



ARTICLES OF ASSOCIATION

I. General provisions

Article 1

Corporate name - Head office

"Enfants du Monde" is a non-profit association governed by Articles 60 et seq. of the Swiss Civil Code, with headquarters at 1 rue de Varembe, 1202 Geneva, Switzerland.

Article 2

Purpose

The association's purpose is to help and protect children, irrespective of race, gender, nationality, beliefs or political opinion, through international aid and development cooperation in Switzerland and abroad. Its purpose is to achieve lasting improvements in the basic education and health of vulnerable children, young people and pregnant women throughout the world, enabling them to take charge of their own lives and build the future of their communities.

The association endorses the principles of the Convention on the Rights of the Child, adopted by the United Nations General Assembly on November 20, 1989.

Article 3

Resources

To achieve the above-mentioned aim, the association will undertake all actions to help and protect children and families.

Article 4

Duration

The duration of the association is undefined.

Article 5

Liability

The association's commitments are guaranteed exclusively by its assets, to the exclusion of the personal liability of its members.

Article 6

Resources

The association's resources consist of:

- a) annual membership fees and
- b) project sponsorships;
- c) of the income from its assets;
- d) donations, bequests and other gifts;
- e) grants from: institutional donors (governments, decentralized public bodies, multilateral agencies, international organizations, development banks, etc.), private foundations, private companies and NGOs, among others;
- f) the proceeds of calls for funds.

Article 7

Financial year

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

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II. Members

Article 8

Admission

Membership of the association is open to any individual or legal entity making an application approved by the Committee. The Committee may, however, refuse an application without giving reasons. Membership is also granted to individuals and legal entities which provide financial support for sponsorship activities. They are then referred to as sponsors, and are exempt from membership fees for the duration of their support, on the grounds of their long-term financial involvement.

Article 9

Rights

Association members have the right to attend and vote at the Annual General Meeting. They may submit proposals to the General Meeting in the form prescribed by the Articles of Association.

Members are regularly informed of the association's activities.

Article 10

Duties

Members are required to pay an annual membership fee, to be set by the General Meeting (art.14 lit. J.).

They undertake to promote, to the best of their ability, the principles and aims of the association.

Article 11

Loss of membership

Membership of the association is lost:

- a) by resignation announced to the Committee;
- b) in the event of non-payment of the annual contribution;
- c) by exclusion pronounced without appeal by the Committee, which decides;
- d) by death, in the case of an individual;
- e) by dissolution, in the case of a legal entity.

Outgoing or excluded members have no right to the Association's assets.

III. Organs

Article 12

Association bodies

The association's governing bodies are:

1. Annual General Meeting (AGM);
2. The Committee;
3. Secretariat;
4. The Auditors.

In addition, the association can set up committees and is supported by ambassadors of goodwill, who do not, however, take part in management.

1. Annual General Meeting

Article 13

Definition and composition

The General Meeting is the supreme authority of the association. It is composed of the association's members.

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Article 14

Skills

The powers of the General Meeting are defined below. It has general powers, subject to those acts and decisions which, by law or the Articles of Association, fall within the remit of another body.

In particular, it is responsible for:

- a) decide on the association's general policy;
- b) validate the report on the organization's financial, institutional and operational development and performance;
- c) approve the Auditors' report;
- d) approve the financial statements for the year just ended;
- e) to grant discharge to the Committee and to the General Secretariat in respect of its management;
- f) to elect the President; if necessary, to elect an Honorary President and an Honorary Member; to elect the Committee from among the members of the association; or any other function deemed useful by the AGM for the smooth running of the organization;
- g) set the annual membership fee;
- h) decide on proposals from the Committee or members of the Association;
- i) amend the articles of association;
- j) decide to dissolve the association, integrate another entity into it, or merge it with another organization or legal entity under private law.

Article 15

Annual General Meeting

The Annual General Meeting is convened by the Committee within six months of the end of the financial year.

Article 16

Extraordinary General Meeting

The Extraordinary General Meeting is convened by decision of the General Meeting or the Board, or at the written request of the auditors or at least fifty members, stating the reasons for the request.

Article 17

Convocation

Notice of the AGM is sent to members by letter or e-mail, together with the agenda and, if applicable, any proposed amendments to the Articles of Association, at least 30 days before the AGM is due to take place.

Article 18

Proposals

Individual member proposals must reach the Board in writing at least ten days before the General Meeting at which they are to be considered, subject to Article 34.

Article 19

Chairmanship and minutes

The General Meeting is chaired by the Chairman of the association or, failing this, by a Vice Chairman or another member of the Committee appointed by the latter.

