

ARTICLES OF ASSOCIATION

PMH-GOV-GOV-001

PONT DE MER HUMANITAIRE

International name in use: HUMAN SEA BRIDGE

UNOFFICIAL ENGLISH TRANSLATION



Author	Pont de Mer Humanitaire — Human Sea Bridge
Date of the approving Extraordinary General Meeting	10 September 2026
Filed with the associations registry	8 October 2026 (French text)
Version	Version 2.0
Reference	PMH-GOV-GOV-001
Distribution	Public
Contact	contact@pontdemerhumanitaire.org

These articles of association cancel and entirely replace the founding articles of association adopted on 16 February 2026.

Courtesy translation — not legally binding. This English text is provided for information only, to help international partners understand the governance of the association. The only authoritative text is the French version of the articles of association (*statuts*) adopted by the Extraordinary General Meeting of 10 September 2026 and filed with the French associations registry on 8 October 2026. In the event of any discrepancy or difference of interpretation, the French version prevails. The French version is available at pontdemerhumanitaire.org/gouvernance.

Controlled document — this translation corresponds to version 2.0 of the articles of association and will be updated whenever the French text is amended. Translation prepared in October 2026.

CONTENTS

PREAMBLE	3
CHAPTER 01 – IDENTITY, PURPOSE AND FUNDAMENTAL PRINCIPLES	4
CHAPTER 02 – MEMBERS AND PARTICIPATION IN THE LIFE OF THE ASSOCIATION	10
CHAPTER 03 – GENERAL MEETING	14
CHAPTER 04 – BOARD OF DIRECTORS	18
CHAPTER 05 – EXECUTIVE BUREAU	26
CHAPTER 06 – RESOURCES, MANAGEMENT AND OVERSIGHT	30
CHAPTER 07 – ORGANISATION, DEVELOPMENT AND DOCUMENT GOVERNANCE	32
CHAPTER 08 – FINAL PROVISIONS	35

PREAMBLE

Created on 16 February 2026 under the French Law of 1 July 1901 and the Decree of 16 August 1901, the association Pont de Mer Humanitaire, using the name Human Sea Bridge internationally, is intended to contribute to the protection, assistance and support of persons affected by armed conflicts, disasters, humanitarian, health or climate crises, forced displacement and, more generally, situations of serious vulnerability.

The association was born of the will to build human, institutional, medical, educational, logistical and solidarity bridges between persons in situations of vulnerability and the actors able to contribute to their protection, to their care, to the continuity of their pathways and to the building of prospects for the future.

It develops an approach based on coordination, cooperation and complementarity with public authorities, local and regional authorities, healthcare institutions, international organisations, non-governmental organisations, associations, foundations, companies, research bodies and all actors whose involvement is compatible with its purpose and its principles.

It acts with respect for human dignity and for the principles of humanity, impartiality, independence, non-discrimination, integrity, transparency and accountability.

The association pursues a non-profit purpose of general interest (*intérêt général*). It is administered and managed on a disinterested basis (*gestion désintéressée*) and does not operate for the benefit of a restricted circle of persons.

It intends to conduct its activities in accordance with the requirements of governance, transparency, accountability and compliance applicable to organisations of general interest. With this in view, it shall take care to preserve the conditions allowing, where they are met, the application of the legislative and tax provisions relating to philanthropic giving (*mécénat*), to public fundraising (*générosité publique*) and to the financing of non-profit organisations pursuing a purpose of general interest.

These articles of association define its permanent principles and the organisation of its powers. They are supplemented by internal rules (*règlement intérieur*) and by the charters, policies, procedures, delegations and other documents adopted in accordance with the governance of the association.

CHAPTER 01 – IDENTITY, PURPOSE AND FUNDAMENTAL PRINCIPLES

Article 1 – Name

The association named:

Pont de Mer Humanitaire

created on 16 February 2026 and governed by the French Law of 1 July 1901, the Decree of 16 August 1901 and these articles of association, continues its activity without interruption under this name.

It uses, in particular in the context of its international activities and relations, the name in use:

Human Sea Bridge

The names Pont de Mer Humanitaire and Human Sea Bridge designate one and the same association and a single legal entity.

The Board of Directors may authorise the use of acronyms, logos, trademarks, domain names, institutional signatures, programme names and other distinctive signs compatible with the identity of the association. Any change to the name set out in the articles of association falls within the competence of the Extraordinary General Meeting.

Article 2 – Purpose

The association pursues a humanitarian, social, health, educational and international solidarity purpose of a general-interest nature.

Its purpose is to protect, assist, accompany and support persons affected or threatened by:

- armed conflicts and their consequences;
- natural, health, environmental or climate disasters;
- humanitarian crises or disruptions in access to essential services;
- forced displacement, exile or situations of insufficient protection;
- injuries, illnesses or disabilities whose treatment is made difficult by a humanitarian crisis;
- interruptions or disruptions of educational, university, training or integration pathways caused or aggravated by a humanitarian crisis, a conflict, forced displacement or exile;
- any other situation of serious vulnerability justifying action consistent with the purpose of the association.

