

THE COMPANIES ACT, NO. 17 OF 2015

(LAWS OF KENYA)

PRIVATE COMPANY LIMITED BY GUARANTEE

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

COMITÉ PERMANENT DE LA FRANCOPHONIE

Incorporated this 14 day of September 2020 under the N° CLG-G9F6KE

DRAWN BY:

ROLPH & CO
ADVOCATES
P.O.BOX 26666-00100
NAIROBI

The Companies Act, No. 17 of 2015 [Rev.2017]

Articles of Association

of

COMITÉ PERMANENT DE LA FRANCOPHONIE

PART 1: NAME AND FORMATION

1. Defined Terms

1.1. The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

2. Name

2.1. The Company's name is: "**Comité Permanent de la Francophonie**".

2.2. The Company may also be referred to by the acronym: "CPF".

3. Formation

3.1. The Company is incorporated under Companies Act, 2015 as a Company Limited by Guarantee.

3.2. The Company has no share capital and it is a not-for-profit.

3.3. The Company is not established or conducted for private gain: any surplus or assets are used principally for the benefit of the Company.

3.4. The Company is formed for an indefinite duration.

PART II: OBJECTS AND REGISTERED OFFICE

4. Objects

4.1. The objects of the Company

4.1.1. promote the French language;

4.1.2. promote French-speaking cultures;

4.1.3. organize French-speaking cultural events;

4.1.4. raise funds for educational development actions;

4.1.5. implement and monitor such actions educational, humanitarian and commercial development;

4.1.6. Gathering a maximum of members and companies involved on their activities and interest in this area;

4.1.7. Informing through the regular organization of meetings and seminars and notably

the creation of an Internet site gathering basic information on the CPF events;

4.1.8. Distributing reliable information to its members and other entities, including the administrative bodies (Embassies, schools, etc), regarding the promotion of the French language.

4.2. In general, taking all necessary and appropriate action to use the know-how and experience of institutions, schools, administrations involved in French;

5. Registered Office

5.1. The Association's registered office is located at: **SCAC Peponi Gardens - P.O. Box 41784 - 00100 Nairobi - Kenya.**

5.2. The office location may be relocated subject to a passed resolution by the members during General meeting and approved by the Board.

5.3. The relocation shall be within Nairobi County within the Republic of Kenya.

PART III: DIRECTORS AND COMPANY

Division 1 – Directors' Powers and Responsibilities

6. Directors' general authority

6.1. Subject to the Act and these articles, the directors are responsible for managing business and affairs of the Company and may exercise all the powers of the Company.

6.2. An alteration of these articles does not invalidate any prior act of the directors that would have been valid if the alteration had not been made.

6.3. The powers given by this article are not limited by any other power given to the directors by these articles.

6.4. A directors' meeting at which a quorum is present may exercise all powers exercisable by the directors.

7. Members' reserve power

7.1. The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

7.2. The special resolution does not invalidate anything that the directors have done before the passing of the resolution.

8. Directors may delegate their powers

8.1. Subject to these articles, the Board of directors may, if they consider appropriate, delegate any of the powers that are conferred on them under these articles—

8.1.1. to any person or committee

- 8.1.2. by any means (including by power of attorney);
 - 8.1.3. to any extent and without territorial limit;
 - 8.1.4. in relation to any matter; and
 - 8.1.5. on any terms and conditions.
- 8.2. If the directors so specify, the delegation may authorize further delegation of the directors' powers by any person to whom they are delegated.
- 8.3. The directors may—
- 8.3.1. revoke the delegation wholly or in part; or
 - 8.3.2. revoke or alter its terms and conditions.

9. Committee of directors

- 9.1. The directors may propose rules providing for the conduct of business of the committee for approval by the Board.
- 9.2. The committee shall comply with the rules.

Division 2 – Decision-taking by directors

10. Directors to take decisions collectively¹

- 10.1. A decision of the directors can be taken only—
- 10.1.1. by a majority of the votes of the directors at a meeting; or
 - 10.1.2. in accordance with Article 11.

11. Unanimous decisions by directors

- 11.1. A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
- 11.2. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 11.3. A reference in this article to eligible directors is a reference to directors who would

¹ Refer to Article 23.

have been entitled to vote on the matter if it had been proposed as a resolution at a directors' meeting.

11.4. A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at a directors' meeting.

12. Convening Directors' meeting¹

12.1. Any director may convene a directors' meeting by giving notice of the meeting to the directors or by authorizing the Company secretary to give such notice.

