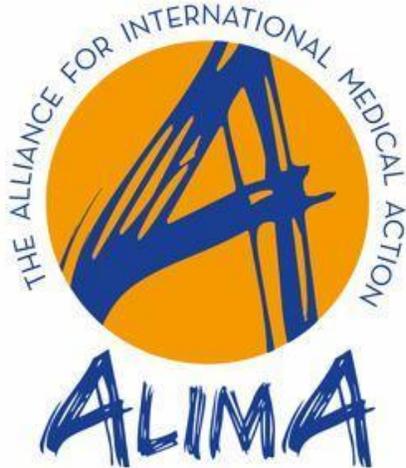


**Alliance for International Medical Action  
(ALIMA)  
BY-LAWS OF THE ASSOCIATION**

**ADOPTED BY THE EXTRAORDINARY  
GENERAL ASSEMBLY OF MAY 28, 2022**



*NB: Please note that all the statutory functions are designated by a masculine term (President, Treasurer, etc.) which in this case is a neutral masculine: these functions can naturally be occupied by women or by men*

## **Article 1: Constitution - Name**

An association governed by the amended French Law of 01 July 1901 is hereby established by adherents to the present By-laws under the name "Alliance for International Medical Action (ALIMA)".

## **Article 2: Objectives**

The Association aims to offer medical relief in situations of medical emergency or disaster. It mainly operates by establishing partnerships with national humanitarian actors and national research institutes. By pooling and sharing their skills, ALIMA and its partners provide access to quality care for the largest possible number of beneficiaries. They also contribute to the improvement of humanitarian medical practices through operational research projects.

ALIMA operates in compliance with the principles and values defined by a Charter which is established and amended by the General Assembly.

## **Article 3: Duration - Headquarters - Languages**

The Association was established for a period of unlimited duration as of April 27, 2009

The legal headquarters of the Association are located at:

15 rue des immeubles industriels  
75001 Paris - France

The headquarters may be transferred to any other place in France by simple decision of the Board of Directors.

The operational headquarters of the Association are located in Dakar (Senegal). Its transfer to another country requires the approval of the General Assembly.

ALIMA is an international organization. As such, French and English are the two statutory languages of ALIMA. All important documents must be available in both languages. In the event of a legal dispute, and unless otherwise stipulated, the French version shall prevail.

## **Article 4: Means**

To achieve its purpose, the Association appeals to the volunteer commitment of health professionals and professionals in other disciplines as required for its actions. It mobilizes all the human competences and material resources at its disposal to bring effective relief and quality care to the most vulnerable populations. It considers the needs and requests of patients and beneficiaries, as well as their opinions on the services it provides to them.

The Association does not work alone. In order to obtain rapid, exemplary and lasting results, it collaborates with all stakeholders and favors the principle of subsidiarity in the implementation of its social missions, by delegation to the project managers and Heads of Mission, under the control of its General Assembly and its Board of Directors.

The Association relies on the expertise of medical academies, research institutes and all organizations to ensure the best medical response, the effectiveness of its research, the training of its staff and the evaluation of its programs.

## **Article 5: Composition**

The Association is composed of adhering members; they are natural persons whose competence, experience, actions or goals are likely to help the Association achieve its purpose.

People who wish to join ALIMA declare on their honor that they have read the ALIMA Charter and undertake to respect its principles.

Applications for membership are assessed by the Bureau of the Board of Directors, which submits an up-to-date list of members to the Board once a year. An employee of ALIMA or of a partner association must have more than one year of seniority for their application to be accepted.

The Board's decision regarding the validation of a membership does not have to be justified, but it is based on the criteria mentioned above, on the existence of sponsorships, on the respectability of the individuals and on the analysis of possible conflicts of interest.

Only the effective payment of the annual membership fee, no later than the day preceding the General Assembly, entitles members to participate in ordinary or extraordinary General Assemblies with voting rights. The membership fee is fixed by deliberation of the Board of Directors, with a distinction between members based in France and non-resident members.

## **Article 6: Exclusion and loss of Membership**

Membership is lost by:

- a written resignation from the member presented to the President of the Board of Directors;
- death;
- or a dismissal pronounced by the Board of Directors for non-payment of the membership contribution (at the end of the calendar year concerned and after a formal but unheeded notice to pay), or for serious matters (e.g. non-compliance with established rules, attitude prejudicial to the Association, intentional mistakes, termination for misconduct...) after the person concerned fails to provide valid explanations before the Bureau.

## **Article 7: Ordinary General Assembly**

The ordinary General Assembly includes all members of the Association who are up to date with their dues and who can participate with a deliberative vote. It is chaired by the President of the Board of Directors. The Secretary of the Board of Directors acts as Secretary of the General Assembly.

The ordinary General Assembly shall meet at least once a year on a date set by the Bureau of the Board of Directors. Members of the Association are convened in writing by the Secretary or the President at least 15 days before the specified date. The agenda for the meeting is indicated on the convocations, with all required documentation attached.

