

FOCUS 2030
French non-profit organization

33 rue du Mail,
75002 Paris - France

BYLAWS

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October 18, 2018

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TITLE I

FORMATION – NAME – PURPOSE – REGISTERED OFFICE - DURATION

Article 1 – Formation

An organization governed by the amended French Law of July 1, 1901, and its regulations (a nonprofit organization) is hereby being formed between the parties approving these bylaws and those who will approve them later.

Article 2 - Name

The name of the organization is: Focus 2030.

Article 3 – Purpose, Means of action

Article 3.1. Purpose of the Organization

The Organization operates on behalf of international solidarity and has the authority to take part in any actions that help the world's most vulnerable populations.

In particular, its mission is to promote and support initiatives that contribute to the achievement of the Sustainable Development Goals adopted by the United Nations.

Its aim is to develop programs that aid innovation and advocacy actions in the domain of international solidarity, particularly with regard to communication and mobilization, and to develop ways to assess them.

Article 3.2. Means of action, accomplishment of the purpose

In order to accomplish its purpose, the Organization adopts and uses all necessary means of action that are not prohibited by law.

In particular, the Organization is authorized to:

- prepare scientific tools that are made available for free to actors in the domain of international solidarity (e.g., research, opinion research, tools for impact studies and awareness-raising or assessment actions of NGOs, etc.)
- participate directly in international solidarity projects and programs, including through a fund that is created on an *ad hoc* basis and managed by the Organization;
- create a forum for discussion among professionals in the domain of international solidarity to scale practices and maximize their impact while improving the information offered to them;
- organize any events;
- carry out external communication initiatives targeting a wide audience (e.g., blog, website, etc.);
- offer on an ongoing or occasional basis any products or services that fall within the scope of its purpose or that are likely to play a role in accomplishing the purpose;
- purchase, rent, manage all fixed or transferable assets needed to perform its tasks.

Any surpluses generated by the Organization must be used for accomplishing its statutory purpose. No portion whatsoever may be allocated or may revert, even directly, to members, authorized agents regardless of their assignments (i.e., trustees), executive managers or, more broadly, to any private or public individual.

Only expenditures and compensation commensurate with the services rendered and justified for the accomplishment of the Organization's statutory purpose are authorized.

The Organization is prohibited from conducting political activities:

- promotional activities

- lobbying and actions to influence legislation
- participation in a political campaign for or against a candidate running for public office
- intervention in a political campaign for or against a candidate running for public office

Article 4. – Registered office.

The Organization's registered office is established at 33 rue du Mail, 75002 Paris, France. This registered office may be transferred to any other location through a decision of the Board.

Article 5. – Duration.

The Organization is formed for an unlimited duration.

TITLE II

MEMBERS OF THE ORGANIZATION

Article 6. – Composition.

The Organization is made up of the Founding Members, a list of whom is appended hereto.

During the Organization's lifetime, any natural persons or legal entities that may request to join the Organization and that are approved beforehand by the Board may become members of the Organization.

Any request to join the Organization must be made in writing to the Chair and submitted to the Board; the Board will rule on this admission by a majority without a need to justify the decision, whatever it may be.

Article 7. – Loss of member status.

The status of member of the Organization is lost:

- by resignation sent in writing to the Chair of the Organization;
- in the case of natural persons: by death, disability or forfeiture of their civil and political rights;
- in the case of legal entities: by reorganization by a bankruptcy court, liquidation or dissolution;
- by expulsion decided on by the Board at its discretion for any serious cause; the party in question is given the opportunity beforehand to present its defense to the Board.

The loss of member status of one or more individuals does not put an end to the Organization, which shall continue to exist among the other members.

TITLE III

RESOURCES

Article 8. – Resources.

The Organization has the option to collect:

- contributions from members that may be established and collected by the Board;
- contributions with or without right of recovery;
- public or private subsidies that may be granted to it;
- revenue originating from assets sold or services provided by the Organization;

- income from assets or securities of any type that it owns or may come to own;
- loans contracted with any natural person or legal entity;
- manual gifts or gifts from charitable organizations;
- any other resource that is not prohibited by current laws and regulations.