12.2. A notice of a directors' meeting is not effective unless it indicates—

12.2.1. its proposed date and time;

12.2.2. where it is to take place.

12.2.3. A clear agenda

12.3. The Company shall give notice of a directors' meeting to each director, but the notice need not be in writing.

13. Participation in director's meetings¹

13.1. Subject to these articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

13.1.1. the meeting has been convened and takes place in accordance with these articles; and

13.1.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

13.2. In determining whether directors are participating in a directors' meeting, it is irrelevant where a director is and how they communicate with each other.

13.3. If all the directors participating in a directors' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

14. Who is to preside at directors' meetings¹

14.1. The chairperson preside all the board meetings.

14.2. If the chairperson is not participating in a directors' meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating directors may appoint one of themselves to preside over it.

15. Conflicts of interest

15.1. This article applies if—

15.1.1. a director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the company that is significant in relation to the company's business; and

15.1.2. the director's interest is material.

15.2. The director must declare the nature and extent of the director's interest to the other directors in accordance with section 151 of the Act (Director to declare interest in proposed or existing transaction or arrangement).

15.3. The director and the director's alternate may neither—

15.3.1. vote in respect of the transaction, arrangement or contract in which the director is so interested; nor

15.3.2. be counted for quorum purposes in respect of the transaction, arrangement or contract.

15.4. Subarticle (3) does not preclude the alternate from—

15.4.1. voting in respect of the transaction, arrangement or contract on behalf of another appointor who does not have such an interest; and

15.4.2. being counted for quorum purposes in respect of the transaction, arrangement or contract.

15.5. If the director or the director's alternate contravenes subarticle (3)(a), the vote must not be counted.

15.6. Subarticle (3) does not apply—

15.6.1. an arrangement for giving a director any security or indemnity in respect of money lent by the director to or obligations undertaken by the director for the benefit of the company;

15.6.2. an arrangement for the Company to give any security to a third party in respect of a debt or obligation of the Company for which the director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or

15.6.3. an arrangement under which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries, which do not provide special benefits for directors or former directors.

15.7. A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

16. Supplementary provisions as to conflicts of interest

16.1. A director may hold any other office or position of profit under the Company (other than the office of auditor) in conjunction with the office of director for a period and on terms (as to remuneration or otherwise) that the directors determine.

16.2. A director or intending director is not disqualified by the office of director from contracting with the Company —

16.2.1. with regard to the tenure of the other office or position of profit mentioned in subarticle (1); or

16.2.2. as vendor, purchaser or otherwise

16.3. The contract mentioned in subarticle (2) or any transaction, arrangement or contract entered into by or on behalf of the Company in which any director is in any way interested is not liable to be avoided.

16.4. A director who has entered into a contract mentioned in subarticle (2) or is interested in a transaction, arrangement or contract mentioned in subarticle (3) is not liable to account to the company for any profit realized by the transaction, arrangement or contract because of—

16.4.1. the director holding the office; or

16.4.2. the fiduciary relation established by the office.

16.5. Subarticle (1), (2), (3) or (4) applies only if the director has declared the nature and extent of the director's interest under the subarticle to the other directors in accordance with section 151 of the Act (Director to declare interest in proposed or existing transaction or arrangement).

16.6. A director of the Company may be a director or other officer of, or be otherwise interested in—

16.6.1. any company promoted by the Company; or

16.6.2. any company in which the Company may be interested as shareholder or otherwise.

Subject to the Act, the director is not accountable to the Company for any remuneration or other benefits received by the director as a director or officer of, or from the director's interest in, the other Company unless the Company otherwise directs

17. Record of decisions to be kept

The directors must ensure that the Company keeps a written record of each decision taken by the directors under article 10 for at least 10 years from the date of the decision.

18. Directors' discretion to make further rules¹

Subject to these articles, the directors may make any rule that they consider

appropriate about—

- (a) how they take decisions; and
- (b) how the rules are to be recorded or communicated to directors.

Division 3 – The Board

19. The Board

The Board shall comprise of at least four directors with a maximum of nine, who shall be CPF members (see § 30.1.3). The initial directors, members of the Board, shall be appointed at the General Meeting which formed the Company by the members present.

