

Save the women of tomorrow
by educating the girls of today

Registered association conforming to 1st July 1901 law
Registered address: 9 rue Cail 75010 PARIS

CONSTITUTION
1st February 2008

SECTION 1: AIMS – NAME – REGISTERED OFFICE – DURATION

Article 1 – Nature

A registered association is formed conforming to the 1st July 1901 Law, between all legal entities or physical persons adhering to the present constitution.

Article 2 – Aims

The aim of the Association is to support educational programs for young girls and women in the most disadvantaged countries. The Association aims to achieve this through helping to set up schools and teaching programs. The Association also aims to help children in difficulty in these countries through any legal means, including occasionally if necessary through commercial activities.

Article 3 – Name

The name of the Association is “Toutes à l’école”

Article 4 – Registered address

The registered office, previously 17 rue du Dr Arnold Netter 75012 Paris, is now located at 9 rue Cail 75010 Paris.
This Paris-based registered office can be transferred to any address within the commune if decided by the Board.

Article 5 – Duration

The duration of the Association is unlimited.

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SECTION II – ASSOCIATION MEMBERS

Article 6 – Members

The creation of the Association was the idea and initiative of Madame LEYNAUD-KIEFFER Martine alone, born 7th November 1959 in Cannes (Department 06). She is the founder of the Association.

As well as its founder and life president, the Association also comprises:

- Honorary members: honorary members are elected by the Board
- Sustaining members
- Active members: who are actively involved in association activities
- Subscribed members

Membership is open to any legal entity or physical person who adheres to the constitution and on payment of an annual subscription fixed by the Board each year.

Individual sponsors have default membership for the duration of their sponsorship.

Article 7 - Subscriptions

7.1 – The annual subscription shall be determined each year by the Board, the first year by the founding members.

7.2 – Individual sponsors are exempt from paying a subscription as this is included the pupil sponsorship fee.

7.3 – Honorary members are not required to pay a subscription.

7.4 – Subscriptions are due as specified in the internal rules and regulations.

Article 8 – Resignation, exclusion and death

8.1 – Members may resign by informing the president of the Board in writing with acknowledgement of receipt. They then lose membership status. The subscription remains due until the end of the calendar year of resignation.

8.2 – The Board reserves the right to exclude a member either in the case of non-payment of subscription six months after payment is due or for serious misconduct. In this case, they are required, prior to taking any action, to hear an explanation from the member concerned. If the member does not respond, or disputes the decision, it will be submitted to the next General Assembly which has final decision making power.

8.3 – In the case of death membership is ended. Heirs or those with entitlement rights do not inherit membership. Any subscriptions already paid to the Association remain the property of the Association and outstanding subscriptions will not be owed by heirs.

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8.4 – Any member who has resigned or been excluded is liable for subscriptions owed and the subscription due for the year in which the resignation or exclusion took place.

8.5 – Resignation, exclusion or death of a member does not signal the end of the Association which will continue to exist between other members.

Article 9 – Responsibility of members and administrators

The Association's patrimony may only be used for activities relating to it and no member or administrator may be help personally responsible for these activities, with the possible exception of the application of 25th January 1985 law relating to the legal rectification and the legal liquidation of a company.

SECTION 3 – ADMINISTRATION

Article 10 – The Annual General Meeting (AGM)

1 – Constitution

The General Assembly gathered regularly is representative of the membership, any legal entity being represented by a physical person with the required entitlement. By the authority conferred to it in this constitution, decisions taken by the Assembly apply to all members, including those not present.

2 – Calling of the General Assembly

The AGM is held annually in December. The AGM is called by the Administrative Board, or can be requested by more than a third of the membership, by paper or electronic mail. The agenda is given on the invitation. The president, assisted by members of the board chairs the meeting and presents the association's activities and position since the last meeting. The assembly's registered address is the same as that of the Association

3 - Authorization

Having discussed and voted on the various reports, the assembly approves the end of year financial statement, votes on the budget for the next financial year and decides on any other agenda points.

The Assembly attends to nominations or renewals of term for Board members as stated in Article 11 of this constitution.

Only the Assembly has the authority to approve any changes to the constitution proposed by the Board.

Any other questions not dealt with by the constitution are handled by the Board.

4 – Voting

Motions at the AGM are decided by a majority vote of members present, each member counting as one vote. All votes are taken by raising hands unless a secret vote is requested by at least half the members present.

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Decisions are recorded in a register and signed by board members.

Only members present have the right to vote. Voting by proxy is not permitted.

A presence sheet is circulated for signature by each member present and signed in approval by the assembly administration.