To this end, the association may in particular:

1. facilitate, organise, coordinate or support access to care and to protection schemes;
2. accompany the medical, health, educational, university, administrative, social, legal, professional or logistical pathways of the persons concerned;

3. contribute, in compliance with the applicable law and the competences of the authorities concerned, to the preparation and coordination of medical, health or humanitarian evacuations;
4. facilitate, organise, coordinate or support access to education, higher education, training, guidance and academic mobility, as well as to schemes enabling the continuity of educational, university or professional pathways;
5. mobilise and coordinate public, private, medical, humanitarian, educational, university, voluntary-sector and civic actors able to contribute to the protection, care or support of beneficiaries;
6. design, support or implement humanitarian, health, medical, social, educational, university, scientific, cultural, training, integration or reconstruction programmes;
7. provide, or facilitate the provision of, material, financial, medical, educational, technical, administrative or logistical assistance;
8. contribute to strengthening the capacities of local, national or international actors working in fields compatible with its purpose;
9. promote cooperation, awareness-raising, training, research, documentation and the dissemination of knowledge relating to humanitarian, health, social or educational issues;
10. conduct humanitarian, institutional or civic advocacy actions, while respecting its independence, its non-partisan character and its purpose of general interest;
11. raise, administer and allocate resources intended to finance its missions and programmes.

The foregoing list is not exhaustive. The association may carry out any lawful activity relating directly or indirectly to its purpose, provided that it remains non-profit and compatible with its general-interest character.

Article 3 – Beneficiaries and criteria for intervention

The actions of the association are directed at persons or populations facing a situation falling within its purpose.

Interventions shall be decided, selected and prioritised on the basis of objective criteria relating in particular to:

- the severity and urgency of the situation;
- medical, humanitarian, social or educational vulnerability, as well as the risk of a lasting disruption of the pathway of the person concerned;
- the insufficiency or inaccessibility of the available care, protection, healthcare, education, training or support schemes;
- the legal, medical, educational, academic, administrative, financial and operational feasibility of the intervention;
- the motivation, aptitudes, potential and coherence of the project of the person concerned, where the nature of the programme or intervention so justifies;
- the capacities, resources and priorities for action of the association;
- complementarity with the interventions of the competent authorities, institutions and organisations;
- the risks that the intervention could pose to the person concerned, their family, the partners, the teams or the association.

The nature, weighting and terms of application of these criteria may be adapted to the characteristics of each mission or programme. They shall be defined by the internal rules of the association (*règles internes*) and applied in an impartial, transparent, proportionate and non-discriminatory manner.

The selection or prioritisation of beneficiaries may not be based on the existence of personal, family, professional, economic, political or religious ties with the members, officers, employees, volunteers, donors or partners of the association.

Any person taking part in the assessment, selection, validation or monitoring of an intervention shall be required to declare any actual, potential or apparent conflict of interest and, where applicable, to refrain from taking part in the deliberations, the examination of the case and the decision.

The association does not operate for the benefit of a person, a family, a company or a closed group of specified persons.

Taking charge of individual situations remains possible where it is based on general, objective and reproducible criteria, consistent with the purpose of the association and its general-interest character.

The conditions for the assessment, examination, selection, prioritisation, validation, financing and monitoring of interventions are specified by the internal rules and by the applicable policies, doctrines and procedures.

Article 4 – Means of action

In order to achieve its purpose, the association may in particular:

1. organise or support missions, programmes and operations in France and abroad;
2. enter into any agreement, contract, cooperation agreement, protocol or Memorandum of Understanding with public or private legal entities, French or foreign;
3. cooperate with States, public authorities, local and regional authorities, international organisations, healthcare institutions, associations, non-governmental organisations, foundations, companies, educational institutions, universities, *grandes écoles*, training bodies and research bodies;
4. create, coordinate or join networks, platforms, alliances, coalitions, consortia and working groups;
5. create delegations, local branches, representative offices, coordination offices or other establishments, in France or abroad, in accordance with the applicable law;
6. organise collections, fundraising campaigns, appeals for generosity, events, conferences, training sessions and awareness-raising actions;
7. receive, acquire, rent, administer and make available the property and resources necessary for its activities;
8. produce and disseminate studies, reports, publications, works, audiovisual content, educational tools and documentary resources;
9. recruit employees and call upon volunteers, contract volunteers (*volontaires*), interns, experts, consultants, service providers or partners;
10. award aid, grants, coverage of costs or funding, directly or through partners, on the basis of objective and transparent criteria consistent with the general-interest purpose of the association, under the conditions provided for by its internal rules (*règles internes*);

11. take legal action in order to defend its interests, its purpose, its rights, its reputation or the commitments to which it is a party;
12. carry out ancillary economic activities, provided that they remain compatible with its non-profit purpose and the applicable tax law;
13. perform any act or operation useful for the achievement of its purpose.

Article 5 – Principles of action

The association shall conduct its activities in accordance with the following principles:

5.1. Humanity

It places the life, dignity, integrity, protection and essential needs of persons at the heart of its action.

5.2. Impartiality

It determines its interventions according to needs and vulnerabilities, without discrimination and without preferential treatment.

5.3. Independence

It retains its autonomy of decision with regard to any government, political party, religious organisation, company, funder or interest group.

5.4. Non-partisanship

It does not support any political party or any candidate for elected office. This provision does not preclude its advocacy, awareness-raising or institutional dialogue actions relating to its purpose.

5.5. Non-denominational character

It is not affiliated with any religion and does not pursue any proselytising objective. It respects the beliefs and convictions of the persons with whom it works.

5.6. Non-discrimination

It acts without discrimination, in particular on the grounds of origin, nationality, administrative status, sex, age, family situation, state of health, disability, sexual orientation, gender identity, convictions, religion, opinions or actual or supposed membership of a group.

5.7. Integrity

It prevents corruption, fraud, abuse, exploitation, conflicts of interest and any improper use of its resources or of its influence.

5.8. Transparency and accountability

It accounts for the use of the resources entrusted to it, for its decisions, for its activities and for their results, with due regard for the confidentiality, security and rights of the persons concerned.

5.9. Do-no-harm principle

It assesses the foreseeable consequences of its interventions and takes care not to aggravate the risks to which persons, communities, partners or its teams are exposed.

