

**ALLIANCE FOR INTERNATIONAL MEDICAL
ACTION**

RULES AND REGULATIONS

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

These regulations complement the By-laws of ALIMA. They define roles for the association's various bodies and specify a few additional rules.



Article 1: Associative Life

All ALIMA members collectively hold the power to decide and act toward fulfilling the objectives defined by ALIMA in its corporate purpose and Charter.

To this end, all members of the Association are regularly kept informed of the deliberations of the Board of Directors and other news related to the Association.

The General Assembly is the privileged place for members to express themselves.

In addition, at any time, any clearly identified member may send a written communication, suggestion or request to the Chairman of the Board of Directors of the Association. The Bureau is responsible for responding, by informing the Executive Board.

Members of the Association who reside in a country of intervention may appoint a National Association Representative who organizes the life of the Association and is a privileged contact point for information sharing.

Partner Associations operating in the field are an essential strength of ALIMA's organizational model. They are involved in the associative life and governance of ALIMA through their representatives.

The Chairman organizes associative life with the assistance of the executive team (under the authority of the Managing Director) and the Associative Life Committee. The goal is for all members to be involved in the development of ALIMA, for ALIMA to retain its members and to continue to see their number grow.

Article 2: General Assembly

Article 2.1 Powers of the General Assembly

The General Assembly organizes the powers that allow ALIMA to function and act in service of the health of the most vulnerable. Thus, the General Assembly votes on the By-laws, the Rules and Regulations, as well as the Charter; and it validates the orientations of ALIMA's general policy. It also elects, delegates powers to the Board of Directors and controls the use of these powers.

The General Assembly retains exclusive powers that cannot be delegated:

- the election of Board members;
- the review of the moral and financial report;
- the approval of the accounts;
- the vote on the discharge of the Board of Directors, i.e. the discharge of members of the Board of Directors from responsibility regarding their actions during the fiscal year;
- and the appointment of the Statutory Auditor.

The powers of the General Assembly are limited to items on the agenda, in accordance with Article 7 of the By-laws. The agenda is set by the Board of Directors, which shall first query the members of the Association for any suggestions as to the items to be included on the agenda. If necessary, the Board shall report to the General Assembly on any suggestions not included.

Article 2.2: Participation in General Assemblies and Membership Fees

Participation in General Assemblies is open to all ALIMA members. Members can be present physically, or they can participate remotely by using a telephone or computer (with an Internet connection) if they have registered and use an access code.

The membership fee is valid for one calendar year. It must be renewed every year. Only members who have paid their annual contribution may attend General Assemblies.

The Board of Directors has set the membership fee at 35 euros for French residents and 8 euros for others. The sum is rounded to the nearest integer when paid in local currency.

The amount is set for one year starting from the adoption of the Rules and Regulations and may be adjusted each year by decision of the Board of Directors. If necessary, this decision shall be deemed an amendment to the Rules and Regulations on this point.

Failure to pay dues may lead to exclusion from the Association.

Article 2.3: Voting procedures at General Assemblies

Voting at the General Assembly is secret and concerns the items on the agenda accompanying the convening notice.

No proxy vote is provided for.

Members who participate remotely in the General Assembly can vote. The Bureau shall propose terms and conditions to the Board of Directors that allow for remote electronic voting. These terms and conditions must guarantee the secrecy of the ballot and the sincerity of the vote.

Questions put to the vote are answered in the affirmative or negative. Votes are considered positive if they receive 50% or more of the positive and negative votes. Blank or void votes are announced and recorded in the minutes of the General Assembly.

Article 3: The Board of Directors

Article 3.1: Powers of the Board

It is granted full powers to manage the Association within the framework set by the General Assembly, with the exception of those powers that are expressly reserved for the Assembly and cannot be relegated. It reports on its activities to the General Assembly once a year.

The Board of Directors delegates part of its powers to the Managing Director, who is responsible for the executive powers of the Association.

However, it may not delegate the following powers:

- the appointment and the dismissal of the Managing Director;
- the adoption of the provisional annual budget and budget revisions;
- the adoption of the annual operational plan;
- the closing of the annual accounts;
- the opening of a mission in a new country if it is not provided for in the annual plan;
- the validation of the remuneration principles applicable in the Association and the determination of salaries for members of the Executive Committee;
- the Constitution of the Bureau and of the committees of the Board of Directors;
- finally, the approval of the minutes of the Board of Directors.

Article 3.2: Applications

In the event of a vacancy, the Board of Directors shall be responsible for calling for applications from all members who are up to date with their membership fees, at least one month before the General Assembly. Applications must be submitted no later than eight days before the General Assembly. Candidates must express their willingness to participate on the Board of Directors through a cover letter and a CV to identify their skills, profile and experience.

The Board of Directors examines the validity of applications. It shall exclude applications that have not complied with the formal conditions set out above. Exceptionally, the Board may reject an application for different reasons; but it must, in this case, inform the candidate and the General Assembly in writing of the reasons for this decision.

