

Association « 1001 fontaines pour demain »

Articles

Modified by the General Meeting on 11th of December 2012

Section 1 : OBJECTIVES

Article 1: Name and Objects

The Association was formed on the 14th of September, 2004 between the undersigned persons and Members bound by the present Articles. The Association is governed by the French Law of the 1st of July 1901. This Association takes the name of "1001 fontaines pour demain".

The Association's objects (the "Objects") are to relieve poverty, sickness and poor health of the public, and to protect the health of the public, including by:

- providing and improving safe drinking water supplies in areas of the world where it is needed (and particularly in remote or isolated communities);
- providing education in such areas of the world in relation to the importance of safe drinking water, particularly in respect of health and hygiene; and
- providing support and education in such areas of the world in relation to the development, maintenance and sustainability of supplies of safe drinking water.

The success of the Association depends on the actions of its Members (private individuals and organisations).

The head office is located at : 33, rue Pierre Brunier 69300 Caluire et Cuire. These headquarters may be changed by the decision of the Board.

Article 2: Duration

The lifetime of the Association is without limit.

Article 3: Means

To carry out its mission of charitable assistance, in an entirely apolitical and non-denominational manner, the Association relies on the following:

- research and development of new solutions which it intends to deploy, and
- partnerships with companies, foundations, institutional bodies and Non-Governmental Organisations (NGOs) contributing to the development of the countries concerned, The Association will pursue and develop these partnerships.



Section 2: MEMBERS OF THE ASSOCIATION

Article 4: Members

The Association is composed of founder Members, active Members, donors and honorary Members, who may be private individuals or organisations.

- The founder Members are Messrs Chay Lo, Gérard Duquesne, François Jaquenoud and Madame Virginie Sibille-Legrand. Founder Members are not required to pay subscriptions or other contributions. Their status cannot be revoked except by their written resignation
- The active Members are those, who have paid the subscriptions for the current year. The status of active Member will lapse automatically following the Annual General Meeting unless the active Member pays the subscriptions for the following year. The Annual General Meeting will validate this status as part of the review of accounts for the current year
- Donors are defined as those, who have made a contribution, whether financial, skills, services or other. These donors are not required to pay subscriptions. The status of donors is decided by the Annual General Meeting and lasts for a year, unless the contribution is renewed
- Honorary Members have that status for the life of the Association and are designated as honorary Members by the Board, as a result to their significant contribution(s) to the Association

Article 5: Subscriptions

Subscriptions become due on the first day of each year, or the date of joining. Subscriptions remain the property of the Association. The amount of the subscription is determined by the Board.

Article 6: Retirements, expulsions, and deaths

Membership of the Association is forfeited:

- by the written resignation of the Member to the President of the Association
- for non-payment of the subscription or for serious breaches
- in the case of death; the heirs will not automatically become Members.

The expulsion of a Member is decided by the Board following deliberations on any representations made by the Member.

Article 7: Responsibilities of the Board and Members (Trustees)

The Association is responsible only to meet commitments contracted in its name. None of the Board or other Members (Trustees) can be held personally liable for these commitments.



Section 3: GOVERNANCE

Article 8: Board

8.1 Composition of the Board

The Association is governed by a Board, reporting to the Annual General Meeting.

The Board is made up of at least three (3) and up to fifteen (15) Members, and can be a mixture of all categories of Members. Except in the case of a major disagreement, founder Members make up, by right, a part of the Board. Other than under the co-option rules at 8.2 below, the other Members are proposed by the Board and are elected by secret ballot for a period of five (5) years by the Annual General Meeting, as per the procedure described below. Each Member of the Board may be re-elected. Any Member of the Association has the right to put themselves forward for election to the Board.

The Board elects by secret ballot, from among its Members, a President for five (5) years. In the event that the President is unable to perform his/her functions, the Board also elects from among its Members a Secretary General and a Treasurer, who may fulfil the functions of the President.

If the number of Members of the Board falls below three (3), the President is required to convene an Annual General Meeting without delay to hold an election to make up the required number of Board Members.

To become a Member of the Board, one must be a Member (of any category) of the Association, be proposed by a member of the management, then co-opted by a majority of Board Members, or their representatives. The AGM is responsible for ratifying the appointment of the proposed Board Member. The Board is made up of private individuals and organisations.

If the Annual General Meeting fails to ratify the proposed Board Member, the deliberations and actions of the Board, since the provisional appointment, remain valid.

All Board Members who are absent from two Board meetings, or the Annual General Meeting, without arranging representation, may be considered as having resigned from the Board.

Board meetings may include (permanently or temporarily) invitees as observers in accordance with the rules of the Association. These invitees do not have the right to vote on Board matters.

8.2 Co-option

In the event of a Board Member leaving, for any reason, the Member elected in his/her place shall serve a term ending when the original Board Member's term was scheduled to end.



