

# ASSOCIATION FOR THE PROMOTION OF FUNDAMENTAL LIBERTIES

(ASSOCIATION DE PROMOTION DES LIBERTÉS FONDAMENTALES)

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Association governed by the provisions of the law of 1 July 1901 and the Decree of 16 August 1901

## ARTICLES OF ASSOCIATION

### I. OBJECTIVE AND COMPOSITION OF THE ASSOCIATION

#### **Article 1 – Constitution**

An association is created between the parties to these Articles of Association and all subsequent parties, governed by the amended law of 1 July 1901 and its implementing regulations.

#### **Article 2 – Name**

The association is named as follows: **“Association de Promotion des Libertés Fondamentales”**.

It may be referred to using the abbreviation **“APLF”**.

#### **Article 3 – Purpose**

The “Association de Promotion des Libertés Fondamentales” aims to fulfill the following purpose, in complete independence and with full impartiality:

- To promote by all legal means, both nationally and internationally, the defense of Fundamental Freedoms, as defined and guaranteed in particular by the Declaration of the Rights of Man and the Citizen of 26 August 1789, the Universal Declaration of Human Rights of 10 December 1948, the International Covenant on Civil and Political Rights of 16 December 1966, the European Convention on Human Rights and Fundamental Freedoms of 4 November 1950, the Charter of Fundamental Rights of the European Union adopted on 7 December 2000 and recognized by the Lisbon Treaty of 13 December 2007, the Treaty instituting the Economic Union of West African States of 28 May 1975, the founding Act of the African Union of 11 July 2000 and the American Convention on Human Rights of 22 November 1969;

- To alert national public authorities and/or international organisations to any situations breaching Fundamental Freedoms of which it may become aware;
- To present progress reports on fundamental freedom protection policies both nationally and internationally
- To inform national and/or international public opinion of any situations breaching Fundamental Freedoms of which the APLF may become aware;
- To participate and provide human and/or material support to any action and initiative, as well as to any national or international body, that may promote, strengthen or guarantee the protection and respect of Fundamental Freedoms.

#### **Article 4 – Headquarters**

The headquarters of the Association are located in Paris, France.

They may be transferred to any other location following a simple decision by the Board of Directors.

#### **Article 5 – Term**

The association is created for an undetermined period of time.

#### **Article 6 – Members**

The association comprises active members and benefactor members.

1. Active members are natural or legal persons that, having paid their membership fee, have been approved by the Committee and participate in the operations of the association and the fulfilment of its purpose.
2. Benefactor members are active members that have donated an amount to the association that is higher than the membership fee set by the Management Board. The Board may furthermore grant the title of benefactor member to any natural or legal person that has rendered exceptional service to the association.

#### **Article 7 – Admission and exclusion of members**

1. The admission of active members results in discretionary approval from the Committee.
2. Membership is terminated by:

- Expulsion pronounced by the Board of Directors for failure to pay the annual membership fee or on any other serious grounds. This decision may only be taken following an adversarial procedure during which the party concerned is invited to present their observations within a one-month period. If the party concerned does not reply within this period, they are deemed to have accepted their expulsion;
- Resignation, notified by means of a registered letter to the Chairman, which takes effect on receipt of the letter;
- Death, in the case of natural persons, or dissolution on any grounds, in the case of legal persons.

## **II. ADMINISTRATION AND OPERATIONS**

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The organs of the association are the General Meeting, the Board of Directors and the Committee.

### **Article 8 – General Meetings**

1. General Meetings include all members of the association who are up to date with their membership fees on the day of the meeting.

Each member of the association may be represented by another member of the association, bearing special power of attorney. No single member of the General Meeting may hold more than three powers of attorney.

Each member of the association has one vote, plus the votes of members they are representing.

2. An Ordinary General Meeting is held at least once a year, on the initiative of the President or one third of the association members.

Notices of meeting are sent to members by means of a simple letter or e-mail at least 15 days prior to the date of the General Meeting. The notices specify the date, agenda and location of the meeting.

3. The General Meeting holds valid deliberations on matters included on the agenda with the majority votes of members either present or represented, without quorum conditions. It also decides on any other matters providing that the members consider they have received sufficient information. The General Meeting may not hold deliberations, however, if the President and one of the Vice-Presidents of the association are neither present nor represented.

4. The Ordinary General Meeting:

- Renews the members of the Board of Directors

- Approves the moral and financial report and the business report of the past year
- Approves the accounts of the past financial year and the provisional budget of the forthcoming year
- Sets out the guidelines for the association actions to be implemented by the Board of Directors

5. An Extraordinary General Meeting may be held at any time, on deliberation of the Board of Directors adopted:

- On the initiative of the President or
- On the written demand of one-third of the association members.

It is convened in the same conditions as the Ordinary General Meeting, but a quorum of half the members is required. If this forum is not fulfilled, a second General Meeting may be convened in the same conditions as an Ordinary General Meeting and without the quorum requirements.

The Extraordinary General Meeting decides on any amendments to the Articles of Association, as well as on dissolution of the association.