20. Term of office

- 20.1. The term of office of the members of the Board shall be fixed at **three (3)** years. Each year shall mean the period between two Annual General Meetings. However, the initial members of the Board shall be appointed for a term which shall expire during the General Meeting called to vote on the financial statements for the financial year ending on 31 December 2023.
- 20.2. This General Meeting may appoint new members of the Board or re-elect the outgoing members by a secret ballot.
- 20.3. The outgoing members of the Board shall be eligible for reappointment to the office.
- 20.4. In the event of a vacancy of one or more offices of members of the Board, the Board may replace them by making one or more provisional appointments. Provisional appointments are compulsory in the event where the Board is composed by less than four members. Co-optations shall be subject to the ratification by the next General Meeting. The co-opted members of the Board shall only remain in office for the remaining term of their predecessors' office.

21. Termination of a member of the Board

A person ceases to be a member of the board if the person:

- (a) ceases to be a director under the Act or is prohibited from being a director by law;
- (b) becomes a mentally disordered person;
- (c) resigns the office of director by notice of the resignation given to the other directors;
- (d) for more than 6 months has been absent without the directors' permission from directors' meetings held during that period; or
- (e) is removed from the Board by an ordinary resolution of the company.

22. Remuneration of the Board members

No remuneration or compensation shall be paid for the office as member of the Board.

23. Board meetings and decisions

- 23.1. The Board shall meet:
- 23.1.1. further to notification to attend issued by its Chairperson, every time the latter deems that it is necessary and at least twice a year;
 - 23.1.2. if the meeting is requested by at least one-third of the members of the Board.
- 23.2. The notifications to attend shall be sent at least **eight (8)** days prior to the meeting by ordinary post or by e-mail. They shall state the meeting agenda decided by the Chairperson of the Board or by the members of the Board who requested the meeting.
- 23.3. The Board shall meet at the Company's registered office or at any other venue stated in the notification to attend.
- 23.4. The attendance in person or representation of at least one-third of the serving members of the Board shall be required for the Board to validly conduct business. Any member of the Board who is absent or hindered may grant a proxy to another member to represent him.
- 23.5. The Board's decisions shall be taken by a simple majority of the members of the Board who are present or represented. In the event of a split vote, the Chairperson shall have a casting vote.
- 23.6. A member of the Board may attend the meeting or vote by video-conference or any other means of telecommunication enabling the identification of the interested party.
- 23.7. The Board's decisions shall be set forth in minutes recorded in the register of the decisions of the Company's Board and shall be signed by the Chairperson and Secretary, who may, jointly or individually, provide copies or excerpts thereof.

24. Powers of the Board

- 24.1. The Board shall be invested with the widest powers to run the Company within the limits of its objects and subject to the General Meeting's powers.
- 24.2. It shall authorize the Chairperson to bring legal proceedings.
- 24.3. It shall mainly take all decisions relating to the management and preservation of the Company's assets and, in particular, decisions relating to the use of funds, leasing of the

- premises required to perform the Company's objects and human resources management.
- 24.4. The Board shall define the Company's main directions.
- 24.5. The Board shall decide the Company's budget and annual financial statements.

Division 4: Executive Committee

25. Executive Committee

- 25.1. The Board shall elect a Chairperson and one up to four Vice-Chairpersons and/or Delegate Directors, among the Board members, and a Secretary and a Treasurer, who shall comprise the Executive Committee. The Secretary and the Treasurer might be chosen out of the Board but among the members of the Company.
- 25.2. Deputies may help the Secretary and the Treasurer but cannot be member of the Board and Executive Committee.
- 25.3. The Chairperson, Vice-Chairperson(s), Delegate Director and Secretary of the Board shall also act as Chairperson, Vice-Chairperson(s), Delegate Directors and Secretary of the General Meeting.
- 25.4. The Board can appoint an honorary non-executive Chairperson, whose role is honorific, for the benefit of the Company. With no voting right, he can be invited at any Board meeting and General Meeting.
- 25.5. Executive Committee members shall be elected for a term equal to that of the Board which appointed them.
- 25.6. The members of the Executive Committee shall be immediately re-eligible.
- 25.7. However, the initial members of the Executive Committee shall be appointed by the General Meeting which formed the Company for the same term as the initial members of the Board.

26. Powers of the Executive Committee and its members

26.1. The Executive Committee shall be responsible for the day-to-day management of the Company. It shall meet as often as required in the interest of the Company further to a notification to attend issued by the Chairperson.

26.2. The Vice-Chairperson(s) and/or Delegate Directors shall assist the Chairperson in the performance of his duties and shall replace him in the event of impediment.

26.3. The Secretary shall be responsible for issuing the notifications to attend. He shall draw up the minutes of meetings of the Executive Committee, Board and General Meeting or arrange for the same to be drawn up. He shall manage the register of members as well as all the documents required by the Kenyan administration (annual returns, financial statements, financial reports, etc...). In addition, the Secretary will be in charge of managing volunteers (see § 30.1.4).