Article 6 – General interest and disinterested management

The association carries out its activities on a non-profit basis. Its management is disinterested. It does not operate for the benefit of a restricted circle of persons.

No member, officer, employee, volunteer, donor or beneficiary may be allocated any share whatsoever of the profits, surpluses, reserves or property of the association by reason of that capacity.

Any surpluses shall be allocated in full to the achievement of its purpose, to the development of its activities, to the constitution of reserves necessary for its long-term sustainability or to the coverage of its risks.

Members and officers hold no individual right over the assets of the association.

Elected offices shall be held on a voluntary basis, subject to:

- the reimbursement of actual, necessary and substantiated expenses incurred in the interest of the association;
- the possibilities of remuneration expressly authorised by law and tax law, where they have been decided in compliance with a procedure guaranteeing transparency, the absence of conflict of interest and disinterested management.

The association carries out its activities in compliance with the principles applicable to non-profit organisations pursuing an objective of general interest. It shall take care in particular to preserve its non-profit character, its disinterested management, the absence of operation for the benefit of a restricted circle of persons, as well as the conditions allowing, where they are met, the application of the provisions of Articles 200 and 238 bis of the French General Tax Code (*Code général des impôts*) relating to philanthropic giving.

The terms for the reimbursement of expenses and, where applicable, for remuneration shall be defined by the internal rules and the applicable policies.

Article 7 – Registered office

The registered office is located at:

3 impasse Deyrolle – 29900 Concarneau – France.

It may be transferred:

- to any other location within the same *département*, by decision of the Board;
- to another *département*, by decision of the Extraordinary General Meeting.

However, where a transfer must be carried out urgently in order to ensure the administrative or operational continuity of the association, the Board may decide on the transfer provisionally, subject to its ratification by the next Extraordinary General Meeting.

The Board is empowered to complete the formalities consequent upon any duly decided transfer.

Article 8 – Duration

The duration of the association is unlimited.

CHAPTER 02 – MEMBERS AND PARTICIPATION IN THE LIFE OF THE ASSOCIATION

Article 9 – Composition of the association

The association comprises:

1. members;
2. honorary members.

The status of donor, patron (*mécène*), volunteer, contract volunteer, employee, partner, expert, ambassador, beneficiary or member of a committee does not, in itself, confer membership.

Legal entities may become members of the association. They shall designate a natural person responsible for representing them in the life of the association. The same natural person may not simultaneously represent several member legal entities.

Article 10 – Members

Any natural person or legal entity may become a member who:

- adheres to the purpose, principles and values of the association;
- accepts these articles of association, the internal rules and the documents that are binding upon them;
- satisfies the conditions for admission;
- pays, where it is due, the annual membership fee.

Members shall participate in the life of the association under the conditions laid down in these articles of association and the internal rules. The amounts or formulas of the membership fee, the possibilities of exemption and the various levels of support or commitment offered to members do not constitute separate statutory categories and do not, in themselves, entail any difference in voting rights. Subject to the provisions relating to length or regularity of membership, each member holding voting rights shall have one vote.

Article 11 – Honorary members

Honorary membership may be conferred by the Board of Directors on any natural person who has:

- rendered eminent services to the association;
- made an exceptional contribution to its purpose;
- or participated in a particularly significant manner in upholding the principles it promotes.

Honorary members are exempt from the membership fee.

They may be invited to take part in General Meetings, in an advisory capacity, unless they also hold membership under the ordinary conditions.

Honorary membership may be withdrawn by the Board of Directors for serious cause, after the person concerned has been given the opportunity to submit their observations.

Article 12 – Admission

The admission of members shall be decided in accordance with the procedures laid down in the internal rules. It may, in particular, be made subject to:

- the submission of a membership application;
- the express acceptance of the articles of association and the internal rules;
- the payment of the applicable membership fee;
- the verification of specific conditions where a person wishes to exercise responsibilities, represent the association or work with vulnerable persons.

Membership is personal and may not be assigned or transferred. The association reserves the right to refuse admission where such admission would be contrary to its purpose, its principles, its independence, its security, its integrity or its legitimate interests.

A decision to refuse admission need not state reasons, subject to compliance with the applicable legal provisions and the absence of unlawful discrimination.

Article 13 – Membership fee

The principle and the amount of the annual membership fee shall be set by the Board of Directors, under the conditions laid down in the internal rules.

The Board of Directors may:

- set several amounts or formulas of contribution;
- provide for a reduced rate, a temporary waiver or an exemption;
- introduce a specific membership fee for certain legal entities;
- decide that no membership fee is due for a specified period.

Differences in the amount of the membership fee do not confer additional political rights. The portion of a payment exceeding the membership fee may constitute a donation where it is clearly identified as such and recorded in accordance with the applicable accounting and tax rules.

Article 14 – Rights of members

Provided that they are up to date with their obligations and satisfy any length-of-membership conditions laid down in the internal rules, members shall have, in particular, the right:

- to participate in General Meetings;
- to take part in debates;
- to vote on the resolutions submitted to the General Meeting;

- to stand as candidates for elective office, subject to the applicable conditions;
- to be informed of the life, activities and accounts of the association;
- to consult the documents that may be disclosed, under the conditions laid down in the internal rules;
- to put forward proposals or questions relating to the life of the association.

The right to vote is attached to the person of the member. It shall be exercised under the conditions laid down in these articles of association. Members that are legal entities shall exercise their rights through their designated representative.