TITLE IV

GOVERNANCE

Article 9. – Board

The Organization is governed by a Board of Directors, also known as the “Board.”

Article 9.1. Composition

It is comprised of at least three directors.

The directors are elected by the Ordinary General Meeting, within this meeting, for a term of two years, which covers the inclusive period between three Ordinary General Meetings. Outgoing directors are immediately eligible for reelection.

The meeting elects, from among the directors and for an identical term of office, a Board comprised of at least three members:

- a Chair
- a Treasurer
- a General Secretary
- if required, one or more Vice Chairs

As of the formation of the Organization:

- the first Chair is Ms. Fanny Forgeau
- the first Treasurer is: Mr. Ziad Maalouf
- the first General Secretary is Mr. Tancrède Voituriez

Their term will expire during the Ordinary General Meeting approving the financial statements for the fiscal year ending December 31, 2018. They will be eligible for reelection.

Article 9.2. Vacancy of an office

In the event of the vacancy of a Board member, the Board member immediately provides for a substitution by appointing a director, member of the Organization or competent third party on a temporary basis for the remaining term of office of the defaulting predecessor.

Article 9.3. Loss of a director's duties

The director's term of office is terminated by:

- the director's resignation from the office;
- the expiration of the directorship;
- the loss of member status in the Organization;
- the dismissal decreed by the General Meeting; said dismissal may occur after an irregularity during the meeting.

Article 9.4. Unpaid nature of duties

The directors' duties are performed on a pro bono basis.

Reimbursement is offered only for costs incurred as part of the fulfillment of the duties of director. These costs are reimbursed based on individual cost and upon presentation of supporting accounting documents.

Article 10 – Meetings and deliberations

Article 10.1. Notice of meeting

The Board meets at least twice per year at the Organization's registered office or in any other location:

- when convened by its Chair, whenever the Chair deems it necessary in the Organization's interest.
- or when convened by at least two members of the Organization.

The CEO is automatically invited to the Board meetings, which he may attend unless the Board decides otherwise.

The meeting agenda is set by the Chair or by the members who have requested the meeting.

The notice of meeting specifies if the meeting may be held remotely and by what secure method.

Notices of meeting are sent at least seven days before the scheduled meeting date, by postal mail, fax or e-mail.

Article 10.2. Powers

Directors who are absent or unable to attend may give a director agency to represent them. A director may have only one proxy.

Article 10.3. Quorum

For decisions to be valid, at least one-half of the Board members must be present or represented.

Each present or represented Board member gets one vote.

Article 10.4. Majority

Decisions are made by a majority of votes of the Board members who are present or legally represented; in case of a tie, the Chair casts the deciding vote.

Article 10.5. Minutes

The Board's discussions are recorded in minutes that are drafted without blank spaces or deletions on numbered pages and archived at the registered office of the Organization. They are signed by the Chair.

Article 11. –Powers of the Board and its members

Article 11.1. Powers of the Board

The Board, also known as the Board of Directors, is invested with full powers to govern and manage the Organization within the limits of its purpose and subject to the powers of the General Meeting.

In particular, the Board:

- determines the Organization's overall policy and focuses;
- approves the Organization's annual financial statements;
- adopts the Organization's budget;
- proposes to the Ordinary General Meeting the potential appointment of the Statutory Auditor(s);

- makes any decision necessary for the proper functioning of the Organization regarding the use of funds, resources and other assets the Organization holds; as such, it decides on the hiring and dismissal of the Organization's staff;
- adopts and amends any internal rules;
- may delegate its powers in writing to the Organization's members or employees, or to third parties, particularly with regard to decisions pertaining to the hiring or dismissal of the Organization's staff; it may terminate said delegations of authority at any time;
- may grant authority or entrust the provision of services to its members, employees or third parties;
- may at any time form Committees of qualified persons and establish their prerogatives and makeup;
- determine and collect the sum of potential annual contributions;
- decide on the removal of any member of the Organization;
- temporarily appoint any director in case of vacancy of a position;
- decide on any transfer of the registered office.

Article 11.3. Chair

The Chair handles the day-to-day management of the Organization and enacts the Board's decisions.