Candidates have the opportunity to present their application to the General Assembly before the voting procedure is initiated.

Only candidates who have obtained more than 50% of the votes cast may be elected, as the seats to be filled must not necessarily be filled. If there are more candidates than seats to be held, the candidates who obtain more than 50% of the votes cast and the most votes in their favor shall be elected to the Board, up to the number of seats to be filled.

Article 3.3: Organisation

The Board of Directors meets at least four times per year. Physical presence is desirable but is only required twice a year, in Paris and in Dakar. Members may attend other meetings by tele- or videoconference. Travel or connection costs are supported.

Board meetings are open to all members of the Association who can attend physically, or by tele- or videoconference, without participating in the debates. Members must register in advance and use an access code when they wish to attend remotely. However, closed

sessions are held on certain matters requiring confidentiality, the minutes of which provide only a general summary.

In exceptionally urgent circumstances, it is possible for the Board of Directors to take a decision between two meetings, provided that the Chairman or the Secretary requests the approval of its members electronically. In this case, however, it is appropriate to allow Board members to share their comments or questions.

Members of the Board of Directors who consider themselves in a position of conflict of interest on a given issue shall declare it and shall refrain from participating in the debate and vote on that issue. If the Board of Directors considers, by a majority of two-thirds, that one of its members is in a position of conflict of interest on a given issue, said member may not participate in the debate and vote. In this case, his or her vote shall not be considered in determining the quorum and majority.

Article 4: The Bureau

Article 4.1: Powers and Functioning of the Bureau

The Bureau of the Executive Board does not have powers of its own. It prepares the Board's decisions and ensures their implementation. It validates the agendas and minutes of the Board of Directors before they are sent for information or approval.

It is essentially a point of contact with the Managing Director who attends its meetings. The Managing Director keeps the Bureau informed of the main subjects that concern it, in particular security issues and developments in the contexts of the countries of intervention, as well as the opening or closing of projects, significant developments in missions, budget monitoring, any risk that could significantly affect ALIMA's image and any subject that could present an unusual risk for ALIMA.

The Bureau may receive ad hoc delegations from the Board of Directors and act on its behalf, provided that it reports accordingly to the Board at its following meeting or in a special communication. Said special communication may also serve to seek the advice of the members of the Board on the issue at hand. This is the case for decisions that require a certain degree of urgency and for which the Bureau may make decisions on behalf of the Board, at the request of the Managing Director. It equally applies to instances of operational emergency or in cases where an imperative timetable was set for ALIMA by a third party. In these cases, the quorum applicable to the Bureau is of three people. In the event of an equal number of votes, the Chairman shall have the casting vote.

The Bureau is chaired by the Chairman of the Board of Directors and convened by the Secretary, who prepares the agenda. It meets as often as necessary, and at least once a month. The Chairman or the Managing Director may request an extraordinary meeting, for urgent matters.

The Chairman shall report on the work of the Bureau at each Board meeting. This report is thereafter included in the minutes of the Board of Directors' meeting circulated to all members.

Article 4.2: The Chairman

The Chairman does not have powers of his or her own but is responsible for the execution of decisions made by the Board.

He or she shall ensure the implementation of the By-laws as well as the Rules and Regulations.

He or she chairs the meetings of the Board and Bureau alike. He or she shall coordinate associative life under the conditions specified in Article 1.

Together with the Managing Director, he or she is one of the Association's two spokespersons vis-à-vis public authorities, the press and the various public and private partners. He or she informs interested external parties of the decisions of the Board of Directors. In the event of legal representation, the Chairman may only be replaced by a proxy acting under a special power of attorney.

The Chairman must be able to devote a majority of his or her time to ALIMA. He or she devotes at least 30% of his time dedicated to ALIMA to the field, whether for purposes of representation or for operational support. He or she is the privileged interlocutor of the Managing Director and maintains contact with the executive teams.

Accordingly, the Chairman may be a salaried member of the Board of Directors. He or she may also be remunerated for his duties in accordance with the legal and regulatory provisions in force and Article 9 of the By-laws.

Article 4.3: The Secretary:

The Secretary, assisted when necessary by the Deputy Secretary:

- manages meeting schedules, absences and means of communication;
- establishes the agendas of the Bureau and prepares the minutes of the Bureau's work, which the Chairman submits during Board meetings;
- reviews the agenda of the Board meeting approved by the Bureau, as well as the reports to be attached to it;
- supervises the drafting of minutes for Board meetings and General Assemblies, and prepares the minutes of closed sessions him- or herself;
- ensures the proper implementation of decisions made by the Board of Directors;
- ensures that documents governing the life of the Association and required by existing regulations are properly kept.

Article 4.4: The Treasurer:

The Treasurer monitors all financial matters for the Board of Directors.