Article 15 – Obligations of members

Every member undertakes to:

- comply with these articles of association, the internal rules and the decisions duly adopted by the bodies of the association;
- act in accordance with the purpose, principles and interests of the association;
- preserve its independence, its reputation, its resources and the security of its activities;
- respect the dignity, rights and confidentiality of beneficiaries;
- prevent and declare situations of conflict of interest;
- not use their membership for personal, commercial, political or religious purposes or for purposes unrelated to the purpose of the association;
- not commit, represent or speak publicly on behalf of the association without a mandate or authorisation;
- pay the membership fee when it is due.

Membership confers no individual power to represent the association.

Article 16 – Loss of membership

Membership is lost through:

1. resignation, notified in writing;
2. the death of the natural person or the dissolution of the legal entity;
3. failure to pay the membership fee after a reminder and the expiry of the period laid down in the internal rules;
4. removal from membership for no longer meeting the conditions of membership;
5. expulsion pronounced for serious cause.

The following may, in particular, constitute serious cause:

- a substantial breach of the articles of association, the internal rules or the ethical rules;
- conduct detrimental to the interests, activities, independence or reputation of the association;
- fraud, abuse, misappropriation, violence, harassment or discrimination;
- endangering beneficiaries, members, employees, volunteers or partners;

- unauthorised use of the name, identity or resources of the association;
- concealment of a significant conflict of interest;
- a conviction or conduct manifestly incompatible with the responsibilities exercised within the association.

The decision of expulsion shall be pronounced by the Board of Directors. The person concerned shall first be informed of the facts alleged against them and given the opportunity to submit written or oral observations within a reasonable period. The Board of Directors shall rule outside the presence of the person concerned. Its decision shall be notified in writing.

Any decision of expulsion may be appealed before the General Meeting within fifteen calendar days of its notification, in accordance with the procedures laid down in the internal rules. This appeal does not have suspensive effect, unless the Board of Directors decides otherwise by reasoned decision or this is necessary to protect the rights of the person concerned.

The General Meeting shall rule as the final internal instance.

The internal rules shall specify the disciplinary procedure, the precautionary measures that may be taken and the procedures for exercising the internal appeal. Loss of membership gives no entitlement to any refund of membership fees, donations or contributions and does not terminate the obligations of confidentiality or restitution that remain in force after membership has ended.

Article 17 – Precautionary suspension

Where circumstances so require in order to protect the persons, activities, resources, reputation or interests of the association, the President may provisionally suspend all or some of a member's rights. This measure must be:

- based on sufficiently serious evidence;
- strictly proportionate;
- notified to the person concerned;
- submitted to the Board of Directors as soon as possible.

The Board of Directors shall decide whether to lift, maintain or convert the measure within the framework of the applicable disciplinary procedure. The precautionary suspension is without prejudice to the final decision.

CHAPTER 03 – GENERAL MEETING

Article 18 – Nature and role of the General Meeting

The General Meeting is the sovereign body of the association.

It brings together the members holding voting rights under the conditions laid down in these articles of association.

It determines the broad directions of the association, oversees the action of the governance bodies and exercises the powers expressly conferred upon it by these articles of association.

Decisions duly adopted are binding on all members, directors, officers, employees, volunteers and representatives of the association.

Article 19 – Composition

The members taking part in the General Meeting with a deliberative vote are those:

- admitted in accordance with these articles of association;
- up to date with their statutory obligations;
- meeting, where applicable, the length-of-membership conditions laid down in the internal rules.

Honorary members may be invited to participate in an advisory capacity where they do not otherwise hold membership.

The Board of Directors may invite any person whose presence is of interest for the work of the General Meeting.

Article 20 – Powers of the Ordinary General Meeting

The Ordinary General Meeting shall have authority, in particular, to:

1. define the general directions of the association;
2. hear and approve the activity report;
3. hear and approve the financial report;
4. approve the accounts for the financial year;
5. decide on the allocation of the result;
6. grant discharge (*quitus*) to the directors when this matter is placed on the agenda;
7. elect and dismiss the directors under the conditions laid down in these articles of association;
8. appoint the statutory auditor where the law or the association's commitments so require;
9. deliberate on any matter duly placed on the agenda.

The General Meeting may not intervene in the day-to-day management of the association, which falls within the remit of the Board of Directors and the Executive Bureau in their respective areas of competence.

Article 21 – Notice of meeting

The General Meeting shall be convened at least once a year by the President, upon decision of the Board of Directors.

It may also be convened:

- at the request of the Board of Directors;
- at the request of a proportion of the members holding voting rights, the threshold of which is set by the internal rules but may not exceed one quarter of the members.

The notice of meeting shall be sent by any means making it possible to establish its receipt, in particular by email. It shall specify:

- the date;
- the time;
- the venue or the arrangements for remote participation;
- the agenda;
- the arrangements for consulting the preparatory documents.

The normal notice period is set at a minimum of fifteen calendar days, save in a duly justified case of urgency.

Article 22 – Participation and representation

Members may participate:

- in person;
- by videoconference;
- by audioconference;
- by any electronic communication system guaranteeing their identification, their effective participation in the debates and the integrity of the votes.

Postal or electronic voting may be organised under the conditions set by the internal rules.

Any member who is unable to attend may give a proxy to another member.

No one may hold more than two proxies. The practical arrangements for representation are specified in the internal rules.

Article 23 – Quorum and deliberations

On first notice of meeting, the Ordinary General Meeting may validly deliberate only if at least one quarter of the members holding voting rights are present or represented.

If this quorum is not reached, a second General Meeting shall be convened within a period of between fifteen days and two months, with the same agenda. It may then validly deliberate regardless of the number of members present or represented.

Decisions shall be adopted by a simple majority of the votes cast.

Abstentions, blank votes and spoilt votes are not considered as votes cast.

In the event of a tie, the chair of the meeting shall have the casting vote.