The Chair implements and develops the Organization's overall policy, which is determined by the Board.

The Chair leads the Organization and oversees its proper functioning.

The Chair is invested with full powers to make all decisions that arise on a day-to-day basis and pertain to the Organization's overall policy and that these bylaws do not reserve for the meeting.

The Chair may decide on and sign, in the name and on behalf of the Organization, any conservation measure, whether it is a trust deed or act of disposal.

The Chair acts in the name and on behalf of the Organization, and in particular:

- represents the Organization in all civil matters and is invested with all powers for that purpose;
- enacts the decisions adopted by the Board;
- signs all contracts and instruments required to enact the decisions of the Board and General Meetings;
- has authority to represent the Organization in all courts, as either the claimant or the defendant;
- may bring legal action to defend the interests of the Organization, agree to any settlements and lodge any appeals;
- summons the Board and General Meetings, sets their agenda and chairs their meetings;
- invites any individual to attend the meetings of the Board or General Meeting in an advisory capacity;
- ensures the proper financial, administrative and legal functioning of the Organization;
- is authorized to open and have operated any accounts and savings passbooks in any credit or financial institutions;
- performs or supervises the performance of the formalities in compliance with the legal or regulatory provisions;
- may delegate the Chair's powers and signing authority in writing; the Chair may terminate these delegations of authority at any time.

Article 11.4. Treasurer

The Treasurer prepares or has prepared, under his responsibility, the Organization's financial statements. He is responsible for collecting any contributions issued by the Board. Under the Chair's supervision, he pays and receives all sums.

He ensures financial equilibrium.

He prepares or supervises the preparation of a balance sheet, an income statement with appendices and a report on the Organization's financial position, and presents it to the General Meeting.

He is authorized to open and have operated any accounts and savings passbooks in any credit or financial institutions. He orders expenditures and pays expenses and collects revenue.

He may delegate his powers and signing authority in writing; he may terminate these delegations of authority at any time.

The Treasurer ensures the proper functioning of the appropriation fund managed by the Organization and compliance with the rules set out in the internal rules for the fund as they are approved and amended by the Board.

Article 11.5. General Secretary

The General Secretary assists the Chair and stands in for her in case of temporary incapacity.

He prepares or oversees the preparation of any notices of meeting, minutes of the meetings of the Board of Directors and minutes of the General Meetings.

He maintains the register stipulated in Article 5 of the French Law of July 1, 1901.

He performs or supervises the performance of the formalities in compliance with the legal or regulatory provisions.

Article 12 - General Meetings – Common rules.

Article 12.1. Composition

The General Meetings include all the members of the Organization.

Article 12.2. Proxies and votes

Each member may be represented by another member of the Organization who holds a special proxy. The number of proxies one member of the Organization may have is limited to three. Any blank proxy that is sent is freely allocated by the Chair to a member of the Organization, or even to the Chair.

Members of the Organization hold one vote each and the votes of the members they are representing.

When the resolution on the term of office of a director is being put to a vote, the Organization member whose name is put forward participates in the vote.

Article 12.3. Notice of meeting and agenda

Meetings are convened on the Chair's initiative at the Organization's registered office or in any other location set by the notice of meeting. They may be held remotely by any secure method. In case of the Chair's vacancy, the General Meeting is convened by the General Secretary.

The notice of meeting is sent by postal letter or e-mail containing the agenda set by the Chair to each member of the Organization at least eight days in advance. It also contains the necessary instructions in case the meeting is held remotely.

Article 12.4. Binding power of decisions

Decisions of the General Meetings that are validly adopted are binding for all parties.

Article 12.5. Minutes

Minutes are kept of the discussions of the General Meetings. The minutes are drafted by the General Secretary without blank spaces or deletions and signed by the Chair. They are archived at the registered office of the Organization.

Article 13 – Ordinary General Meeting.

Article 13.1. Authorities

The Ordinary General Meeting is held at least once per year within six months of the closing of the fiscal year. It may also be convened at any time by the Chair or at the request of at least one-quarter of the members of the Organization.

The annual Ordinary General Meeting hears the Board's reports on the Organization's activity and business outlook, and the report on the Organization's financial position.