The ordinary General Assembly deliberates validly only if 15% of the convened members are present. If the quorum is not reached, a second Assembly is convened on the same agenda within a minimum of fifteen days. It can then validly deliberate, regardless of the number of members present.

The Ordinary General Assembly deliberates on all the items on the agenda, with the exception of any other. In particular, once a year:

- it hears the report of the Board of Directors on the management of the Association by the Executive Board and on the development of its activity;
- it approves the accounts for the closed financial year, approved by the Board of Directors, after having heard the report of the Treasurer on the financial situation of the Association and the report of the Auditor;
- it provides, if necessary, for the renewal of the members of the Board of Directors as provided for in Article 9.

The agenda of the General Assemblies provides each year the opportunity for a debate on major strategic and/or ethical issues. It reserves a significant part to the discussion of various questions asked in advance or during the meeting by the members of the Association.

An attendance sheet is signed by members of the Association when the session begins (with a digital signature for online members). It is thereafter certified by the President and the Secretary.

With the exception of the election of the members of the Board of Directors, all deliberations of the Ordinary General Assembly are taken by a simple majority of the votes cast. In the event of an equal division of votes, that of the President is preponderant. The Board of Directors sets the procedures and conditions that allow remote voting; these must guarantee the secrecy of the ballot with regard to the election of directors and more generally the sincerity of the vote.

The deliberations of the Ordinary General Assembly are recorded in minutes, signed by the President and the Secretary of the Assembly. They are established without blanks or erasures on numbered sheets and kept at the headquarters of the Association.

## **Article 8: Extraordinary General Assembly**

The General Assembly is deemed extraordinary when its decisions relate to a modification of the By-laws.

The Extraordinary General Assembly may be convened by the President or by a third of the members of the Association up to date with their membership fees. The convening notice must be sent to all members of the Association at least one month before the chosen date.

The Extraordinary General Assembly only validly deliberates if 20 % of the active members are present. If the quorum is not reached, a second assembly is convened on the same agenda, within a minimum period of fifteen days. It can then validly deliberate, regardless of the number of members present.

The Statutes can only be modified, on first or second call, by a two-thirds majority of the members present.

An attendance sheet is signed by members of the Association when the session begins (with a digital signature for online members). It is thereafter certified by the President and the Secretary. The deliberations of the Extraordinary General

Assembly are recorded in minutes, signed by the President and the Secretary of the Assembly. These minutes are drawn up without blanks or erasures on numbered sheets and kept at the headquarters of the Association.

## **Article 9: Board of Directors and the Bureau**

The Association is administered by a Board of Directors composed of a minimum of fifteen members and a maximum of twenty-three members.

- 12 to 15 members are elected by the General Assembly by secret ballot, for a maximum period of three years, from among the members of the Association and under the conditions specified in ALIMA's internal regulations. Candidates presenting themselves to replace a director who resigns during his term of office, is struck off or has died, are elected for the duration of the term remaining;
- 3 to 5 administrators representing ALIMA's partners, with at most one representative per partner. Each partner member appoints its representative within its own board of directors. Each representative is appointed for a period of between one and three years;
- A maximum of 3 members may be co-opted, for a maximum term of three years, by decision of the Board of Directors.

The salaried agents who are members of the Association may be elected to the Board of Directors, under the conditions specified in the internal regulations; their presence is desirable and their maximum number cannot exceed a quarter of the total workforce of the Board.

The salaried members of the Management Committee cannot be elected to the Board of Directors, in order to respect the necessary separation of executive functions and the Board of Directors.

The renewal of the elected members of the Board of Directors takes place by thirds each year. Retiring members may be reappointed. There cannot be more than one third of the members of the Board of Directors in office for more than six consecutive years.

All members of the Board must enjoy the full exercise of their civil rights.

The Board of Directors elects a Bureau from among its members. This Bureau is composed of three to five members, one of whom is the President, the Treasurer and the Secretary as well as, where applicable, a Vice-President and an Assistant Secretary. Their respective roles are defined in the Rules and Regulations.

The Bureau is elected for a duration of 1 year. Members of the Bureau shall be eligible for re-election to their position. The Bureau may only have one employee of the Association.

A candidate for the Board of Directors who, after his or her election by the General Assembly, intends to run for President of the Board of Directors must indicate his or her intention when presenting an application to the General Assembly. If several candidates are elected by the General Assembly after having declared their intention to run for the Presidency, the Board of Directors shall respect the will of the General Assembly by electing the candidate with the most votes.

Members of the Board of Directors and the Bureau carry out their duties on a voluntary basis.