However, this casting vote may not be exercised where the chair of the meeting is personally concerned by the decision or is in a situation of conflict of interest.

Voting shall be by open ballot, unless these articles of association, the internal rules or the chair of the meeting provide for a secret ballot.

A secret ballot is mandatory for the election or dismissal of directors and for any individual or disciplinary decision concerning a person, unless all the persons concerned expressly waive this requirement.

Article 24 – Minutes

Minutes shall be drawn up for each General Meeting.

They shall record, in particular:

- the date and the format of the meeting;
- the members present, represented or participating remotely;
- the verification of the quorum conditions;
- the resolutions put to the vote;
- the results of the votes;
- the main decisions adopted.

The minutes shall be signed by the chair of the meeting and the secretary of the meeting. They shall be kept in the association's register of proceedings.

Article 25 – Extraordinary General Meeting

The Extraordinary General Meeting alone shall have authority to:

1. amend the articles of association;
2. decide on the voluntary dissolution of the association;
3. decide on a merger, a demerger, a partial transfer of assets (*apport partiel d'actif*) or a transformation authorised by law;
4. decide on the transfer of the registered office in the cases where these articles of association so provide;
5. rule on any matter that these articles of association expressly reserve to its authority.

Article 26 – Quorum and majority of the Extraordinary General Meeting

The Extraordinary General Meeting may validly deliberate only if at least one quarter of the members holding voting rights are present or represented.

If this quorum is not reached, a second Extraordinary General Meeting shall be convened within a period of between fifteen days and two months.

This second meeting may validly deliberate regardless of the number of members present or represented.

Decisions shall be adopted by a two-thirds majority of the votes cast.

However, the voluntary dissolution of the association requires a three-quarters majority of the votes cast.

Article 27 – Exceptional written consultation

Where urgency, operational constraints, the geographical dispersion of members or any exceptional circumstance so justify, the Board of Directors may decide to consult the members exclusively by electronic means or by written consultation.

This procedure may not be used for:

- the annual approval of the accounts;
- the election of directors;
- the amendment of the articles of association;
- the dissolution of the association.

The arrangements guaranteeing the identification of voters, the confidentiality of votes, the integrity of the ballot and the retention of the results are defined by the internal rules.

CHAPTER 04 – BOARD OF DIRECTORS

Article 28 – Role and principles

The Board of Directors is the collegial body responsible for the administration, strategic direction, control and general supervision of the association.

It shall act in the exclusive interest of the association, in accordance with these articles of association, the decisions of the General Meeting and the principles of good governance. It shall in particular ensure:

- the fulfilment of the purpose of the association;
- compliance with the principles of general interest;
- the financial sustainability of the association;
- risk management;
- legal and regulatory compliance;
- the protection of the reputation of the association;
- the independence of its decisions.

The Board of Directors may delegate only those powers whose delegation is expressly authorised by these articles of association.

Article 29 – Composition

The Board of Directors shall comprise between three and twelve directors with a deliberative vote. The exact number of directors shall be set by the General Meeting at each election or renewal.

During the initial development phase of the association, the Board of Directors may validly be composed of three directors. Its size shall be progressively adapted to the growth of the activities, resources and responsibilities of the association.

The directors are:

1. either elected by the General Meeting from among the members holding voting rights;
2. or appointed as qualified persons (*personnalités qualifiées*) under the conditions provided for in Article 39.

Qualified persons holding the office of director may not represent more than one third of the total membership of the Board of Directors.

The Board of Directors shall seek a composition that enables the effective performance of its duties and that promotes:

- diversity of skills;
- complementarity of experience;
- balance between women and men;
- geographical diversity where the activities of the association so justify;

- the progressive inclusion of independent expertise in the humanitarian, medical, educational, academic, legal, financial, institutional, ethical and international fields.

Directors shall perform their duties on a voluntary basis, subject to the reimbursement of actual, necessary and substantiated expenses incurred in the interest of the association.

Article 30 – Eligibility requirements

Any member may stand as a candidate for the Board of Directors who:

- holds voting rights;
- is up to date with their statutory obligations;
- is not subject to any legal incapacity or incompatibility;
- adheres to the governance principles of the association.

The internal rules may provide for additional requirements of length of membership, availability or competence, provided that they remain objective, proportionate and non-discriminatory.

The length-of-membership requirements shall not apply to qualified persons appointed in accordance with Article 39.

On a transitional basis, solely for the constitution of the first Board of Directors following the adoption of these articles of association, the General Meeting may waive the length-of-membership requirement provided for by the internal rules.

Article 31 – Term of office

Directors shall be elected or appointed for a term of three years. Their term of office is renewable.

In order to ensure the continuity of governance, directors shall remain in office until the election or appointment of their successors.

Where the Board of Directors comprises no more than five directors, it may be renewed in full. From six directors upwards, renewal shall be organised by thirds, in accordance with arrangements defined by the internal rules. When renewal by thirds is first introduced, the initial duration of certain terms of office may be shortened, by drawing lots or by decision of the General Meeting, in order to constitute the various renewal groups.

The technical shortening of the initial duration of a term of office intended to organise renewal by thirds shall not constitute a dismissal.

Article 32 – Vacancy

The term of office of a director shall end:

- upon the normal expiry of their term of office;
- upon resignation;
- upon death;

- upon loss of membership where membership is required;
- upon dismissal decided by the General Meeting;
- upon any ground of ineligibility provided for by law or by these articles of association.

In the event of a vacancy, the Board of Directors may provisionally co-opt (*coopter*) a director. Such co-optation shall be subject to ratification by the next General Meeting. Failing ratification, the decisions in which the co-opted director took part shall remain valid.