Article 11 – Administrative Board

The Association is administered by a board consisting of at least three members, elected at the AGM. Legal entities are represented by their legal representative or any other person eligible to represent them.

Board members' mandates are for three years renewable.

Two non-justified absences at board meetings will lead directly to exclusion of the board member.

If a board member position is vacant between two AGM meetings, the board can fill the position by co-opting. The length of the term for the new board member will be the remaining term of their predecessor.

Article 12 – Executive Committee

The Board selects amongst its members those who will make up the executive committee:

- President, named for the life of the Association
- The Vice-presidents, Secretary, deputy Secretary, Treasurer and if the need arises, deputies all have three year terms

Board and Executive Committee roles are voluntary.

However, costs and expenses occurred whilst carrying out the work of the Association are reimbursed on presentation of the appropriate receipts, on the condition that the spend is justified by their mandate. These expenses will appear in the accounts and on the financial statement.

Article 13 – Board meetings and decision-making

13.1 – The Board meet at least once a year called by its president or half its members, and as often as is required by the Association's needs, either at the registered address or any other location agreed by at least half of the board members at that time.

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13.2 – The agenda is drawn up by the President, or the board members who have called the meeting.

13.3 – At least half the board members must be present to adopt new measures. Only those present can vote. Absent members may give their opinions on agenda points in writing.

Decisions are taken through majority voting by members present, each member having one vote. In the case of a tie the President has the casting vote.

13.4 – Board decisions are recorded as *procès-verbaux* in a dedicated register and signed by the President and the Secretary who are authorized to issue, together or separately, any part or copy required.

Article 14 – Authority of the Board

The Administrative board are the only body with debating and decision making authority. It is free to act on behalf of the Association and to authorise or carry out all acts or motions for the Association that are not constitutionally assigned to General Assembly of members.

Article 15 – Responsibilities of Executive Board members

The executive board are responsible for everyday management of the Association as delegated by the Board.

Executive board members hold the following responsibilities:

- President is responsible for implementing Board decisions and ensuring work of the Association runs smoothly. She represents the Association in all legal and civil matters
- Vice President seconds the President in these actions and replaces her if necessary
- Secretary is responsible for calling meetings and drafting *procès-verbaux*, correspondence and keeping the register as dictated in article 5 of the 1st July 1901 law. Is are also responsible for matters of communication and development of the association (fundraising, sponsor and institutional relationships) and the everyday running of the Association (preparing the budget with president and treasurer, management issues, coordinating activities...)
- Treasurer is responsible for the association accounts and, supervised by the president carries out all financial operations. He undertakes, with board agreement the capital movement of financial and non-financial assets. (transfer, withdrawal)

Article 16 – Association year

The Association year will begin on 1st October and end on 30th September each year.

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SECTION 4 – ASSOCIATION RESOURCES – ACCOUNT AUDITS

Article 17 – Resources

The Association is a not for profit association.

Annual Association resources consist of:

- membership fees and donations from members
- profit on goods or monies belonging to the association

Other Association resources could consist of:

- grants it may receive
- payments made by certain service users
- fundraising activities to help the Association achieve its aims
- commercialisation of any goods or services helping the Association to achieve its aims
- one-off donations
- individual and institutional sponsorship
- from any other source or grant not contradicting current law

Article 18 – Reserve fund

A reserve fund made up of any surplus annual revenue may be established at any time if decided by the Board.

Article 19 – Auditing

As necessary, the Board or Executive Board may designate an auditor from the official list of auditors as provided by the 'Compagnie régionale d'Ile de France'. The auditor will carry out financial audits according to the norms of his profession. He will produce and present a report annually at the AGM with his conclusions confirming the exactitude and integrity of the Association accounts.

Article 20 – Rules and regulations

An internal rules and regulations document may be drawn up by the Board which will in turn be approved by the General Assembly.

The aim of this document would be to clarify any points not included in this constitution, particularly concerning administration of the Association.

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SECTION 5 – DISSOLUTION - LIQUIDATION

Article 21 – Dissolution – Liquidation

On resolution that Association be dissolved, the General Assembly will nominate one or more liquidators with total authority to transfer assets and acquit debts and liabilities after any founding capital is repaid to living founders, or their known heirs or entitled beneficiaries.

Once the Association has carried out all its duties, it is then dissolved according to article 390 of the 24th July 1966 law for commercial organisations, except where specific clauses in the 1st July 1901 law apply.

SECTION 6 – FORMALITIES

Article 22 – Declarations and publications

The Administrative Board will comply with all formalities of announcement and publication prescribed by law.
This constitution gives the required authority to any person holding an original copy of this document.

Paris, 1st February 2008

Tina KIEFFER
Association President