In particular, the Secretary has the following duties:

- a. dealing with the company's correspondence;
- b. consulting with the chairperson regarding the business to be conducted at each Executive Committee meeting, Board meeting and General Meeting;
- c. preparing the notices required for meetings and for the business to be conducted at meetings;
- d. maintaining on behalf of the Company an up-to-date copy of these rules;
- e. maintaining on behalf of the Company a record of Executive committee members and other persons authorized to act on behalf of the company;
- f. ensuring the safe custody of the registers and other than the financial records, financial statements and financial reports, as applicable to the Company;
- g. maintaining full and accurate minutes of Board, Executive Committee meetings and General Meetings;
- h. Furnish, every year to the Registrar, the Annual Return (CR 29) and any other statutory documents required under the Kenyan Law.

26.4. The Treasurer shall draw up the Company's financial statements or arrange for the same to be drawn up under his liability. He/she shall be responsible for requesting contributions. He/she shall manage and keep book of account. He/she shall make payments and collect any amounts, under the Chairperson's control.

26.5. The Treasurer shall draw up a report on the Company's financial position and present it to the Annual General Meeting. He/she shall also reply to questions relating to financial matters raised by the Board.

In particular, the treasurer has the following duties:

- a. ensuring that any amounts payable to the Company are collected and issuing receipts for those amounts in the Company's name;
- b. ensuring that any payments to be made by the Company that have been authorized by the Board or at a general meeting are made on time;
- c. ensuring that the Company complies with the relevant requirements of the Kenyan Law in the field of accounting and financing;
- d. ensuring the safe custody of the Company's financial records, financial statements and financial reports, as applicable to the Company;
- e. providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report with the relevant requirements of the Kenyan Law.

27. Remuneration of Executive committee

There shall be no remuneration paid to the members of the Executive Committee.

28. Bank Operative mandate

Bank accounts are managed by the principle of double signature, one of which must be that of the Chairperson and the other that of the treasurer.

PART IV: MEMBERSHIP OF THE COMPANY

Division 1 – Becoming and ceasing to be member

29. Application for membership

A person may become a member of the Company only if –

- (a) That person has completed an application for membership in a form approved by the directors; and
- (b) The directors have approved the application

30. Categories of members

30.1.1. Nominated Members

These are the heads of the diplomatic missions of French-speaking countries or their representatives.

The Honorary Chairman of the Company is the head of the diplomatic mission of the country that receives the summit of the Francophonie. If the country does not have diplomatic representation in Kenya or if the country shows no interest in Francophonie, an honorary president will be elected by the General Meeting.

30.1.2. Institutional members

These are representatives of institutions based in Kenya and contributing to the promotion of the Francophonie and other personalities proposed by the Executive Committee.

30.1.3. CPF Members

They are nationals of the French-speaking community and anyone else who speaks French and is motivated by the promotion of French-speaking culture.

30.1.4. Volunteers

These are volunteers who have freely decided to participate in the implementation of the actions of the CPF. Volunteers do not necessarily have to be of Francophone origin, unlike the rest of the members.

31. Other membership provisions

- 31.1. The Board may grant the title of benefactor member to any person who has provided services brought to the attention of the Company.
- 31.2. Guests may be invited by the Company or by its members to take part in some meetings of the Company in view of their positions within national and/or international administrative bodies (such as international organizations and administrative institutions).
- 31.3. A member, legal entity, may only be represented by an officer or one of its employees who has been granted a special proxy.

32. Membership Approval/Rejection

The Board shall decide on membership applications. Rejected membership applications must be justified in light of the membership conditions and be set forth in writing.

33. Termination of membership

- 33.1. A member may withdraw from membership of the company by giving 7 days' notice to the Company in writing.
- 33.2. Membership is not transferable.
- 33.3. a person's membership terminates in the following ways:
 - 33.3.1. the person dies or otherwise ceases to exist;

- 33.3.2. termination by the Board due to failure to pay the annual membership fee within 60 days of receipt of the written reminder;
- 33.3.3. Loss of the capacity as member for non-compliance with the rules relating to the running of the Company (such as the Articles of Association, the Values Charter, the Internal Rules and any other serious grounds). The interested party shall be first asked to present its defence;
- 33.3.4. winding-up or for any reason whatsoever for legal entities; or
- 33.3.5. any other legal reason whatsoever that justifies the termination.