A director subject to a dismissal measure shall be informed in advance of the grounds put forward against them and given the opportunity to present their observations.

Article 33 – Meetings

The Board of Directors shall meet as often as the interest of the association requires and at least three times a year. One of these meetings shall be devoted to the examination of the accounts and the financial report; another to the examination of the forecast budget, the action plan and the principal risks of the association.

Meetings may be held:

- in person;
- by videoconference;
- by any means of electronic communication allowing the identification of participants and their effective participation.

The practical arrangements for the notice of meeting shall be specified by the internal rules.

Article 34 – Quorum and voting

The Board of Directors shall validly deliberate when at least half of its serving members are present or effectively participate in the meeting.

Where the Board comprises three directors, the presence or effective participation of two directors is required.

Decisions shall be taken by a simple majority of the votes cast.

In the event of a tie, the chair of the meeting shall have the casting vote.

However, this casting vote shall not apply where the chair of the meeting:

- is personally concerned by the decision;
- is in a situation of actual, potential or apparent conflict of interest;
- is the subject of suspension or dismissal proceedings or of any allegation against them (*mise en cause*).

In these situations, the chair shall take part neither in the discussions nor in the vote and shall not be counted for the purpose of calculating the applicable majority, provided that the Board retains the minimum number of members required to deliberate.

A secret ballot shall be mandatory for individual decisions concerning a person, unless the persons concerned unanimously agree otherwise and there is no conflict of interest.

Directors who are unable to attend may give a proxy to another director. No one may hold more than one proxy.

Article 35 – Powers of the Board of Directors

The Board of Directors shall exercise all powers necessary for the administration, governance, control and development of the association, subject to the powers expressly assigned to the General Meeting by law or by these articles of association.

In this capacity, it shall define the strategic directions of the association, ensure that its general-interest character is maintained and ensure that its activities are conducted in accordance with its purpose, its values and the principles of good governance.

It shall in particular have the power to:

1. define the overall strategy of the association;
2. adopt and revise the association project (*projet associatif*);
3. approve the multi-year strategic directions;
4. validate each year the annual action plan presented by the Executive Bureau or the general management;
5. approve the annual forecast budget before any commitment for the financial year;
6. approve (*arrêter*) the annual accounts before their presentation to the General Meeting;
7. propose the allocation of the result;
8. ensure the financial sustainability of the association;
9. approve the general risk management policy;
10. review and update at least once a year the map of strategic, financial, legal, operational, ethical and reputational risks;
11. ensure compliance with the legal, regulatory, tax, social and contractual obligations applicable to the association;
12. oversee the compliance and internal control system;
13. approve the principal institutional policies of the association, in particular those relating to:
 - governance;
 - conflicts of interest;
 - the fight against corruption;
 - data protection;
 - Safeguarding and the protection of beneficiaries;
 - the prevention of violence, exploitation and abuse;
 - risk management;
 - human resources;
 - the security of teams.

14. oversee the action of the Executive Bureau;
15. assess annually the functioning and results of the Executive Bureau;
16. appoint, assess and dismiss the members of the Executive Bureau under the conditions provided for by these articles of association;
17. create or abolish a general management and oversee the exercise of the delegations granted to it;
18. adopt the internal rules;
19. adopt the policies, procedures, charters, delegations and reference frameworks making up the governance documentary corpus;
20. set the amount of the membership fees;
21. decide on the creation or closure of local branches, delegations, representative offices or coordination offices;
22. authorise agreements, strategic partnerships, Memoranda of Understanding, consortia and other commitments of significant importance;
23. authorise acquisitions, disposals, investments or commitments exceeding the thresholds defined by the internal rules;
24. decide on legal proceedings, settlements or withdrawals of proceedings;
25. create the committees and specialised committees necessary for the performance of its duties;
26. propose to the General Meeting the appointment of the qualified persons called upon to hold office as director and invite, in an advisory capacity, any person or expert useful to its work;
27. decide on the expulsion of members;
28. exercise all powers that are not expressly reserved to another body of the association.

In the performance of its duties, the Board of Directors shall act in the exclusive interest of the association, with respect for its independence, its general-interest purpose and the principles of transparency, responsibility and accountability.

Article 36 – Strategic steering and risk management

The Board of Directors shall at all times ensure the continuity, resilience and development of the association.

In this capacity, it shall review at least once a year:

- the implementation of the strategic directions;
- the principal performance indicators;
- the risk map;
- the internal control systems;
- financial and human resources;
- major contractual commitments;
- risks relating to the safety and security of persons, beneficiaries and operations;
- progress towards the objectives of the association project.

It may request any study, audit, expert assessment or evaluation mission that it deems useful.

Article 37 – Governance evaluation

In order to ensure the continuous improvement of governance, the Board of Directors shall regularly carry out an evaluation of its own functioning. This evaluation shall cover in particular:

- the exercise of its responsibilities;
- its organisation;
- the quality of the decisions taken;
- the functioning of the Executive Bureau;
- the quality of the information made available to it;
- risk management;
- compliance with the governance principles of the association.

The Board of Directors may resort to an external evaluation where the size of the association, its activities or its partners so justify. The conclusions of this evaluation may give rise to a governance improvement plan.

Article 38 – Committees

The Board of Directors may create standing or temporary committees, in particular in the following fields:

- governance;
- audit and finance;
- ethics;
- medical;
- education, higher education and training;
- selection and follow-up of beneficiaries;
- humanitarian operations;
- partnerships;
- communication;
- human resources;
- international development.

These committees shall play an advisory, preparatory or monitoring role. They shall report on their work to the Board of Directors. Their composition, duties and operating arrangements shall be defined by decision of the Board.

