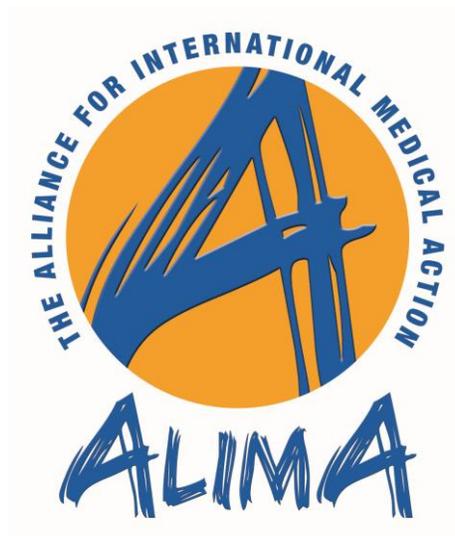


Alliance for International Medical Action (ALIMA)

BY-LAWS OF THE ASSOCIATION

**ADOPTED BY THE GENERAL ASSEMBLY OF
OCTOBER 20, 2019**



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 "the 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

75011 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 sustainable results, it collaborates with all stakeholders and promotes the principle of subsidiarity in the implementation of its social missions, by delegation to project managers and Heads of Mission.

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.

Candidates must also declare on their honor that they have read the ALIMA Charter and undertake to respect its principles.

Applications are assessed by the Bureau of the Board of Directors, which submits a list of associate members to the Board once a year. The decision does not have to be justified; however, it is based in particular on the criteria mentioned above, the existence of sponsorships, the respectability of individuals and the analysis of possible conflicts of interest. An ALIMA or Partner Association employee must have a minimum of one year's seniority in order to be considered.

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 of the member presented to the Chairman 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 Chairman 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 Chairman 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 only validly deliberates if at least 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. No quorum is required for a second convocation.

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 financial year ended after hearing the report on the financial situation of the Association and the report of the Statutory 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 Chairman and the Secretary.

All deliberations of the Ordinary General Assembly shall be taken by a simple majority of the votes cast. In the event of a tie, Chairman shall have the casting vote.

The deliberations of the Ordinary General Assembly are recorded in minutes, signed by the Chairman 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 Chairman 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 active members are present. If the quorum is not reached, a second assembly is convened on the same agenda within a minimum of fifteen days. No quorum is required for a second convocation. On first as on second convocation, the By-laws can only be modified by a majority of two thirds of the present members.

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 Chairman and the Secretary. The deliberations of the Extraordinary General Assembly are recorded in minutes, signed by the Chairman 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 9: Board of Directors and the Bureau

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

- At most 12 members are elected by the General Assembly from among the members of the Association, by secret ballot and for a maximum of three years. To be elected, a member must receive at least 50% of the votes cast. Candidates standing to replace a director who resigns during his or her term of office, is removed or dies, are elected for the remainder of his or her term of office
- Up to 3 members are co-opted for a maximum period of three years by decision of the Board of Directors. Co-opted members of the Board of Directors may be members of the Association or representatives of legal entities that are partners of the Association.

Employees who are members of the Association may be elected to the Board of Directors, and their presence on the Board is desirable. Their maximum number, determined by the By-laws, must be less than a quarter of the total number of members of the Board. If the Board of Directors consists of 15 directors, there can be no more than 3 employees within the Board. In the event that the number of candidates employed by the Association and who have obtained the necessary votes to be elected exceeds this proportion, only the candidates who have obtained the most votes shall be elected, within the statutorily defined limit. If a non-employee Board member is offered an employment contract and the total number of employee Board members (him- or herself included) thereafter exceeds one quarter of the total number of employees, he or she de facto loses the status of member of the Board of Directors upon accepting the contract.

Members of the Executive Committee cannot be elected to the Board of Directors, in order to respect the necessary separation between executive functions and the Board of Directors.

The Board of Directors is renewed by a third every year. Outgoing members are eligible for re-election. No more than one-third of the members of the Board of Directors may have served for more than six consecutive years.

In the event of a vacancy, the Board of Directors provides for the temporary replacement of its members by co-optation for a defined period, up to a maximum of 3 years.

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

The Board of Directors shall elect a Bureau from among its members. This Bureau is composed of a minimum of three members and a maximum of five. It is composed of a Chairman, a Treasurer and a Secretary as well as a Vice-Chairman and a Deputy Secretary if necessary. 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 Chairman 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 Chairman (or, if unable to do so, by the Vice-Chairman). 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 Chairman 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 Chairman 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;
- fundraising proceeds, grants, material donations, legacies;
- 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. No quorum is required for this third Assembly.

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

In the event of a dissolution pronounced by at least two thirds of the members present at the General Assembly, one or several liquidators are appointed by the Assembly, and the assets, if any, are vested in accordance with Article 9 of the French Law of July 1, 1901.