Division 2 – Organization of general meetings

34. General meetings of the company

- 34.1. An Ordinary General Meeting shall be held at least once every year and within six months following the end of the financial year. This meeting shall be known as the “Annual General Meeting”. Any other meeting held during the year shall be referred to simply as a “General Meeting”.
- 34.2. A General Meeting can be convened on an ordinary or extraordinary basis, depending on the items on the agenda.
- 34.3. A General Meeting is convened by the Board represented by its Chairperson or at the request of at least one quarter of the CPF members of the Association.
- 34.4. General Meetings are comprised of all CPF members of the Association on the date of payment of their membership fees on the meeting date.
- 34.5. The members who are unable to attend the General Meeting can:
 - 34.5.1. Be represented by another member of the Company who has a special proxy. Representation by any other person is prohibited. Attendees at the General Meeting can hold an unlimited number of proxies;
 - 34.5.2. Vote by post. Votes should be sent to the Executive Committee secretary. Votes received by the Secretary after the General Meeting will not be counted;
- 34.6. Notification to attend shall be sent by ordinary post or any electronic means and sent to each member of the company at least 21 days in advance except for the First.

- 34.7. The General Meeting may only deliberate on the items on the agenda.
- 34.8. General Meetings shall meet at the Company's registered office or at any other venue stated in the notification to attend.
- 34.9. General Meetings shall be chaired by the Chairperson of the Board or in the event of impediment by one of the Vice-Chairperson(s), or one of the Delegate Director(s) failing which, by the person appointed by the General Meeting.
- 34.10. An attendance sheet shall be drawn up, signed by the members of the General Meeting upon arrival and certified by the Chairperson and the Secretary for the General Meeting.
- 34.11. The General Meetings' decisions shall be recorded in minutes setting forth a summary of the proceedings, the text of the decisions and the result of the votes. They shall be signed by the Chairperson and the Secretary. The minutes shall be transcribed, without any blanks or deletions, in chronological order in the register of decisions of the Company's General Meetings.
- 34.12. The members of the company may take part in the proceedings and vote in General Meetings by video-conference and by any other means of telecommunication enabling the identification of the interested party.

35. Annual General Meeting

- 35.1. The Annual General Meeting shall hear the reports by the Board on the management, activities and legal situation of the Company and the financial report.
- 35.2. The Annual General Meeting shall approve or rectify the annual financial statements and grant discharge to the members of the Board and the Treasurer.
- 35.3. Annual General Meetings can be convened on an ordinary or extraordinary basis.

36. Ordinary General Meeting

- 36.1. The Ordinary General Meeting shall conclude instruments or transactions which exceed the Board's powers. In general, the Ordinary General Meeting shall deliberate on all items on the agenda, which do not fall within the scope of the Extraordinary General Meeting using special majority voting.

36.2. When necessary, the ordinary general meeting shall elect new members of the Board and shall ratify provisional appointments, and set the amount of membership fees and annual subscriptions for the year ahead on the proposal of the Board.

36.3. The Ordinary General Meeting shall only validly conduct business if at least one quarter of the CPF members of the Association are present or represented. If this quorum is not reached, the General Meeting shall be convened, with the same agenda, within 21 days. During said second meeting, the General Meeting shall validly conduct business irrespective of the number of members present or represented.

36.4. The decisions of the General Meeting using majority voting shall be taken by the majority of the votes of the members present or represented.

37. Extraordinary General Meetings

37.1. The Extraordinary General Meeting using special majority voting shall have exclusive jurisdiction to amend the Articles of Association and Internal Rules, decide to wind up the Company and rule on the devolution of its assets, and decide to merge the Company with other Companies.

37.2. The Extraordinary General Meeting using special majority voting shall only validly conduct business if at least half of the members of the Company are present or represented. If this quorum is not reached, the General Meeting shall be convened, with the same agenda, within 21 days. During said second meeting, the General Meeting shall validly conduct business irrespective of the number of members present or represented.

37.3. The decisions of the Extraordinary General Meeting using special majority voting shall be taken by the majority of **two-thirds** of the votes of the members present or represented.

38. Contents of proxy notices

38.1. A proxy may only validly be appointed by a notice that—

38.1.1. states the name and address of the member appointing the proxy;

38.1.2. identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed;

38.1.3. is authenticated, or is signed on behalf of the member appointing the proxy; and

38.1.4. is delivered to the Company in accordance with these articles and any instructions contained in the notice of the General Meeting in relation to which the

proxy is appointed.

