



*« MEDPAN Association »*

*Draft INTERNAL RULES – Version 12*



#### **ARTICLE 1 – Working languages of the association**

The Association's working languages are French and English.

#### **ARTICLE 2 – Admission to membership**

The application for membership is submitted in writing and signed by the applicant.

Copies of the charter and the internal rules are available for all new members.

To become a member, an application must be addressed to the Board of Directors and approved by the General Assembly; and the annual fee must have been paid.

#### **ARTICLE 3 – Admission to partnership**

The application for partnership is submitted in writing and signed by the applicant.

Copies of the charter and the internal rules are available for all new partners.

To become a partner, an application must be addressed to the Board of Directors and approved by the General Assembly.

#### **ARTICLE 4 – Loss of membership or partnership**

Any member or partner whom the Board of Directors envisages expelling for good cause, must be summoned to a hearing by the President by registered letter served at least fifteen days in advance. The summons specifies the place and date of the hearing, the nature of the allegations and the sanction with respect thereto. A member or partner who is duly summoned is invited to explain his conduct. In that regard, he may assert the means of defence that he intends to employ, in particular, assistance or representation by legal counsel at his own expense, provided that written notice thereof is given to the Chairman of the Board of Directors beforehand.

If the member or partner fails to attend, he is again summoned under the same conditions. A



failure to appear upon a second summons results in automatic expulsion, unless an appearance was prevented by an event of force majeure.

If the Board of Directors wishes to uphold the member's or the partner's exclusion then the submission in this respect shall be submitted to the General Assembly

Serious grounds include, in particular:

- any initiative tending to defame the association or its representatives or voluntarily impair its purpose ;
- any public position taken on behalf of the association that has not been correctly approved by its Board of Directors or its Executive Committee ;
- any conduct that voluntarily prejudices the association's interests.

Any member partner who, as of the commencement the second half of the fiscal year, has failed to pay his fee, may be expelled by the Board of Directors.

Any member or partner may resign the mandates held within the association or from the association itself by addressing a letter of resignation to the Chairman of the association which will be read during the General Assembly.

#### **ARTICLE 5 – Fees**

Fees are called from members at the beginning of the fiscal year and, unless otherwise specifically agreed, are payable within thirty days of the treasurer's request for their collection. They may be paid in cash or by the provision of resources operated by the member.

New members pay their initial fee pro rata of the accruing quarters.

Partners do not pay fees but may make voluntary contributions to the association.

#### **ARTICLE 6 – Responsibilities of members of the Executive Committee**

The responsibilities of the Chairman of the Executive Committee and the Board of Directors are specified in the charter.

With the agreement of the Chairman the Honorary Vice-Chairman may represent the association.

The Vice-Chairman assists the Chairman in the fulfilment of his responsibilities. In the event of the Chairman's prolonged or permanent impairment, he replaces him pursuant to the terms and



conditions specified in the internal rules.

The Treasurer establishes the association's financial statements, or assigns others to do so under his supervision. He issues the annual call for fees, and establishes a financial report that he submits to the Ordinary General Assembly along with the annual financial statements, or assigns others to do so.

He pays the expenses and collects the receipts, or assigns others to do so under his supervision.

He manages the Association's reserve fund and liquidities, or assigns others to do so under his supervision.

He is authorised to have any accounts and savings books opened in any credit or financial institutions and to manage the operations thereof. He may delegate part of his powers and signature only with the Executive Committee's agreement.

The Secretary ensures that the association's materials, administration and legal matters are in order. He draws up the minutes of meetings and decisions of the Executive Committee, the Board of Directors and the General Assemblies, or assigns others to do so. In particular, he keeps the special register specified in article 5 of the Act of 1/7/1901 and in articles 6 and 31 of the decree of 16/8/1901. He carries out the formalities required by said articles, or assigns others, under his supervision, to do so.

## **ARTICLE 7 – Elections and functioning of the Executive Committee**

An interim Executive Committee is appointed by the Constitutive General Assembly. Its mandate comes to an end at the first General Assembly. The Board of Directors then elects an Executive Committee for a three year term.

Members of the Executive Committee are elected by secret ballot for a three year term by the Board of Directors. Outgoing members may be re-elected.

Membership of the Executive Committee ceases in the event of resignation from office or by failing to attend three consecutive Executive Committee meetings without excuse and following dismissal by the Board of Director which can occur ad nutum and following a simple incident during a sitting.

The Executive Committee meets at least three times a year at the initiative and upon convocation of the Chairman who determines its agenda. The notice of convocation may be served by any means at least eight days in advance. Decisions are made by a majority of the members present. In the event of a tie vote, that of the Chairman prevails.

## **ARTICLE 8 – Elections to the Board of Directors**

The interim Board of Directors is appointed by the Constitutive General Assembly. Its mandate



comes to an end during the first General Assembly. The latter then appoints a Board of Directors for a three year term.

One-third of the Board is elected every year as from the third year. The first two-thirds are drawn by lot. If the number of members and partners on the Board cannot be divided by three, a third election absorbs the difference. Outgoing members and partners may be re-elected .