Article 39 – Qualified persons

In order to strengthen the skills, independence and diversity of the Board of Directors, the association may include within it qualified persons chosen on the basis of their experience, their expertise or their commitment in a field useful to the purpose of the association.

Qualified persons may in particular be chosen from the humanitarian, medical, scientific, legal, financial, ethical, institutional, diplomatic, international, logistics or risk management, educational, academic, training, social and professional integration and international mobility fields.

They shall be proposed by the Board of Directors and appointed by the General Meeting.

At the constitution of the first Board of Directors, they may be directly proposed and appointed by the General Meeting adopting these articles of association.

They are not required to demonstrate the length of membership provided for other candidates. They must, however:

- expressly adhere to the purpose, principles and values of the association;
- accept these articles of association, the internal rules and the Code of Governance and Ethics;
- submit a declaration of interests;
- have no incompatibility with holding office as a director.

Qualified persons shall have the same rights, duties, responsibilities and confidentiality obligations as the other directors.

They may become members of the association, but membership is not a precondition for their appointment.

Their number may not exceed one third of the total membership of the Board of Directors.

Their term of office shall be three years, renewable. It may be revoked by the General Meeting under the same conditions as that of the other directors.

The status of qualified person confers no particular right beyond the office of director.

Article 40 – Ethics of directors

Directors shall perform their office with independence, loyalty and diligence, and solely in the interest of the association. They are required:

- to declare any conflict-of-interest situation;
- to comply with confidentiality obligations;
- to refrain from taking part in deliberations where they are personally concerned by a decision;
- to safeguard the sensitive information of which they become aware in the course of their duties.

The arrangements for declaring, preventing and handling conflicts of interest shall be specified by the internal rules and by the conflict-of-interest prevention policy adopted by the Board of Directors.

Any director concerned by an actual, potential or apparent conflict-of-interest situation shall inform without delay the President or, where the President is concerned, the Secretary General or any other director designated for this purpose.

The director concerned shall receive only the information strictly necessary to determine the conflict, shall leave the meeting during the discussions and the vote, and shall not take part in the decision.

Their withdrawal and abstention shall be recorded in the minutes.

CHAPTER 05 – EXECUTIVE BUREAU

Article 41 – Role of the Executive Bureau

The Executive Bureau shall provide the executive direction of the association.

It shall implement the policy directions adopted by the General Meeting and the decisions of the Board of Directors. It shall oversee the day-to-day running of the association, the proper performance of its missions, the coordination of its activities and the management of its resources.

The Bureau shall act collectively and shall report on its actions to the Board of Directors. It may exercise only the powers conferred upon it by these articles of association or delegated to it by the Board of Directors.

Article 42 – Election and composition

The Executive Bureau shall be elected by the Board of Directors from among its members, after each renewal of the Board of Directors.

It shall comprise at least:

- a President;
- a Treasurer;
- a Secretary General.

The Board of Directors may also appoint one or more Vice-Presidents, a Deputy Treasurer, a Deputy Secretary General or any other member of the Bureau useful to the functioning of the association.

The offices of President and Treasurer may not be held by the same person.

Members of the Bureau shall remain in office until their successors are appointed, save in the event of resignation, dismissal, death, incapacity or loss of their status as director.

Members of the Bureau shall be chosen from among the serving directors. They shall be elected, and may be dismissed, by the Board of Directors.

Article 43 – Term of office

Offices held within the Bureau shall end:

- upon expiry of the term of office as director;
- by resignation;
- by dismissal decided by the Board of Directors;
- by death;
- by loss of status as director.

In the event of a vacancy, the Board of Directors shall appoint a replacement as soon as possible.

Article 44 – Powers of the President

The President is the legal representative of the association. In this capacity, the President:

- represents the association in all acts of civil life, subject to the powers conferred on the other bodies;
- brings and defends legal proceedings on behalf of the association;
- chairs the General Meetings, the Board of Directors and the Executive Bureau, unless otherwise provided in these articles of association;
- ensures that the decisions of the governance bodies are implemented;
- ensures the institutional representation of the association before public authorities, partners, funders and national or international bodies;
- ensures compliance with these articles of association, the internal rules and internal policies;
- may take any precautionary measure required by urgency, provided that the President reports on it without delay to the Board of Directors for ratification.

Measures taken in urgency by the President shall be placed on the agenda of the very next meeting of the Board of Directors in order to be presented and, where appropriate, ratified. Any exceptional decision must be ratified within a maximum period of thirty days. The President may not bind the association alone beyond the limits set by these articles of association, the internal rules or the delegations adopted by the Board of Directors.

In the event of a vacancy in the presidency, the duties shall be performed on an interim basis by a director appointed by the Board of Directors. The Board of Directors shall appoint a new President within a maximum period of three months.

Article 45 – Powers of the Treasurer

The Treasurer is responsible for supervising the financial management of the association. The Treasurer shall ensure:

- the proper keeping of the accounts;
- the monitoring of cash flow;
- the preparation of the annual budget;
- the preparation of the annual accounts;
- the presentation of the financial report;
- compliance with financial and internal control procedures.

The Treasurer shall report regularly on the financial position to the Bureau and to the Board of Directors.

The Treasurer may receive a delegation to carry out the banking transactions necessary for the functioning of the association. The arrangements for bank signatory authority shall be determined by the Board of Directors.

Article 46 – Powers of the Secretary General

The Secretary General shall ensure the proper administrative and institutional functioning of the association. The Secretary General is responsible in particular for:

- the preparation of meetings of the governing bodies;
- the drafting and safekeeping of minutes;
- the keeping of the mandatory registers;
- document monitoring;
- administrative and declaratory formalities;
- the safekeeping of the archives.