- 38.2. The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 38.3. If the Company requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
- 38.4. A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.
- 38.5. Unless a proxy notice indicates otherwise, the notice—
 - 38.5.1. allows the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the General Meeting; and
 - 38.5.2. appoints that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

39. Execution of appointment of proxy on behalf of members

If a proxy notice is not authenticated, it has effect only if it is accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the member appointing the proxy.

40. Delivery of proxy notice and notice revoking appointment of proxy

- 40.1. A proxy notice does not take effect unless it is received by the Company—
 - 40.1.1. for a General Meeting or adjourned General Meeting, at least 48 hours before the time fixed for holding the meeting or adjourned meeting; and
 - 40.1.2. for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time fixed for taking the poll.
- 40.2. An appointment under a proxy notice may be revoked by delivering to the Company a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 40.3. A notice revoking the appointment only takes effect if it is received by the Company—
 - 40.3.1. for a General Meeting or adjourned General Meeting, at least 48 hours before the time fixed for holding the meeting or adjourned meeting; and
 - 40.3.2. for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time fixed for taking the poll.

41. Effect of member's voting in person on proxy's authority

- 41.1. A proxy's authority in relation to a resolution is to be regarded as revoked if the member who has appointed the proxy—
- 41.1.1. attends in person the General Meeting at which the resolution is to be decided; and
 - 41.1.2. exercises, in relation to the resolution, the voting right that the member is entitled to exercise.
- 41.2. A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of the member.

42. Effect of proxy votes in case of death, mental disorder, etc. of member appointing the proxy

- 42.1. A vote given in accordance with the terms of a proxy notice is valid despite—
- 42.1.1. the previous death or mental disorder of the member appointing the proxy; or
 - 42.1.2. the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
- 42.2. Subarticle (1) does not apply if notice of the death, mental disorder or revocation is received by the company—
- 42.2.1. for a General Meeting or adjourned General Meeting, at least 48 hours before the time fixed for holding the meeting or adjourned meeting; and
 - 42.2.2. for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time fixed for taking the poll.

43. Amendment to proposed resolutions

- 43.1. An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if—
- 43.1.1. notice of the proposed amendment is given to the Company secretary in writing; and
 - 43.1.2. the proposed amendment does not, in the reasonable opinion of the person presiding at the meeting, materially alter the scope of the resolution.
- 43.2. The notice is invalid unless it is given by a person entitled to vote at the General Meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the person presiding at the meeting determines).
- 43.3. A special resolution to be proposed at a General Meeting may be amended by ordinary resolution if—

43.3.1. the person presiding at the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and

43.3.2. the amendment merely corrects a grammatical or other non-substantive error in the special resolution.

43.4. If the person presiding at the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

44. Exclusion of Model Articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

45. Statutory Auditors

The Annual General Meeting may appoint a principal statutory auditor and an alternate statutory auditor. The principal statutory auditor shall carry out its auditing assignment in accordance with the conditions laid down by professional standards and regulations for a period of six years.

46. Dissolution of the Company

In the event of dissolution of the company for any reason whatsoever, the Extraordinary General Meeting, by a 2/3 majority, shall ensure compliance with section 897 of the Companies Act, 2015 on voluntary dissolution and Insolvency Act, 2015 (where applicable).

Upon completion of the dissolution, the General Meeting using special majority voting shall vote on the devolution of the net assets.

SCHEDULE 1
INTERPRETATION

Defined terms

In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

<u>Term</u>	Meaning
1.1 "Address"	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
1.2 "Articles"	the Company's articles of association;
1.3 "Companies Act"	means the Companies Act, 2015 in so far as they apply to the Company;
1.4 "Company"	COMITÉ PERMANENT DE LA FRANCOPHONIE – Company limited by guarantee;
1.5 "CPF"	Means COMITÉ PERMANENT DE LA FRANCOPHONIE
1.6 "Conflict of Interest"	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company;
1.7 "Director"	a director of the Company, and includes any person occupying the position of director, by whatever name called.
1.8 "Board"	Is composed of the directors elected by the members during a General Meeting
1.9 "Document"	includes, unless otherwise indicated, any document sent or supplied in Electronic Form;
1.10 "Memorandum"	the Company's memorandum of association;
1.11 "Secretary"	the secretary of the Company (if any);
1.12 "specified"	means specified in the memorandum or articles of association of the Company for the purposes of this paragraph;
1.13 "notice"	Means notice in writing
1.14 "mentally disordered person"	means a person who is found under the Mental Health Act (Cap 243) to be incapable, because of mental disorder, of managing his or her affairs;

SCHEDULE 2: INTERNAL RULES

TITLE I. GENERAL

ARTICLE 1. Binding nature of the Internal Rules

Internal Rules, which are an integral part thereof, shall be binding on all members.