It also hears the report of the potential Statutory Auditor or Statutory Auditors.

The Ordinary General Meeting appoints, renews or dismisses the members of the Board of Directors—that is, at least a Chair, Treasurer and General Secretary—from among the members of the Organization or from among competent third parties. The Founding Members have veto power if the absolute majority of them objects.

The Ordinary General Meeting approves the financial statements of the fiscal year and discharges the directors.

It elects new directors and, where required, ratifies the appointments made on a temporary basis.

It authorizes the establishment of instruments or transactions that exceed the powers of the other bodies of the Organization.

Generally speaking, the Ordinary General Meeting discusses all the issues listed on the agenda.

Article 13.2 Quorum

The Ordinary General Meeting deliberates validly no matter how many members are present or represented.

Article 13.3 Majority

The decisions of the Ordinary General Meeting are made by a majority of the votes of the members present or represented. In the event of a tie, the Chair casts the deciding vote.

Article 14 – Extraordinary General Meeting.

Article 14.1. Authorities

The Extraordinary General Meeting is the only body with authority to amend the bylaws, decide on the dissolution of the Organization and decide on the attribution of its assets.

It is convened by the Chair or at the written request of at least one-fifth of the members of the Organization. This request is filed at the Organization's office.

Article 14.2. Quorum

The Extraordinary General Meeting deliberates validly only if at least one-half of the members of the Organization are present or represented.

If this quorum is not achieved, the General Meeting is convened within ten days with the same agenda. On this occasion, the meeting deliberates validly no matter how many members are present or represented.

Article 14.3. Majority

The decisions of the Extraordinary General Meeting are adopted by a two-thirds majority of the votes of the members who are present or represented. The Founding Members have veto power if the absolute majority of them objects.

TITLE V

ORGANIZATION'S FINANCIAL STATEMENTS

Article 15. – Fiscal year.

The fiscal year begins on January 1 and ends on December 31 of each year.

The first fiscal year shall begin on the date on which the statement of formation of the Organization is included in the Official Journal and shall end on December 31, 2017.

Article 16. – Accounting. – Financial statements.

Regular accounts are kept of the Organization's annual activity and transactions.

Each year, a balance sheet and income statement with its appendices are prepared annually under the Treasurer's responsibility.

The annual financial statements and the Board's report, the Treasurer's financial report and, where required, the Statutory Auditor's report, are made available to all members of the Organization.

Article 17. – Statutory Auditors.

The Board may, on its own initiative or in order to meet legal obligations, propose to the General Meeting the appointment of a Statutory Auditor and potentially an alternate Statutory Auditor.

The Statutory Auditor performs its assignment in accordance with the law and with the standards and rules of its profession.

TITLE VI

DISSOLUTION – LIQUIDATION

Article 18. – Dissolution.

Should the Organization be dissolved for any reason whatsoever, the Extraordinary General Meeting appoints one or more liquidators responsible for the liquidating operations.

Assets that had remained or become, under the grant contracts, the property of the agencies that granted the subsidies automatically revert to their owners.

The General Meeting decides on the attribution of the Organization's assets. The liquidation dividend, if it exists at the time of dissolution, may be allocated only to one or several organizations pursuing humanitarian goals and/or one or more regional or federal governmental entities for the performance of actions for the public good.

In accordance with the provisions of Article 1 of the French Law of July 1, 1901, the meeting that is called to decide on the attribution of the assets may not allocate to the members any portion whatsoever of the Organization's assets, aside from the recovery of contributions.

TITLE VII

INTERNAL RULES – FORMALITIES

Article 19. – Internal rules.

The provisions of these bylaws may be supplemented by Internal Rules whose purpose is to establish miscellaneous items not stipulated by the bylaws, particularly those that relate to the functioning of the Organization.

Article 20. – Formalities.

The Chair or General Secretary performs or oversees the performance of the reporting and publication formalities required by the law and regulations in force.

All powers are granted for this purpose to the holder of an original of this instrument.

Executed in PARIS,
October 18, 2018
in 3 original copies

Chair
Ms. Fanny Forgeau

General Secretary
Mr. Tancrede Voituriez

Treasurer
Mr. Ziad Maalouf