour, 92100 Boulogne-Billancourt, France. It may be transferred by simple decision of the Board.

***Article 4:*** **Members**
To be a member of the association, you must agree to abide by the statutes and internal regulations, be approved by the Board, and be up-to-date with your membership fees, the amount of which is set by the Ordinary General Meeting (OGM) until the next OGM.
The Board's approval is implicit; any refusal must then be notified and justified within two months.

***Article 5:*** **Termination**
Membership is lost through:
a) Resignation or death
b) Termination, pronounced by the Board for non-payment of membership fees; or for serious reasons, including non-compliance with the statutes, the person concerned having been invited by the association to appear before the Board to explain themselves.

***Article 6:* Resources**
The association's resources include:
- Membership fees
- Donations and occasional contributions
- Public subsidies
- Sale of various products and services

***Article 7:* Executive Committee**
The association is administered by an Executive Committee of at least three and at most six members, appointed for the coming fiscal year by the Ordinary General Meeting (OGM). To serve on the Executive Committee, members must be of legal age.
Executive Committee members may not receive any compensation for the duties assigned to them.
The Executive Committee is composed of:
1) A President, who represents the association and leads the Executive Committee
2) A Vice-President in Namakia
3) A Secretary
4) A Treasurer
The President is appointed by the Executive Committee from among its members; she submits a distribution of positions to the elected Executive Committee.
In the event of resignation or vacancy of a member (a finding of non-compliance made by the rest of the Executive Committee), the Executive Committee appoints a temporary replacement until the next AGM. The powers of the newly appointed member expire upon the expiration of the term of the replaced member. The Board ensures compliance with the statutes and internal regulations and, generally speaking, the proper functioning of the association. It ensures the execution of decisions made at general meetings. It drafts the agendas and minutes of its meetings. It convenes general meetings and sets their agendas. It decides on membership applications and any exclusions.
It authorizes all acquisitions, disposals, or leases, as well as contracts or agreements between the association and individuals or legal entities, according to the terms and conditions specified in the internal regulations.
The Board's decisions are made by a simple majority of those present or represented. In the event of a tie, the President's vote shall have the casting vote. Any member may attend a Board meeting, with an advisory vote.
The Board meets upon the call of the President or at the request of half of its members.
Finally, the Board may occasionally enlist the services of an associate member, tasked with a specific task; this member has an advisory vote.

***Article 8:* Ordinary General Meeting (OGM)**
To vote, a member must be up-to-date with their membership fees as of December 31 of the year on which the General Meeting is voting (amendment made at the GM of September 5, 2020).
The highest authority of the association is the Ordinary General Meeting of members, which meets in ordinary session once a year and in extraordinary session as often as necessary:
- upon call by the President or the Board,
- or at the request of at least a quarter of the members.
The notices, sent at least two weeks in advance, indicate the day and place of the meeting and the agenda prepared by the Board. This notification may be sent electronically.
Any member of the association may submit a proposal for an item to be included on the agenda to the Board up to ten days before the date of the OGM. In addition, any proposal that receives a favorable vote from at least a quarter of the members present or represented will be added to the agenda.
The AGM then deliberates on, and only on, all items included on the completed agenda.
For the AGM to be valid, a quorum is not required. Voting may be by proxy.
The President presents the Board's moral report (activities, outlook).
The Treasurer reports on her management and presents the financial report.
Each report is submitted to the meeting for approval.
The AGM ratifies any amendments to the internal regulations (see below).
The AGM sets the amount of annual membership fees.
After the agenda has been dealt with, the AGM proceeds to appoint the new Board.

***Article 9:*** **Internal Regulations**
The Board may establish internal regulations to clarify or supplement the bylaws, particularly for the internal affairs of the association.
Amendments proposed by the Board are submitted to the AGM for approval. They may be provisionally adopted by a two-thirds majority vote of the Board until ratification or cancellation by the next AGM. The internal regulations are made available to the association's members. Established in accordance with these bylaws, they are binding on all members of the association.

***Article 10:*** **Extraordinary General Meeting (EGM)**
At his own initiative, or at the request of the Board or at least a quarter of the members, the President shall convene an Extraordinary General Meeting, in accordance with the formalities set out in Article 8.
Any amendment to the bylaws requires a quorum (present or represented) of half the members and a two-thirds majority. If the quorum is not met, the EGM shall be postponed within 30 days, with decisions always being taken by a qualified two-thirds majority.

***Article 11:* Dissolution**
In the event of dissolution, pronounced by at least two-thirds of the members present or represented at the general meeting, one or more liquidators shall be appointed by the general meeting and the assets, if any, shall be distributed in accordance with Article 9 of the Law of July 1, 1901 and the Decree of August 16, 1901.

Bylaws adopted in Boulogne-Billancourt on March 26, 2019,

**The President: The Secretary:**

**Ms. Pauline-Claire Bourges Ms. Béatrice Wuest**