ARTICLE 2. Values Charter of the CPF

The values of the Company contribute to its performance in a spirit of respect for human rights, for the environment as per the broad meaning of this term and for the laws that protect them. They are designed to meet the long-term expectations of all the members of the Company. **Accordingly, the values of the company are as follows:**

2.1. The satisfaction of its members

The satisfaction of the Company's members is the guarantee of the development of the Company, of its long-term viability and thus of its ability to honour its commitments towards its members. As such, the Company dedicates all of its resources and know-how to the task of keeping its members satisfied.

2.2. A sense of responsibility

Given the goals of the Company, the latter is aware of its responsibilities towards its members and towards the public at large.

2.3. Integrity

The Company's practices and decisions are imbued at all times with the principles of honesty, integrity and loyalty. "CPF" systematically complies with the laws and regulations of the countries where it operates, especially those governing competition.

2.4. Professional accountability

The very nature of the Company calls for the greatest professional accountability. This translates as a high level of unflinching vigilance particularly in matters of competition. "CPF" fosters the spirit of its members and endeavours to provide them with propitious conditions for the completion of the goals of the Company and for their professional development.

2.5. Truthful communication

The Company's communication policy is characterised by truthfulness and openness to dialogue. "CPF" endeavours to provide reliable and relevant information so as to enable the performance of the company to be assessed objectively.

2.6. A spirit of partnership

"CPF" is determined to maintain faithful and constructive relationships with all of its members. In order to meet their expectations, the Company promotes a spirit of partnership based on solidarity, listening and dialogue. The Company's policy is founded on respect for the cultures of the countries in which it operates and on always taking the requirements and expectations of the communities involved into consideration.

TITLE II. MEMBERSHIP

ARTICLE 3. Application for membership

3.1. Legal entities and natural persons can apply for membership by completing an application form and sending the original copy by post at the company's address. Membership applications must be endorsed by two existing CPF members whose names shall be indicated on the form.

3.2. The form shall indicate the membership category to which the candidate would belong, i.e. nominated member, institutional member, CPF member or volunteer in line with the categories stipulated in Article 35 of the Articles of Association, and its status, namely legal entity or natural person.

ARTICLE 4. Membership approval procedure

4.1. Applications shall be examined by an Nominating, Governance and Ethics Committee which will check the accuracy of the information given in the membership application form before making its recommendation.

4.2. The Board shall decide whether to accept the candidate as a member either at its next meeting or by means of an electronic vote.

4.3. Once membership has been approved by the Board, it becomes effective on payment of the membership fee and annual subscription for the current year.

4.4. Membership is awarded for an indefinite period.

TITLE III. MEMBERS – GENERAL RULES

ARTICLE 5. Obligations of the members

5.1. Members must be up-to-date with their subscription to take part in the activities of the Company.

5.2. Members shall support the Executive Committee in order to achieve the objectives of the company.

5.3. The members of the Company shall defer to the Executive Committee for all administrative procedures linked to operation of the Company.

TITLE IV. MEMBERS – RULES FOR LEGAL ENTITIES

ARTICLE 6. Scope of membership

Employees of legal entities which are members of the Company shall also be considered as members. The advantages associated with membership shall apply exclusively to the employees of the legal entity which is a member of the company. Under no circumstances can these advantages be extended to:

- legal entities and the employees of legal entities which are attached directly or indirectly to the member, in the event that the legal entity which has taken out membership belongs to a group of companies,
- customers, suppliers or agents of members.

ARTICLE 7. Members' representatives

7.1. Legal entities shall appoint one and only one employee to represent them at General Meetings and vote on their behalf.

7.2. The legal entity shall appoint its representative on the membership application form or give his/her name to the Company Secretary. Legal entities can also appoint an employee to be the permanent substitute to represent it in the absence of the representative.

7.3. Information communicated officially by the Company is sent to the representative and the representative only. When required, he/she shall circulate the information within the legal entity to which he/she belongs.

7.4. The Secretary must be notified of any changes in representative or substitute.

TITLE V. GENERAL MEETINGS

ARTICLE 8. Voting at General Meetings

1.1 General Meetings are open to all company CPF members. However, in the case of legal entities, and in order of preference, only the representative, his/her substitute if he/she is absent, or any other member duly appointed by means of a completed proxy voting form sent to the Secretary in good time shall be authorized to vote on behalf of the legal entity he/she represents.

