

## **Articles of Association**

### **I - CONSTITUTION, PURPOSE, REGISTERED OFFICE AND DURATION**

#### **ARTICLE 1: CONSTITUTION AND NAME**

With these Articles of Association the signatories formed an association governed by the law of July 1<sup>st</sup> 1901 and the decree of August 16<sup>th</sup> 1901, with the name of:

**Passerelles numériques (PN)** [*Digital Gateways*]

#### **ARTICLE 2: PURPOSE**

The purpose of this association is to “break the cycle of poverty”, especially by providing access to education, vocational training and job opportunities as well as personal and professional development solutions to very underprivileged young people.

Specifically, it aims to:

- promote, particularly through education and training, access for under-privileged populations to the development tools and job opportunities provided by the digital economy;
- raise awareness, mainly in France, of both individuals and companies, particularly those in the digital sector, to the solidarity, education and transfer of know-how activities that they could undertake to reduce inequality and to contribute to the development of under-privileged populations.

#### **ARTICLE 3: MEANS OF ACTION**

The association may use all means that it may judge appropriate to achieve its objective. In particular, it may:

- Provide all forms of training:
  - o in existing training centers, such as those in Phnom Penh, Cebu or Da Nang which aim to provide deserving under-privileged students with:
    - solid technical and general training,
    - business know-how and right behaviors,
    - employment or entrepreneurship opportunities,
    - ethical values,
  - o by setting up training centers in other provinces or countries, to build on the expertise that has been developed,
- Develop other projects aiming to promote the creation and operation of job opportunities in ICT, in particular by the development of new partnerships with public and private organizations,
- Organize awareness-raising activities including but not limited to: conferences, meetings, advertising campaigns, using any media, entering into partnerships, etc.,
- Promote sponsorships and gifts of hardware or software,
- Provide technical and financial support to local initiatives,
- Provide, either on an ad hoc or a continuing basis, any products and services that fall within its objectives, or that may contribute to their achievement,
- Raise funds from companies or individuals, in order to develop projects,
- Etc.

The association may engage the services of people remunerated by it under contracts of employment or contracts for services, pro bono or unpaid, that are in accordance with its purpose.

The association may encourage the creation in other countries of legal entities with the purpose of supporting its action, in compliance with the charter and rules of the association. It can provide financial support to these legal entities.

#### **ARTICLE 4: REGISTERED OFFICE**

The registered office is located at : 40, rue de la Comète - Asnières (92), FRANCE  
It may be moved by a simple decision of the Board of Directors of the association.

#### **ARTICLE 5: DURATION**

The association is formed for an indefinite duration.

## **II - MEMBERS**

### **ARTICLE 6: COMPOSITION – OBTAINING MEMBERSHIP STATUS**

#### 6.1 Membership status

Members of the association shall be individuals or companies, approved by the Board of Directors. The Board of Directors has discretion to grant or withhold approval. The Board of Directors does not need to give reasons for its decisions.

The Board of Directors can delegate this power to the Chairman; in which case, the decisions of the Chairman are only valid provided that the Board of Directors does not object to them within three months following the Chairman's decision.

Association employees may be members of the association.

#### 6.2. Commitments

By becoming a member, each person or company undertakes to adhere to the Articles of Association and to all its internal regulations. In particular, each member commits to pay their annual subscription.

Each member has one vote per decision, as long as their subscription is paid up. Each member can vote for, and is eligible to stand for election to the Board of Directors. However, eligibility for the Board of Directors by salaried employees of the association may be subject to restrictions, or prohibited.

Members are not bound by the association's commitments to third parties.

#### 6.3. Representation of Companies (or Corporate Entities)

Any company that becomes a member of the association must appoint a representative to the association.

Companies must advise the Chairman of any changes to this appointment. In the event of exceptional circumstances preventing this representative from acting, the company that is a member of the association may appoint a proxy for a particular meeting.

In deliberations, the representative of a company has only a single vote.

### **ARTICLE 7: LOSS OF MEMBERSHIP STATUS**

Membership status is lost by:

- the death of the member or dissolution of a company for whatever cause;
- resignation in writing to the Chairman of the Association;
- exclusion by the Board of Directors for non-observance of these Articles of Association or serious misconduct, after the member concerned has been invited to provide an explanation;
- dismissal for non-payment of the annual subscription.

The loss of membership status, at any given date, does not give rise to any right to a refund of subscriptions paid to the association.