8.3 Powers of the Board

The Board commits to pursuing the objectives of the Association. It sets the main direction of the Association, approves the internal rules, its annual accounts, and its budget. It monitors the actions of the President, of the Association's management, of all persons assigned a responsibility or project by the Association, be it through a formal contract, or not, and manages their activities. It is also responsible for authorising all investments, loans, guarantees and securities and must keep itself regularly informed of all management activities and potential risks.

With the exception of the President, the Secretary General, and the Treasurer, no Board Member may occupy a management role or an executive role in the Association. However the President may assign to a Member or an employee a responsibility or project, limited in terms of scope and duration.

8.4 Meetings and Deliberations of the Board

The Board must meet twice a year and any time that it is convened; The Board is convened by the President or by delegation, by the Secretary General. A Board meeting may be convened at any time if a third of its Members so desire. The agenda is set by the President, or by whomever instigated the Board meeting or by the attendees at the previous Board meeting. Meeting convocations are made at least eight (8) days in advance by post, or email, indicating the agenda, and the location. Internal rules govern the conduct of the meeting.

The meeting is chaired by the President, or by the Secretary General, or, if neither of these is present and a quorum of Members is present, a temporary President is nominated for the duration of the meeting.

Decisions are made by majority vote of Members present, or represented. In case of a tied vote, the vote of the President of the meeting has precedence. Board deliberations are conducted orally, and are summarised, with the votes recorded, in the minutes. These minutes are recorded, without omissions or changes, in accordance with the chronological order of the deliberations of the Board.

The Board cannot meet unless at least half the Members are present or represented.

8.5 Remuneration

Members of the Board may not receive any remuneration for performing the functions that they have been assigned. Reimbursements of expense claims are the only possibility, and require an express decision of the Board. A claimant may not participate in a vote on an expense claim but his/her presence is taken into account for the purposes of Article 8.4, last paragraph. Receipts must be presented with all expense claims and are subject to verification.

Article 9: President

The President represents the Association on all public occasions. He/she monitors the operations of the Association in accordance with its Articles, appoints the management, decides on the agendas for Board meetings, manages outgoings within the budget, consults the management on matters of expenditure, and sanctions extraordinary investments. The President has the right to delegate to any person, whether a Member of the Board or not, in line with the conditions, which are defined by the internal rules.



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Subject to the powers granted to other structures within the Association, the President is responsible for the day to day the management of the Association and has the power to authorise expenditure, take a lease for premises needed by the Association, arrange for the execution of repairs, buy and sell furniture or other assets and manage the funds of the Association.

The President represents the Association in any legal proceedings, whether as a plaintiff or as a defendant. He/she has the power to pursue judicial actions in any jurisdiction, to appeal decisions made, to make appeals and more generally to involve himself/herself in judiciary and extra-judiciary procedures in defence of the interests of the Association and its Members.

The President reports to the Board on his/her actions and deliberations and if necessary on those of the management.

Article 10: Management of the Association

The management of the Association is made up of the President, the Secretary General and a Treasurer. The President can decide to be assisted in his/her office by any person he/she appoints; those persons do not need to be Members of the Board.

The Secretary General advises the President in terms of administration, maintains the files of the Members of the Association, supervises the collection and investment of subscriptions, writes the meeting convocations based on the instructions of the President, maintains the minutes of the meetings, and organises the Annual General Meetings. The Secretary General ensures compliance with the Articles of the Association.

The Treasurer oversees the finances of the Association. The overall control of those finances is the joint responsibility of the President and the Treasurer. The Treasurer monitors the budget and reports budget variations. He/she is consulted by the management at each management meeting. He/she is responsible for maintaining a proper set of accounts.



Article 11: Agreements with a Member of the Board or the Management

The Association is forbidden from concluding any agreements with any Member of the Board or management, either directly or via intermediaries, which could create a conflict of interest with respect to the objectives of the Association.

The External Auditor, where one has been appointed, must be informed of the making of all agreements likely to cause conflicts of interest.

The External Auditor produces a report on any such agreements at the end of the year. The Annual General Meeting examines this report every year.

For those agreements not approved, the person concerned is liable for any financial or other damages to the Association.

Article 12: Special Committees

The Board may decide to appoint special committees. Their role is to assist, in a consultative role, the Board on the specific matters which they are assigned in accordance with the internal rules.

Section 4: ANNUAL GENERAL MEETINGS

Article 13 : Annual General Meeting (AGM)

13.1 Composition

All Members of the Association have the right to attend any Annual General Meeting. Members of the management may attend the Annual General Meeting, but do not necessarily have a vote. Only Members of the management, who are also Members of the Association have the right to vote.

Each Member of the Annual General Meeting can be represented by another Member of the Association and has the right formally to assign his/her voting powers to his/her representative. The representing Member cannot vote on behalf of more than 20% of the Members, including his/her own vote.