Voting for re-election of members on the Board of Directors whose terms of office expire, occurs at the annual Ordinary General Assembly.

The Board of Directors calls upon members and partners of the Association for their candidacies.

All candidacies must be filed at the registered office and must be addressed to the Chairman at least one month prior to the date of the General Assembly.

#### **ARTICLE 9 – Functioning of the Board of Directors**

The Board meets at least once a year and whenever it is convened by its Chairman or at the request of one-quarter of its members or partners. At least one-third of the members of the Board of Directors must be present for the Board to validly take action. Any director who cannot attend may be represented by another director who holds a special proxy in that regard. The number of proxies held by a single person is limited to two. Any member or partner of the Board who, without excuse, fails to attend three consecutive meetings shall be deemed to have resigned.

Every member or partner attending a Board of Directors meeting either in his own name or as a proxy, must sign the attendance sheet established for that purpose.

All votes are taken by the raising of hands of members who attend the meeting except in the case of elections to the Executive Committee

Decisions are made by a majority of the members present or represented. In the event of a tie vote, that of the Chairman prevails.

The minutes of the Board of Directors' meetings are kept in an ad hoc binder and signed by the Chairman and the Secretary or, in the event of their unavailability, by two other members of the Board. The minutes summarize the discussions, the text of decisions and the results of the votes.

Members and partners of the Board of Directors do not receive any remuneration for the responsibilities that are assigned to them. Expenses are reimbursed only on the basis of documentation.

A director ceases to hold office in the event of resignation or failure to attend three consecutive meetings of the Board of Directors without excuse and following revocation of membership by



the General Assembly which can occur ad nutum and following a simple incident during a sitting.

#### **ARTICLE 10 – Impairment of the Chairman**

In the event of the Chairman's impairment observed by the Board of Directors, for a period exceeding sixty consecutive days, for any reason whatsoever, the Vice-Chairman or, in his absence, one of the members of the Executive Committee, with the exception of the Honorary Vice-Chairman, replaces the impaired Chairman and holds all of his powers. His interim responsibilities terminate at the end of the impairment, and at the latest on the closest partial re-election of the Board of Directors.

#### **ARTICLE 11 – Functioning of General Assemblies – holding and votes**

The Ordinary and Extraordinary General Assemblies are convened by the Chairman.

The Ordinary General Assembly meets at least once a year and whenever it is convened by the Chairman of the Board of Directors or at the request of at least one-quarter of its members and/or partners.

It cannot be held in the same country for two consecutive years.

Every member or partner attending a General Assembly meeting either in his own name or as a proxy, must sign the attendance sheet established for that purpose.

The Chairman presides over General Assemblies, states the matters on the agenda and leads the discussions. In the event of his impairment, the Chairman is replaced by the Vice-Chairman or, in his absence, by another member of the Executive Committee with the exception of the Honorary Vice-chairman.

General Assemblies may rule only on matters appearing on the agenda, except for dismissal of directors.

They may hear any person who might enlighten their discussions.

Any member or partner, who cannot attend physically, may be represented by another member or partner who is empowered specifically for that purpose.

The number of proxies held by a single person is limited to two.

Blank proxies returned to the registered office are distributed by the Chairman among the members of the Board of Directors, and then of the General Assembly, in compliance with said limitation. They are used for the adoption of resolutions approved by the Board of Directors and submitted to the General Assembly.

Decisions are made by a majority of the members present or represented. In the event of a tie



vote, that of the Chairman prevails.

The vote is cast on the premises by the member or by the person whom he empowers beforehand to represent him, or by telephone for members who are unable to physically attend the General Assembly.

The vote is taken by the raising of hands, except in the following two cases, when it is taken by secret ballot:

- upon the election or dismissal of directors;
- if such a vote is requested by more than one-third of the members present.

The minutes of the General Assemblies' decisions and resolutions are established without blanks or deletions, and are signed by the Chairman and the Secretary of the meeting. They summarize the discussions, the text of decisions and the results of the votes.

## **ARTICLE 12 – Secretariat**

The Secretariat is comprised of permanent staff, or of staff employed for a determinate period. The Board of Directors has the authority to manage the Secretariat of the MedPAN association (recruitment, remuneration, promotion, layoff).

Upon the Board of Directors' recommendation, the General Assembly may appoint an executive Secretary. If the executive Secretary is not a member or a partner of the Board of Directors, he may be remunerated pursuant to terms to be determined.

If no executive Secretary is appointed, or if this position is vacant, his responsibilities and prerogatives described below are assumed by the Chairman or by one of his principals.

The executive Secretary keeps a register containing the delegations of powers, the archives of the Association, and, in consultation with the Secretary and the Chairman, prepares the policy report and drafts the activity reports. He has the authority over the association's employees.

After the Board of Directors' decision, upon the executive Secretary's recommendation, and after consideration of the opinions of the Secretary and the Treasurer, the recruitment of salaried employees is assumed by the Chairman.

Based on the recommendation of the executive Secretary, the Board of Directors determines the employees' responsibilities, assignments and remunerations, which must appear in their employment contract.