The Chairman appoints the Secretary of the General Meeting. On the proposal of the Chairman, scrutineers are appointed by the General Meeting.

The secretary of the meeting keeps the minutes and signs them with the Chairman of the meeting.

Article 20

Decisions and votes

The General Meeting is duly constituted. It may only take decisions on items on the agenda. At the start of the AGM, the agenda may be supplemented by individual proposals (art.18).

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Subject to articles 34 para. 3 and 35 para. 3, it takes its decisions and holds elections by a majority of the votes of the members present. In the event of a tied vote, the Chairman or his deputy has the casting vote.

At the request of one-third of the members present, votes and elections may be held by secret ballot. Each member is entitled to one vote. Voting by written proxy given to another member is permitted. No member may hold more than two proxies.

2. The Committee

Article 21

Definition and composition

The Committee is responsible for the association's strategic direction and for supervising the Secretary General. It monitors the smooth running of the Secretariat, including its Management.

It is made up of at least seven members, including the Chairman. Members are elected for a period of four years and are eligible for re-election. (art.14, lit. h and f).

At least two-thirds of the members must be Swiss nationals. Committee members serve on a voluntary basis.

Commissions may be set up at the suggestion of members, the Chairman or Management to deal with specific issues or themes.

Article 22

Organization

The Committee is chaired by the Chairman of the association or, failing this, by a Vice-Chairman or another member of the Committee.

Minutes of Committee meetings are signed by the Chairman or his or her deputy and by the secretary of the meeting.

Article 23

Skills

The Committee has the following powers:

- A) ensure the strategic direction of the association in accordance with its aims and resources, and supervise the implementation and management of operations by the General Secretariat;
- B) convene the Annual General Meeting ;
- C) submit proposals to the General Meeting, in particular concerning the dissolution of the association, the integration within it of another entity or the merger with another organization or legal entity under private law;
- D) ensure that the decisions of the General Meeting are implemented; make proposals to the General Meeting for the election of the Chairman and members of the Committee;
- E) appoint a Vice-Chairman and Treasurer from among the members of the Committee;
- F) appoint and dismiss Goodwill Ambassadors;
- G) validate the organization's salary policy;
- H) hire the General Secretary, on the proposal of the President, and set his/her remuneration;
- I) approve any change in the association's management;
- J) approve, modify or enrich the proposals of the Management / General Secretary and approve the general program, the annual budgetary framework of actions, the strategic orientation and reference documents as well as the creation and closure of regional offices;
- K) adopt the organization's annual budget;
- L) decide on any budget allocation or participation in a call for tenders for an amount equal to or greater than one million Swiss francs;
- M) admit members to the association;
- N) exclude members of the association;
- O) set up commissions and appoint their chairmen and members;
- P) decide on implementing regulations.

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The Chairman has the following responsibilities:

- a) chair committee meetings and the Annual General Meeting, and prepare for them in conjunction with the General Secretary;
- b) represent the Committee vis-à-vis the General Secretary outside Committee meetings and act as advisor to the General Secretary;
- c) in an emergency, on the General Secretary's recommendation, take any decision falling within the Committee's remit;
- d) in agreement with the SG, represent EdM at high-level institutional meetings.
- e) listen to EdM's management and teams about any challenges encountered in implementing implementation of the mandate given by the Committee;
- f) in the event of internal conflict, disagreement over strategic choices or other issues, clearly present the terms of the debate to the other members of the Committee.

Article 24

Decisions and votes

Committee decisions are taken by a majority of votes cast by members present. In the event of a tie, the Chairman has the casting vote.

At the request of at least three members, votes or elections are held by secret ballot. Committee decisions may be taken on the basis of e-mail exchanges.

Article 25

Sessions

The Committee meets as often as the Association's business requires, in principle three to four times a year, at the request of the Chairman, a Vice-Chairman, the Auditors or five of its members. Committee members are convened by letter or e-mail, at least 15 days before the meeting, with an indication of the agenda.

Items not on the agenda may only be dealt with if all Committee members present agree to discuss them.

3. Secretariat

Article 26

Functions and skills

EdM's Secretariat comprises all the organization's staff working in the Geneva offices. The Secretariat, headed by the SG, is responsible for carrying out the association's operational activities, in Switzerland and abroad, in accordance with the decisions and directives of the AGM and the Committee. The Secretariat is responsible for preparing, implementing, monitoring and evaluating projects. It responds to calls for tender according to the association's capabilities. It organizes fund-raising and informs members and the public about the association's activities. It is also the association's legal headquarters.