He or she signs on ALIMA's accounts and can open bank accounts in the countries where the Association operates. He or she may delegate these powers to the Managing Director.

He or she works closely with the Administrative and Financial Director, and is involved in the preparation of the provisional budget as well as its presentation to the Bureau and the Board of Directors. He or she presents the management report to the General Assembly during which annual accounts are submitted for approval.

He or she may review the proper use of resources and expenditures. He or she chairs the Audit and Financial Risks Committee.

Article 4.5: The Vice-Chairman

The Vice-Chairman shall perform all the functions of the Chairman in the event of the latter's incapacity, whether due to personal unavailability or long-distance travel.

The Chairman may entrust part of his or her powers to the Vice-Chairman, in particular in the context of his or her function as an external representative and for the animation of associative life.

Article 5: Committees

The Board of Directors may set up committees from among its members, to which it delegates the monitoring and investigation of some of the matters falling within the Board's purview. It determines the composition and chairmanship of said committees. These committees do not make decisions and regularly report to the Board on their work. They shall give an opinion to the Board on the decisions they have considered, which will be recorded in the minutes of the Board of Directors.

Thus, an Audit and Financial Risks Committee, a Nomination and Remuneration Committee and an Associative Life Committee have been set up. The Board of Directors is free to create new committees where it feels is needed.

Article 6: The Managing Director

The Managing Director is responsible for the direction and management of the Association. He or she is placed under the authority of the Board of Directors represented by its Chairman.

He or she is supported by an Executive Committee composed of the Deputy Managing Director, the Director of Operations, the Administrative and Financial Director and the Director of Human Resources. Members of the Executive Committee are appointed, evaluated and, if necessary, dismissed by the Managing Director, who consults the Appointments and Compensation Committee. The Executive Committee meets formally at least once a month; it reports on its meetings to all ALIMA employees and to the Board of Directors.

Article 6.1: Powers of the Managing Director

The Managing Director has the broadest powers. In order to exercise them, he or she considers the orientations and opinions of the Board of Directors, which he or she is responsible for informing in an appropriate manner. The Managing Director also strives to maintain team cohesion around ALIMA's strategic project and ethics.

Together with the Executive Committee, the Director-General is responsible for the administrative, legal, financial and human resources management of the Association. To this end, he or she is responsible in particular for the following areas:

- the management of headquarters services and the coordination with field missions;
- decisions regarding organization, assignment, recruitment and promotion;
- the general conditions of remuneration (salaries, allowances), within the framework of the guidelines of the Board of Directors, as well as any disciplinary measures;
- the preparation of the Association's budget, in liaison with the Treasurer, as well as the execution and monitoring of the budget;
- the commitment of expenditure on internal funds;
- accounting monitoring, the preparation of the closing of the accounts as well as relations with the Statutory Auditor;
- treasury management;
- external communication and ALIMA's reputation;
- representation of the Association vis-à-vis institutional leaders, donors, Partner Associations and the media, in liaison with the Chairman;
- internal communication with employees and members of the Association;
- organizational and material support for the animation of associative life, in particular the organization of General Assemblies;
- the preparation of financial reports;
- finally, administrative and legal monitoring; in particular, compliance with the laws and regulations of the various countries as well as the management of disputes and relations with regulatory authorities.

The Managing Director, together with the Executive Committee and the Heads of Mission, is responsible for mission management. It should be noted that the nature of ALIMA's missions requires a strong decentralization of field decisions. In particular, the Executive Direction is responsible for:

- taking urgent decisions regarding mission security;
- deciding to open and close missions, after obtaining the necessary authorizations;
- defining the conditions for intervention;
- monitoring the implementation of work plans.

Article 6.2: Responsibilities of the Managing Director

The Managing Director is appointed by the Board of Directors. He or she applies and implements the policy adopted by the Board of Directors. He or she is the link between the Board of Directors and the activities of the Association. To ensure this liaison, he or

she regularly reports to the Bureau and the Board on the operational, administrative and financial activities of the Executive team. He or she participates, in an advisory capacity, in the meetings of the Bureau and the Board of Directors. In addition to the permanent delegations, he or she may receive specific delegations from the Board of Directors.

The Chairman is the privileged interlocutor of the Managing Director and maintains a continuous dialogue with him or her on the actions and projects of the Association. He or she is particularly responsible for validating the leaves and expense accounts of the Managing Director. In case of absence, the Chairman may be replaced in this task by the Treasurer.

The Bureau of the Board of Directors prepares an annual evaluation of the Managing Director, which is then discussed in a closed session of the Board.

The Managing Director may be dismissed *ad nutum*, i.e. immediately and without justification, by the Board of Directors acting by a simple majority, on a proposal from the Bureau.

Article 7: Amendment of the Rules and Regulations

The Rules and Regulations are submitted by the Board of Directors to the vote of the General Assembly which shall act by a simple majority.