13.2 Meetings and management

The Annual General Meeting takes place at least once per annum within six months of the closure of the financial year and any time it is convened by the Board. The convocation is by post or email, contains the agenda and is addressed to each Member of the Annual General Meeting and, where necessary, the External Auditor, fifteen (15) days in advance.

The Annual General Meeting meets in the headquarters of the Association or another location indicated by the convocation.

The Annual General Meeting is chaired by the President of the Board or, if this is not possible, by the Secretary General, or the Treasurer.




The Annual General Meeting (AGM) achieves a quorum if one quarter (1/4) of its Members are present or represented. If a quorum is not achieved, the AGM is re-convened with the same agenda, within twenty-one (21) days, and is entitled to meet, no matter how many Members are present.

An attendance sheet is signed by the Members present or represented at the Annual General Meeting and certified by the President and the Secretary General or the Secretary of the Annual General Meeting.

13.3 Number of Votes

All Members of the Annual General Meeting have the right to vote; one vote per Member.

13.4 Deliberations

The Annual General Meeting reports on the activities of the Board. In particular, it covers the financial situation and, where necessary, the conclusions of the External Auditor.

The Annual General Meeting, having listened to and discussed the various reports, approves the accounts of the closing financial year, votes on the budget for the next financial year and debates the matters on the agenda. The AGM ratifies, where required, the Members of the Board. The AGM deliberates on all questions on the agenda.

Except where otherwise stipulated in the Articles, the questions are decided by vote of the Members present or represented.

The reports of the Board and, if necessary, that of the External Auditor, are filed and are available to all Members of the Association.

13.5 Minutes

The deliberations of the AGM are recorded in the minutes, summarising the topics presented, the discussions and the votes. They are signed by the President and the Secretary General, or by the Treasurer. These minutes are recorded, without omissions or changes, in accordance with the chronological order of the deliberations of the AGM.

Article 14: Amendment of the Articles

The Articles may be amended by the Annual General Meeting on the basis of a proposal of the Board, provided that:

- no amendment (including, in particular, to Article 1 (Name and Objects), this Article 14 (Amendment of the Articles) and Article 19 (Dissolution – Liquidation)) may be made that would have the effect of making the Association cease to be an organisation which is established for charitable purposes only (and, for these purposes, the term “charitable purposes” shall have the meaning given to it in the United Kingdom Charities Act 2006); and
- no amendment may be made to alter the Objects if the change would undermine or work against the previous Objects of the Association.



The Articles may not be amended without a vote of two thirds (2/3) of the Members present or represented.

Article 15: Internal Rules

The Board may adopt internal rules on the vote of the majority of Members present or represented. Such internal rules may be necessary to clarify or specify detailed procedures for the application of the Articles of the Association. Any such rules may be later amended by the Board.

The internal rules are available to any Member on request to the President. They may be consulted at any time at the headquarters of the Association.

Section 5: RESOURCES OF THE ASSOCIATION

Article 16: Resources

The resources of the Association consist of the following :

- Subscriptions of the Members
- Grants of the State, international organisations, and public institutions
- Revenue from its services or equipment
- Revenue for the use of its name, or intellectual property
- Gifts and bequests

Its resources may include any other resource permitted by law.

Article 17: Accounting – Social Responsibility – Annual Accounts

The Association commits to publishing Annual Accounts, containing the details of the use of its resources.

The financial year starts on the 1st of July, and ends on the 30th of June each year.

The Annual Accounts are published by the Board and are approved by the AGM with, if necessary, a report by the External Auditor.

In accordance with the law, the Association does not pay any dividends or any other benefits to any of its Members.

Section 6: EXTERNAL AUDITOR

Article 18: External Auditor

Where required, the AGM may appoint an External Auditor and an alternate Internal Auditor.

The Auditor fulfils his/her role according to the standards and rules of his/her profession. He/she presents a report to the AGM certifying that the published accounts are in order and conform to legal requirements.



Section 7 : DISSOLUTION, LIQUIDATION

Article 19 : Dissolution – Liquidation

An AGM convened for the purpose of the dissolution of the Association must include at least half of the current Members.

In the case of dissolution of the Association, for whatever reason, the AGM must appoint two Accountants, agreed by two thirds of the Members present, or represented, to liquidate the assets of the Association.

At the termination of the liquidation, the remaining assets must, on a vote of two thirds majority present or represented, be:

- applied directly for the Objects; or
- given to another organisation (or other organisations) which is (or are) established for charitable purposes only with objects that are the same or similar to the Association's Objects; or
- given to any organisation which is established for charitable purposes only for use for particular purposes which fall within the Association's Objects.


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President



Jean-François Rambicur

Treasurer



Pierre Antoine Rouer