To support him/her in this task, the General Manager can rely on a Management Team made up of employees with management and strategic responsibilities within the organization. The members of the Executive Board must be approved by the Board of Directors.

- A. The Secretary General, after consultation with Management, proposes to the Committee the opening or closing of regional coordination offices. These subsidiaries are subordinate to him/her, and carry out *Enfant du Monde's* activities abroad under his/her supervision.
- B. The General Secretary keeps the President regularly informed on the progress of business. Within the framework of the association's objectives, he/she formulates initiatives and submits them to the competent bodies.
- C. The General Secretary attends meetings of the General Meeting, the Committee and any commissions, unless these bodies decide otherwise. He/she has a consultative vote. Members of the Executive Board are also welcome to attend on a regular basis, depending on their availability; they also have a consultative vote. Other members of staff may also be invited as and when required;

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- D. The General Secretary submits a position paper to the Control Board's report, proposing corrective measures for identified weaknesses and an implementation plan;
- E. The General Secretary is responsible for risk management in the implementation of the association's activities (security, fiduciary, reputational risks, etc.);
- F. The General Secretary hires secretarial staff and regional coordinators. The Committee participates in the recruitment of management positions, and the decision is taken in agreement with the President of the association;
- G. Details of delegated management authority, including financial powers, are governed by organizational or management regulations validated by the Committee;
- H. In the event of the General Secretary's absence, the Deputy General Secretary acts as deputy.

4. The Auditors

Article 27

Election

Each year, the Annual General Meeting elects a fiduciary company as auditor. This body may be re-elected.

Article 28

Skills

The fiduciary company audits the accounts in accordance with Articles 727 et seq. of the Swiss Code of Obligations, which apply by analogy.

Commissions

Article 29

Definition and organization

Commissions may be appointed by the Board (art.23 lit.), which defines their objectives. Art.24 applies mutatis mutandis.

Article 30

Composition

Committee chairmen may be invited to attend Committee meetings on behalf of their committee, without voting rights.

Committee members may be chosen from outside the association.

Goodwill Ambassadors

Article 31

Definition

Goodwill Ambassadors enhance the association's prestige in the eyes of authorities and the public. They use their influence to support the association's actions.

Article 32

Organization

Ambassadors are regularly informed of the association's activities, and act on a voluntary basis.

IV. Association commitments

Article 33

Signatures

The Association is validly bound to third parties by the collective signature of two of the Chairman,

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the Vice-Chairman, the Treasurer, the General Secretary, the Deputy General Secretary or other members of the Committee whose signatures are registered in the Commercial Register. The Board may authorize other persons to sign on behalf of the association and determine the manner in which they may sign.

V. Modification of the articles of association

Article 34

Communication and decision-making

Proposals from members to amend the Articles of Association must be submitted to the Board at least two months before the Annual General Meeting.

Any proposal to amend the Articles of Association must be communicated to members by the Committee at least thirty days before the Annual General Meeting called to vote on it.

Any decision to amend the Articles of Association requires a three-quarters majority of the members present at the General Meeting.

VI. Modification of statutes, dissolution and merger of the association

Article 35

Skills

In addition to the cases provided for by law, the General Meeting has sole authority to dissolve the association on a proposal from the Committee, or on a reasoned written proposal submitted to the Committee three months in advance by a quarter of the registered members.

The Committee gives written notice, which is made available to members thirty days before the AGM at the registered office. The notice of the AGM recalls this deposit.

A decision to dissolve the company can only be taken by a three-quarters majority of votes cast by members present.

Liquidation

The liquidation is carried out by the Committee, unless the General Meeting decides otherwise.

Membership fees, donations and other contributions do not entitle the member to any share in the company's assets.

After all debts have been settled, the liquidation funds are transferred to a similar-purpose institution chosen by the Board.

Article 36

Skills

In addition to the cases provided for by law, the General Meeting alone is competent to decide on any other modification of the association's statutes, in particular its integration into another entity or merger with another organization, on a proposal from the Committee or on a written, reasoned proposal submitted to the Committee three months in advance by a quarter of the registered members.

The Committee gives written notice, which is made available to members thirty days before the General Meeting at the registered office. The notice convening the meeting includes a reminder of this item on the agenda.

A decision to change the association's status can only be taken by a majority of three-quarters of the votes of the members present.

**The present articles of association
replace and repeal
those of June 1993,
amended on June 29, 2011, June 19, 2015 and
June 16, 2017 and come into effect on
on the date below.**

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Geneva, June 20, 2024

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