### **III - ADMINISTRATION AND OPERATION**

#### **ARTICLE 8: BOARD OF DIRECTORS**

##### 8.1. Composition

The Board of Directors of the association shall be composed of between 6 and 24 members, elected during the Annual General Meeting for a term of three years, from those members whose candidacy has been agreed by the Board of Directors.

Outgoing Directors may stand for re-election.

One third of the Board of Directors shall be renewed each year; those having to stand down in the first two years will be selected by drawing lots.

Exceptionally, to provide the stability required to launch the association's activities, the term of office of all the elected members of the Board of Directors at the time of adoption of these Articles of Association, is extended to six years, that is to say, until the Ordinary General Meeting called to examine the financial statements for the year ending 31<sup>st</sup> January 2012. At the end of this period, the provisions of the previous paragraph will take effect.

The functions of a Board member cease on death, resignation, loss of membership status or removal at the Annual General Meeting.

Should a Director's seat become vacant, the Board of Directors may co-opt a temporary replacement. Permanent replacement takes place at the next Ordinary General Meeting. The Annual General Meeting can ratify the choice of the Board of Directors or appoint a different Director. The term of office of a member thus elected ends at the same time as the term of the Director who has been replaced would have ended.

The members of the Board of Directors may not receive any remuneration for their duties. They may receive reimbursement for expenses incurred in the performance of their duties.

##### 8.2. Meetings

The Board of Directors shall meet when convened by the Chairman, at least three times a year, or as often as the association's interests require it to do so.

Meetings may be convened by any method, specifically by e-mail, but at least three calendar days' notice must be given.

The Agenda shall be drawn up by the Chairman on the basis of proposals by Board members or by other authorized persons.

A quorum of at least a third of its members needs to be present for the Board of Directors' discussions to be valid. Members participating by conference call or other technical means are also deemed to be present. If this quorum is not reached, the meeting must be deferred for at least eight calendar days; the Board of Directors may then deliberate irrespective of the number of members present.

Voting shall be by a show of hands. However, if requested by the Chairman, the Treasurer or by at least one quarter of the members present at the Board meeting, voting may be by secret ballot, for all or some of the business on the Agenda.

Decisions are taken by a simple majority of votes. In the event of a tied vote, the Chairman shall have the deciding vote.

Any member unable to attend may be represented by another Board member holding a special proxy to that effect. The number of proxies that any one person may hold is limited to three.

Only proxies that are properly completed and signed, and that specify the name of the member not attending and that of the member appointed as proxy, may be considered. Blank proxies, or those in favor of a member not present, will be disregarded.

Any Board member who, without sending apologies, does not attend three consecutive meetings may be considered, by a decision of the Board, to have resigned.

The Board may call upon any suitably qualified person to assist with its deliberations.

Minutes shall be prepared for each meeting, to be signed by the Chairman.

### 8.3. Powers

The Board of Directors collectively ensures the direction and the management of the association. It has full authority to manage, administer and engage the association. In particular:

- it lays down the principal orientations of the association; it implements the decisions of the General Meeting and accounts to the members for its actions;
- it approves or excludes members;
- it elects, and if necessary, dismisses the Chairman, Treasurer and Secretary;
- it adopts, if applicable, internal regulations;
- it sets the Agenda for General Meetings;
- it decides upon the purchases, sales, rentals and partnerships to be entered into;
- it draws up the financial statements for the year and approves the budget;
- it fixes the amount of subscriptions due by members;
- it is responsible for everything concerning employee management and in particular it is in charge of recruiting or dismissing employees, defining the positions to be filled, their responsibilities, and their termination. It approves the human resources policy and annual budgets. For the regular management of employment contracts and fulfilment of the legal obligations relating to it as an employer, the Board of Directors shall be represented by the Chairman;
- it shall supervise the actions of the Board Office members and may ask them to account for their actions.

The Board of Directors may delegate all powers as it sees fit.

## **ARTICLE 9: BOARD OFFICE, CHAIRMAN, TREASURER AND SECRETARY**

### 9.1. Election

The Chairman, Treasurer and Secretary shall be elected internally by the Board of Directors for three years, by a show of hands or secret ballot if requested by the Chairman, the Treasurer, the Secretary or at least one quarter of the members present.

The term of office is renewable for as long as the member is a Board Member, but for a maximum of three successive terms of office for the Chairman, and two successive terms of office for the Treasurer, at the expiry of which the term may not be renewed for at least three years. For the purpose of these Articles of Association, the beginning of these terms of office was set at the Annual General Meeting on 20 November 2014.

