

## STATUTES

### ARTICLE 1 - TITLE OF THE ASSOCIATION

Members subscribing to these statutes are part of the association created thanks to the law of July 1st, 1901, entitled:

**Concepteurs lumière sans frontières (Lighting Designers Without Borders)**

### ARTICLE 2 - PURPOSE OF THE ASSOCIATION

The association aims at:

- Promoting lighting design in humanitarian projects.
- Helping with training lighting designers in countries where this profession does not exist.
- Supporting local initiatives for a better night environment.
- Thinking about what roles light can play in emergency situations or major crisis.
- Developing original proposals taking into consideration economic difficulties, lack of energy resources, need for sustainable development, starkness of places, local cultures.

### ARTICLE 3 - HEAD OFFICE

Head office address: C/O Roger Narboni, 12 rue de la Noise, 92140, Clamart, France.

The head office can be transferred elsewhere on a decision of the Board of Directors.

### ARTICLE 4 - MEMBERS OF THE ASSOCIATION

The association is composed of:

- Honorary members
- Contributing members
- Active members
- Institutional members

### ARTICLE 5 - MEMBERS

- Honorary members are those who did the association a significant service. They do not need to pay fees.
- Contributing members are those who pay a 10€ admission fee and an annual fee set by the Board of Directors every year. Every natural or artificial person who wants to support the association's activities can become a contributing member. They do not have the right to vote.
- Active members agreed to pay an annual fee set by the Board of Directors. Anyone who wants to take part in the association's activities can become an active member. Active members have the right to vote.
- Institutional members are every artificial person (public or private institution, association) which activities are directly or indirectly related to the association's scope of action. The Board of Directors will set the annual fee case by case.

Institutional members do not have the right to vote.

#### **ARTICLE 6 - ADMISSION**

To be part of the association, the candidate needs to be accepted by the Board of Directors, which decides on every admission request during its meetings.

To become an active member, the candidate must personally commit to the ideals, goals, ethics and intentions of the association. The candidate cannot claim to represent a firm, a private or public institution.

#### **ARTICLE 7 - CANCELLATION**

The member position can be lost in case of:

- a) Resignation
- b) Death of the natural person, or dissolution of the artificial person.
- c) Cancellation decided by the Board of Directors, in case of non-payment of the annual fee.

In case of any serious reason, the office sends a registered letter to summon the member, who has to give an explanation.

#### **ARTICLE 8 - RESOURCES OF THE ASSOCIATION**

Consist of:

- 1) Admission fees and annual fees.
- 2) Subsidies from the State or local governments. The association is also able to ask for subsidies from public or private organizations.
- 3) European subsidies.
- 4) Donations from natural persons or artificial persons.
- 5) Additionally, the association is able to get funds from its activities or services, within the limits of the legal measures required.

#### **ARTICLE 9 - BOARD OF DIRECTORS**

The association is managed by a Board of Directors including 7 members at the most, elected for two years during the general meeting. The Board's members are eligible for reelection. The Board of Directors chooses three persons amongst its active members, to form an executive committee composed of:

1. A president
2. A secretary
3. A treasurer

In case of vacation, the Board of Directors provides for the replacement of its members. The definitive replacement of members is decided on the next general meeting. Powers given to newly elected members end when the previous members' mandates were supposed to terminate.

#### **ARTICLE 10 - BOARD OF DIRECTORS MEETING**

The Board gets together at least twice a month, when the President asks for it or when at least a quarter of the members asks for it.

Meetings are directed by the President.

The Board can only deliberate legitimately if two thirds of the members are present or represented.

To make a decision, absolute majority is required amongst present and represented members.

In case of division, the President's vote is dominant.

#### **ARTICLE 11 - BOARD OF DIRECTORS' REMIT**

The Board of Directors decides the agenda of general meetings and ensures, with the help of the executive committee, that decisions made during general meeting are carried out. The Board also manages the executive committee.

The Board of Directors authorizes all purchases, rentals or alienations of furniture as well as contracts, if necessary, between the association and local governments or public organizations providing fundings.

The Board of Directors decides on the association's budget and sets up the annual fee.

Members of the Board of Directors can have their expenses paid back, on presentation of vouchers. Members of the Board of Directors cannot lay claim to any payment for their activities within the Board of Directors.

#### **ARTICLE 12 - THE EXECUTIVE COMMITTEE**

The executive committee manages the association under the Board's supervision. It also prepares the Board's meetings.

The President represents the association in all civil acts and enters all agreements, subject to authorizations needed from the Board in all cases mentioned in these statutes.

The committee can present any demand to any administration, especially for tax matters, or to open any bank or postal account.

The committee represents the association when asking for legal proceedings (with the authorization of the Board when there is no emergency), as well as in defense.

If the President cannot be present, he is replaced by the Vice-president who has the same powers.

The President can agree to partial power transfer. When a transfer is for a certain time, or even permanent, he has to inform the Vice-President.

The secretary is responsible for writing minutes of the Board's meetings and general meetings. He is also responsible for the mandatory register. If he cannot be present, he is replaced by the substitute secretary or by a member of the committee appointed by the President.

The treasurer is responsible for the accounts of the association, whether he manages them himself or not (in this case, he supervises the accounts). He receives all revenues and makes all payments, with the authorization of the President if needed. If the treasurer cannot be present, he is replaced by the substitute treasurer or another member of the committee appointed by the Board. The President, the Treasurer and any other member of the Board appointed by the President can sign every form of payment (check, transfer...).

#### **ARTICLE 13 - GENERAL MEETINGS**

Special and ordinary general meetings, include all active members of the association, only if they have paid off the annual fee for the current year. A member can be represented by another member up to a limit of two powers per member.

Notifications will be sent to the members of the association by the secretary at least fifteen days before the date decided by the executive committee.

The agenda will be mentioned in notifications.

General meetings are directed by the President.

#### **ARTICLE 14 - ORDINARY GENERAL MEETINGS**

By order, the ordinary general meeting takes place once a year.

During this “annual” meeting, the President submits a report on the association’s activities.

The treasurer submits the financial report including the balance sheet for the current year.

If necessary, members of the Board of Directors are then elected, before going over every question of the agenda.

The ordinary general meeting can also be convened at any time at the request of the President or a third of the Board’s members.

To make a decision, absolute majority is required amongst present and represented members.

#### **ARTICLE 15 - SPECIAL GENERAL MEETINGS**

A special general meeting decides on statutes modifications and the dissolution of the association.

It is convened at the request of the President or a third of the Board’s members, or two thirds of active members.

A special general meeting can make a valid decision only if two thirds of the association’s active members are present or represented.

To make a decision, absolute majority is required amongst two thirds of present and represented members.

#### **ARTICLE 16 - RULES OF PROCEDURE**

Some rules of procedure can be introduced by the Board of Directors, and then approved during a general meeting.

These rules define all issues unplanned by statutes, especially issues related to the association’s internal administration.

#### **ARTICLE 17 - DISSOLUTION**

In case of dissolution decided during a special general meeting, one or several liquidators are appointed.

If necessary, the assembly attributes the assets to one or several associations with a similar purpose, or to any social or cultural organization.

Date:

President  
Roger Narboni

Treasurer  
Marc Dumas

Secretary  
Anne Lombard