However, certain members of the Bureau may, in view of the limited resources available to them and the importance of their commitment, be remunerated, in accordance with the legal and regulatory provisions in force. In this event, the level and conditions of remuneration are set by a deliberation and a vote of the Board of Directors without the concerned executives being present. These two decisions relating to the principle and level of remuneration are taken by qualified majority of two thirds among the total number of members in the Board of Directors. Any remuneration paid to certain members of the Bureau is specified individually at the Ordinary General Meeting called to approve the annual accounts.

Members of the Bureau are also entitled to the reimbursement of reasonable expenses incurred in the exercise of their functions, on presentation of supporting documentation.

In the event that a member of the Bureau resigns from his or her position, he or she does not necessarily resign from his or her position as a director. He or she is then replaced by the Board of Directors by way of an election within the Board itself.

## **Article 10: Meetings of the Board of Directors and the Bureau**

The Board of Directors shall meet at least four times a year, at the request of a quarter or more of its members or upon convocation by the President (or, if unable to do so, by the Vice-President). At least one third of the members on the Board of Directors must be present for deliberations to be validated. Decisions are taken by a majority of the votes cast; in the event of equal sharing, the President has the casting vote.

Any member of the Board who, without a duly justified and admissible excuse, fails to attend three Board meetings during the calendar year, may be considered as having resigned. This absence shall be noted by the Board of Directors and its

consequences notified by its Secretary.

The Board of Directors keeps minutes of its meetings and deliberations. These minutes are signed by the President and the Secretary. They are established without blanks or erasures on numbered sheets and kept at the headquarters of the Association. They are sent to all members and are available on request.

The Bureau of the Board of Directors, which is the interface between the Board and Executive Direction, meets regularly to prepare the Board's deliberations and support the Direction.

### **Article 11: Financial accountability**

The Association's assets shall be its sole guarantee against commitments undertaken on its behalf and none of its members, including those who participate in its administration, shall be held liable.

### **Article 12: Financial resources**

The Association's resources include:

- the total amount of membership contributions;
- gifts, donations, bequests and subsidies;
- financial aid that may be made available to the Association by any natural or legal person;
- income from its properties;
- resources created in exceptional circumstances such as street fundraising, conferences, raffles, meetings, shows;
- sales of items, goods or services for the benefit of the Association;
- and all other resources not prohibited by the laws and regulations in force.

Every year, the annual report and accounts are sent to the State representative in the department where ALIMA's headquarters are located. The Association commits to providing its records and accounting documents at the request of administrative authorities with regard to the use of the donations it may be authorized to receive. The Association also commits to allowing the competent representatives of these authorities to visit its establishments and to report on the operation of these establishments.

## **Article 13: Accounting**

The financial year runs from January 1 to December 31.

Regular accounts are kept of the annual activities and operations of the Association, showing for each financial year a balance sheet, an income statement and appendices.

Each institution within the Association must keep separate accounts, to be presented in a special chapter of the accounting for the whole Association.

The Ordinary General Assembly may propose, on its own initiative or in order to meet legal requirements, the appointment of a Statutory Auditor and a substitute Statutory Auditor. The Statutory Auditor performs his or her auditing duties in accordance with the conditions defined by law and those provided for by the standards and rules of his or her profession.

## **Article 14: Rules and Regulations**

Rules and regulations are established by the Bureau. The Board of Directors then reviews the text and makes the decision to submit it for adoption by the General Assembly. These Rules and Regulations are intended to clarify various points not provided for by the By-laws, in particular those relating to the internal administration of the Association. They apply to all members of the Association.

## **Article 15: Amendment of the By-laws**

The By-laws may be amended in accordance with the provisions of Article 8 on the holding of an Extraordinary General Assembly.

## **Article 16: Dissolution**

The Extraordinary General Assembly called to decide on the dissolution of the Association and convened specifically for this purpose must establish a special quorum equal to half plus one of the members up to date with their contributions. If the quorum is not reached, a second Assembly is convened on the same agenda within a minimum of fifteen days. The quorum for this second Extraordinary General Assembly is set to one third of the members up to date with their contributions. If the quorum is not reached, a third Assembly is convened on the same agenda within a minimum of fifteen days. It can then validly deliberate, regardless of the number of members present.

In all cases, the dissolution can only be voted by a two-thirds majority of the members present.

## **Article 17: Liquidation auditors – Allocation of net assets**

In the event of dissolution, the General Assembly appoints, according to the voting procedures provided for in Article 7, one or more auditors, whom it charges with the liquidation of the assets of the Association and to which it confers all powers necessary to carry out this mission.

According to the same terms, it allocates the net assets to one or more establishments pursuing a similar purpose.

### **Article 18: Effective date**

The deliberations of the General Assembly relating to the modification of the statutes, the dissolution of the Association and the devolution of the assets are addressed without delay to the registry of associations of the department of its registered office.

certifié conforme 21/06/2022  
Richard KOJAN  
Président



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Certifié conforme  
22/06/2022  
Nicolas CHALTIEL  
Secrétaire

A large, stylized handwritten signature in blue ink, corresponding to the name Nicolas CHALTIEL.