The functions of Chairman, Treasurer and Secretary cease in the event of death, resignation, loss of the status of Board Member or membership of the association, as well as by dismissal by the Board of Directors.

Should the position of Chairman, Treasurer or Secretary fall vacant, the Board of Directors shall internally elect a replacement as quickly as possible.

### 9.2. Board Office

The Board Office shall be composed of at least three people: the Chairman, the Treasurer and the Secretary. The Board of Directors may elect one or two other of its members as members of the Board Office.

The Board Office shall meet at least six times a year, when convened by the Chairman or at the request of one of its members.

Decisions are taken by a simple majority of votes. In the event of a tied vote, the Chairman shall have the deciding vote.

The Board Office examines matters and prepares decisions under the Board of Directors' responsibility. It shall assist each of the Committee's members in fulfilling their duties, shall be kept regularly informed of the association's operational activities and shall ensure that collegiality is observed within the Board Office when major decisions with respect to management of the association are concerned. Moreover, the Chairman shall consult the Board Office before approving the salaries of the association's most important operational manager and human resources manager.

Any deliberations by the Board Office shall be noted in the minutes sent to all members of the Board of Directors.

### 9.3 Chairman's powers

The Chairman acts as Chairman of both the Board of Directors and of the association.

He/she drives the day-to-day operations of the association. He/she acts in the name of and on behalf of the Board of Directors and of the association, and specifically:

- represents the association in all legal activities, and is invested with all the necessary powers to bind it for this purpose. He/she may represent the association in legal proceedings, either as plaintiff or defender. He/she may be replaced only by a person authorized by a special proxy;
- may, on his/her own initiative, initiate legal proceedings to defend the interests of the association, agree to transactions and launch appeal proceedings;
- shall convene meetings of the Board of Directors and General Meetings; He/she shall act as Chairman of the meetings;
- shall set the Agenda for the Board of Directors meetings;
- shall implement the decisions made during the General Meetings and those of the Board of Directors;
- is authorized to open and operate any bank or postal accounts and savings accounts, with any bank or other financial institution; he/she shall be responsible for the operation of these accounts;
- is responsible for ensuring the smooth running of the association's social life;
- is responsible each year for the preparation and presentation of the association's annual report.

#### 9.4. Powers of the Treasurer

The Treasurer is responsible for managing the finances of the association.

In particular he/she:

- shall control the recovery of outstanding receivables;
- shall organize the payment of expenses together with the Chairman;
- shall collect the annual subscriptions or have them collected under his/her control;
- shall account for income and expenditure.
- ~~are~~ is responsible for the association's accounting function; he/she shall prepare, or have prepared under his/her control, the annual financial statements of the association;
- shall control cash transactions;
- shall ensure each year the preparation and presentation of the association's financial report.

#### 9.5. Powers of the Secretary

The Secretary is in charge of ensuring compliance with the association's Articles of Association.

Specifically, he/she shall:

- Make any necessary declarations to the Prefecture and any publications in the National Statute Book, in compliance with the legal or regulatory requirements.
- Keep the records of the association, or oversee their keeping.
- Be in charge of correspondence for the association and maintaining the archives.
- Be in charge of planning and organising meetings of the Board Office, the Board of Directors and the General Meeting.
- Ensure that the agenda is adhered to and that deliberations are made within the allotted timeframe.
- Draft, or oversees the drafting of, the minutes of these meetings.
- Ensure that the list of members is kept up to date and that membership fees are paid and monitored.

## **IV – GENERAL MEETINGS**

### **ARTICLE 10: GENERAL MEETINGS - GENERAL PROVISIONS**

All members of the association may attend a General Meeting. Only members whose subscriptions are paid up may vote, with a single vote on each matter.

General meetings shall be convened by the Chairman by any method, specifically by e-mail, giving at least 15 calendar days' notice.

The invitation to the meeting shall be accompanied by the Agenda drawn up by the Board of Directors.

The Chairman shall chair the General Meeting, put the matters on the Agenda before it, and preside over the deliberations. He/she shall be assisted by the Treasurer, and if necessary, by one or more Directors.

A General Meeting may not pass a resolution on any matters that are not on the Agenda. General Meetings may either be Ordinary or Extraordinary: their properly adopted resolutions are binding on everyone.

Any member unable to attend may be represented by another member in possession of a specific proxy for that purpose.

The number of proxies held by any one person, in addition to their own, is limited to five, except for the Chairman and the Treasurer, who may hold up to fifteen proxies.