1.2 The rules for voting at General Meetings as specified in Articles 36 and 37 of this document are given in TITLE IX-Art 15 of this document.

TITLE VI. BOARD

ARTICLE 9. Confidentiality

Board members are required to keep the business of the Board confidential.

ARTICLE 10. Attendance at meetings

If a Board member fails to attend and/or is represented at three consecutive Board meetings, the Board shall ask that the Board member be removed from office at the next General Meeting thereafter. A person who has been removed from office cannot stand for Board membership again.

ARTICLE 11. Voting procedures

11.1. The voting rules for election to the Board as specified in Articles 14.6 of the Articles of Association are given in Annex 3.

11.2. Between meetings, the Chairperson can ask the Board to vote electronically on all matters which require to be settled within a reasonable length of time. The Company Secretary e-mails the question to all the Board members. Board members then have three days to make their position known. The rules for counting the votes are the same as those which apply at Board meetings. Failure to reply shall be considered as an absence and not as an abstention.

TITLE VII. EXECUTIVE COMMITTEE

ARTICLE 12. Executive Committee members

12.1. The Board shall assess the experience and hierarchical level of candidates for appointment to the Executive Committee, as well as the contribution they could make to the Company.

12.2. Executive Committee members can be reimbursed for expenses incurred in the interest of the Company. These expenses are controlled by the Board when the annual financial statement is drawn up.

TITLE VIII. FINANCING OF THE ASSOCIATION

ARTICLE 13. Conditions

The Treasurer is responsible for managing the Company's accounts and finances and ensures that the Association does not commit to spending beyond its income.

The financial year shall start on 1st January and shall end on 31st December of each year. On an exceptional basis, the first financial year shall start on the first clear day after publication of the Certificate of incorporation to end on 31st December 2020.

ARTICLE 14. Ressources, membership fees and annual subscriptions

14.1. The Company's resources are comprised of the annual contributions and any public or private subsidies which it may receive. They may also include any other form of resources which are not prohibited by the laws and regulations in force.

14.2. The Company's income comes from membership fees and annual subscriptions paid by CPF members.

14.3. Membership fees and annual subscriptions are set annually at the General Meeting on the proposal of the Board and may be different for legal entities and natural persons. They may also differ between legal entities depending on their structure (e.g. associations in proportion to their members or companies in proportion to the number of employees).

14.4. Membership fees are paid once at the time of joining and are not refundable, particularly in the case of resignation or cancellation of membership. Members who have resigned and wish to join the Company again at a later date are required to pay the membership fee a second time.

14.5. Annual subscriptions shall be paid every year and shall be due on January 1 of the year to which they relate. Subscriptions shall be payable in the first quarter of each year. Members admitted to the Company during the course of a year must pay the full annual subscription for that year. Annual subscriptions are not refundable.

TITLE IX. VOTING PROCEDURE at GENERAL MEETING and BOARD MEETING

ARTICLE 15. Reminder of rules concerning quorums, voting and majority

15.1. Ordinary General Meetings:

Quorum: $\frac{1}{4}$ of CPF members on first notification to attend

No quorum if a second notification to attend has been issued

Majority: Simple majority

15.2. Extraordinary General Meetings:

Quorum: $\frac{1}{2}$ of CPF members on first notification to attend

No quorum if a second notification to attend has been issued

Majority: $\frac{2}{3}$ majority

15.3. Board Meetings:

Quorum: 3 members of the Board

Majority: Simple majority, the Chairperson has the casting vote in the case of a split vote

ARTICLE 16. Specific provisions for the election of Board members

The system used to count takes into account the following specific differences:

16.1. The list of candidates for election to the Board is printed on the voting slips.

16.2. Each voter indicates the candidates he/she wishes to elect on the voting slip.

16.3. Voting slips with no indications and empty envelopes will be considered as blank votes. Voting slips which indicate more names than necessary or which include names other than those of the candidates will be considered null and void, as with spoiled or illegible votes.

16.4. Only those candidates who obtained more votes than the simple majority are selected at this stage.

16.5. If, at the end of this round, any mandates remain to be filled, a second round is held in the same conditions but with the candidates who did not obtain the simple majority in the first round. At the end of the second round, if the minimum number of mandates is filled, the results become final and irrevocable. If not, a third round is held in the same conditions as the previous two but the list is limited to the nine members who obtained the most votes during the previous round.

16.6. If several candidates obtain the same number of votes for the last seat on the Board, priority is given to the sex which is in the minority on the Board being elected, then to the nationality which is in the minority on the Board being elected, and finally to the oldest person.