6. Minutes are drawn up of General Meetings by the association Secretary.

## **Article 9 – Board of Directors**

1. The association is administered by a Board of Directors which may not include more than 16 members.

2. Members of the Board are elected for three years by the General Meeting of the association. Outgoing Board members are immediately re-eligible.

3. In the event of a vacancy of one or more Board member seats, the Board may appoint one or more provisional replacements. These appointments are obligatory when the number of Board members falls below six.

Appointments of the co-opted Board members are confirmed by the next Ordinary General Meeting. The term of office of these members lasts for the period of the members they replace.

4. A member's term of office ends through resignation, loss of membership status of the association or dismissal by the Board of Directors on valid grounds and following an adversarial procedure. However, in the event of an emergency or on serious grounds, the Board of Directors may immediately suspend the party concerned, whilst awaiting the conclusion of the adversarial procedure and the final decision by the Board of Directors.

5. The duties of members of the Board of Directors are not remunerated. However, members of the Board of Directors incurring costs and expenditure on behalf of the association, in particular on account of travel on its behalf, shall be reimbursed on presentation of expense claims, accompanied by supporting documents.

## **Article 10 – Board of Directors’ meetings and deliberations**

1. The Board meets when convened by the President, each time the President deems it useful, or following a request by at least half of the Board Members.

Notices of meeting are sent by means of a simple letter or email at least eight days prior to the date of the meeting, except in emergencies. They specify the date, agenda and location decided by the President or members, depending on the party initiating the meeting.

2. The Board may hold deliberations no matter how many members are present or represented. The number of powers held by a single person, in addition to their own, is restricted to two. The Board may not hold deliberations, however, if the President and one of the Vice-Presidents of the association are neither present nor represented.

The Board holds deliberations on all matters included on the agenda. Miscellaneous questions may also be discussed at the end of the meeting, providing they are related to the purpose of the Association.

## **Article 11 – Attributions of the Board of Directors**

The Board has the widest powers to administer the association, within the limits of its purpose and subject to the powers granted by these Articles of Association to the General Meeting and the Board members.

## **Article 12 – Committee**

From among its members, the Board of Directors elects a President, two Vice-Presidents, one General Secretary, one deputy General Secretary and a Treasurer, who comprise the Committee members. They are elected for three years and are immediately re-eligible.

## **Article 13 – Committee member attributions**

1. The Committee is responsible for the everyday management of the association. It meets as often as required in the interest of the association, when convened by the President.

2. The President is the association’s sole representative in all civil procedures and is granted all powers to this effect. The President may decide to bring legal proceedings in the name and on behalf of the association and represents it, both as a petitioner and defendant, in all national, regional and international jurisdictions. He may inform the Board of Directors of this matter at a later date.

The President may, with the Board’s approval, partially delegate powers under his responsibility to one or more representatives of his choice, who may or may not be Board members.

3. The Vice-Presidents assist the President in performing his duties and replace him in case of impediment

4. The General Secretary is responsible for notices of meeting. He draws up, or causes to be drawn up, the minutes of Committee Board of Directors' meetings. He holds the registers specified in article 5 of the law of 1 July 1901. He is assisted by the deputy General Secretary. The General Secretary may have powers delegated to him by the President as regards specified issues.

5. The Treasurer, under his responsibility, draws up, or causes to be drawn up, the accounts of the association. He is responsible for collecting membership fees. Under the control of the President, he receives all monies. Orders for expenditure must be signed by the Treasurer and the President or Vice-President, with the signatory being responsible for informing the Committee members at a later date.

He draws up an annual report on the financial situation of the association and presents it at the Ordinary General Meeting.

The Treasurer may be assisted by a chartered accountant.

6. The duties of the Committee members are not remunerated.

**III. RESOURCES**

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**Article 14 – Resources**

Association resources comprise annual membership fees and, where applicable, public and private subsidies, contractual remuneration and any other resources that are not prohibited by laws and regulations.

**Article 15 – Membership fees**

The amount of the annual membership fee is set by the Board of Directors.

**IV. AMENDMENTS TO THE ARTICLES OF ASSOCIATION, DISSOLUTION AND INTERNAL BYLAWS**

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**Article 16 – Amendments to the Articles of Association**

The Articles of Association of the association may only be amended in an Extraordinary General Meeting, following a proposal from the Board of Directors or a request from one third of the General Meeting members.

The proposal must be included in the General Meeting agenda and the amendments must be adopted by the majority of members present or represented.

### **Article 17 – Dissolution**

In the event of dissolution of the association, decided by the majority of members present or represented at the Extraordinary General Meeting, one or more liquidating members are appointed by the Meeting to perform the liquidation transactions.

Any assets are distributed in accordance with article 9 of the law of 1 July 1901 and the Decree of 16 August 1901.

## **V. INTERNAL BYLAWS AND SUPERVISION**

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Drawn up in two original copies.

**The President**

**The Treasurer**

Michel de Guillenchmidt

Matthieu Ragot