Blank proxies are considered to be in support of the resolutions put to the vote.

Any person may be called upon to assist the deliberations of the General Meeting.

Voting shall be by show of hands. However, if requested by the Chairman or the Treasurer or at least one quarter of the members present at the General Meeting, voting may be by secret ballot for all, or some, of the points on the Agenda.

Minutes of the General Meeting shall be prepared and signed by the Chairman.

### **ARTICLE 11: ORDINARY GENERAL MEETING**

#### 11.1. Powers

The Ordinary General Meeting shall meet once a year, within six months of the end of the previous year, and whenever necessary.

It shall hear the annual report and the financial report and, if applicable, the statutory auditor's report.

It shall approve the accounts for the previous year, the allocation of profits, shall vote on the budget for the following year and approve the activities of the Board of Directors.

It shall elect the members of the Board.

It shall appoint, if necessary, the statutory and the substitute auditors.

It may validly deliberate on all matters appearing on the Agenda.

#### 11.2. Quorum and majority

An Ordinary General Meeting can deliberate validly only if at least one quarter of the members entitled to vote is present or represented. If a quorum is not achieved at the first meeting, the General Meeting must be called again with the same Agenda at least fifteen calendar days after the first meeting. A single invitation may be sent for both meetings. On this occasion, the General Meeting can deliberate validly however many members are present or represented.

Decisions are taken on a simple majority of members present or represented.

**ARTICLE 12: EXTRAORDINARY GENERAL MEETING**

12.1. Powers

The Extraordinary General Meeting has the ability to:

- amend the articles of association;
- wind up the association;
- merge the association;
- dispose of or allocate association assets;

It shall be called whenever necessary.

It must be called when requested by at least one third of directors or one half of members of the association whose subscriptions are paid up.

12.2. Quorum and majority

An Extraordinary General Meeting can deliberate validly only if at least one third of its members with the right to vote are present or represented.

If a quorum is not achieved at the first meeting, the Extraordinary General Meeting must be called again, on the same agenda, at least 15 calendar days after the first meeting. A single call may be made for both dates. On this occasion, it may deliberate validly however many members are present or represented.

Decisions are taken by a majority vote of two thirds of the members present or represented.

**V - RESOURCES – ACCOUNTING - DISSOLUTION – INTERNAL REGULATIONS**

**ARTICLE 13: RESOURCES OF THE ASSOCIATION**

The association's resources consist of:

- members' subscriptions;
- European Union grants and grants from the French government, Regions, Departments, EPCIs [public sector groups], Communes and other local authorities;
- gifts of assets or contributions in kind;
- interests and rights over assets or securities that it may possess;
- if applicable, amounts received for services rendered;
- any other resources not prohibited by applicable law.

**ARTICLE 14: ACCOUNTING**

The association's accounting period runs from January 1<sup>st</sup> to December 31<sup>st</sup>.

The association shall keep accounting records in accordance with the French General Accounting System and chart of accounts (PCGI999), and in accordance with the specific provisions of the *Comité de la Réglementation Comptable* (CRC) [French accounting standards body] regulation no. 99-01 relating to methods for preparation of annual financial statements for associations and foundations.

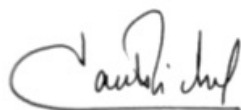
**ARTICLE 15: DISSOLVING THE ASSOCIATION**

Should the association be dissolved, an Extraordinary General Meeting must appoint one or more liquidators to take charge. During the winding up, the powers of the General Meeting shall endure as in the past. On completion of the winding up, the General Meeting will decide on the allocation of the net assets to one or several non-profit charitable organizations working with a similar purpose. In any event, in accordance with the provisions of the law of July 1<sup>st</sup> 1901 and of the decree of August 16<sup>th</sup> 1901, assets cannot be allocated to members of the association.

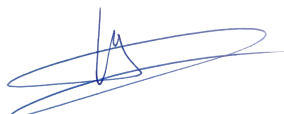
**ARTICLE 16: INTERNAL REGULATIONS**

Internal regulations, intended to determine certain points not set out in these Articles of Association, may be adopted by the Board of Directors. If they are adopted, the internal regulations will be brought to the attention of the members of the association.

THESE ARTICLES OF ASSOCIATION WERE APPROVED AT THE EXTRAORDINARY MEETING OF SEPTEMBER 29<sup>th</sup>, 2020



The Chairman  
Michel CANTET



The Secretary  
Hélène Gayomali