The Secretary General shall ensure that the governance documentary corpus is kept up to date.

Article 47 – Meetings of the Executive Bureau

The Executive Bureau shall meet as often as the interest of the association requires. Meetings may be held:

- in person;
- by videoconference;
- by any means of communication allowing effective participation.

The Bureau shall deliberate collegially. It shall draw up a record of the decisions taken, which shall be communicated to the Board of Directors.

Article 48 – Delegation of powers and signatory authority

Any delegation:

- shall be made in writing;
- shall identify its beneficiary;
- shall specify its purpose, its scope and any acts excluded;
- shall set its duration and its limits, in particular financial limits;
- shall specify the arrangements for reporting and oversight;
- shall determine the conditions for sub-delegation where this is authorised;
- may be amended or withdrawn at any time by the authority that granted it.

Standing delegations shall be entered in a register kept up to date.

A delegation may not transfer powers that the law or these articles of association confer exclusively on the General Meeting or on the Board of Directors.

The internal rules shall specify the arrangements for the management, oversight and archiving of delegations.

Article 49 – General management and salaried positions

The Board of Directors may decide to create a salaried position of general management or any other management position necessary for the development of the association.

The Director General shall act under the authority of the Board of Directors and within the scope of the delegations granted to them. Their missions, powers and oversight arrangements shall be defined by the Board of Directors.

The creation of a salaried general management position shall not alter the statutory responsibilities of the governance bodies.

Article 50 – Collective responsibility

Members of the Bureau shall perform their duties in the exclusive interest of the association. They are required:

- to act with loyalty, diligence and prudence;
- to comply with the rules relating to conflicts of interest;
- to preserve the confidentiality of information of which they become aware;
- to report to the Board of Directors on the performance of their missions.

The Bureau shall act collegially. Each member remains responsible for the missions specifically entrusted to them.

CHAPTER 06 – RESOURCES, MANAGEMENT AND OVERSIGHT

Article 51 – Resources

The resources of the association include in particular:

- members' membership fees;
- manual gifts (*dons manuels*);
- proceeds from public fundraising;
- financial, in-kind or skills-based philanthropic giving;
- French, European or international public grants;
- contributions from international organisations, foundations or other legal entities, in compliance with applicable law;
- proceeds from events organised by the association;
- income from its property and investments;
- proceeds from services compatible with its non-profit purpose;
- financial income;
- intellectual property rights;
- income from publications and licences;
- copyright royalties;
- any other resource authorised by the laws and regulations in force.

The association may receive gifts and bequests under the conditions laid down by the texts applicable to its legal status. The resources shall be allocated exclusively to the fulfilment of the purpose of the association.

Article 52 – Accounting, internal control and transparency

The association shall keep accounts in accordance with its legal obligations and with the principles of accuracy, regularity and true and fair presentation. It shall put in place an internal control and audit system appropriate to the nature and scale of its activities.

The Board of Directors shall ensure the management of financial, operational, legal and reputational risks. Where required by legal, regulatory or contractual provisions, the association shall appoint a statutory auditor.

The annual accounts, the activity report and the financial report shall be presented to the General Meeting under the conditions laid down in these articles of association.

Article 53 – Prevention of conflicts of interest

Directors, members of the Bureau, employees and any person holding responsibilities within the association are required to declare any situation of actual, potential or apparent conflict of interest.

Any person concerned shall refrain from taking part in the discussions and decisions relating to a situation in which their personal interest is likely to interfere with that of the association.

The Board of Directors shall adopt a policy on the prevention and management of conflicts of interest, annexed to the governance documentary corpus.

Agreements entered into between the association and one of its officers or a related person shall be reviewed under conditions guaranteeing transparency and the absence of any conflict of interest. The arrangements for this review shall be specified in the internal rules and the governance policy.

The Board of Directors shall ensure that a register is kept of the declarations of interests of directors, of members of the Executive Bureau and, where applicable, of salaried executives. The arrangements for managing this register shall be defined in the internal rules.

CHAPTER 07 – ORGANISATION, DEVELOPMENT AND DOCUMENT GOVERNANCE

Article 54 – Local branches, delegations and representations

In order to achieve its purpose, the association may create, modify or close:

- local or regional branches;
- territorial delegations;
- representative offices;
- coordination offices;
- permanent or temporary representations;
- any other internal structure without legal personality.

These structures shall act on behalf of the association and in compliance with these articles of association, the internal rules, the delegations granted to them and the applicable legislation.

Where the activities carried out in a foreign State require the creation of a separate legal entity or of a legally autonomous structure, that decision shall fall exclusively within the competence of the Board of Directors, which shall determine the arrangements for its governance, oversight and coordination.

Article 55 – Partnerships and cooperation

The association may enter into any partnership, agreement, protocol of agreement or Memorandum of Understanding (MoU) compatible with its purpose and principles.

It may also act as lead partner, or take part in consortia, coalitions, networks or cooperation platforms.

Commitments having a significant strategic, financial or legal impact shall be subject to the prior authorisation of the Board of Directors under the conditions defined in the internal rules.

Partnerships may not have the effect of calling into question the independence, the governance or the general-interest character of the association.

Article 56 – Advisory committees

The Board of Directors may create standing or temporary committees responsible for informing its decisions. These committees may act, in particular, in the following fields:

- medical;
- scientific;
- educational and academic;
- selection and support of beneficiaries;
- humanitarian;

- ethics;
- legal;
- financial;
- audit and risk;
- communication;
- international development.

They shall have an exclusively advisory role. Their composition, missions and operating arrangements shall be determined by the Board of Directors.

Article 57 – Document governance

These articles of association constitute the highest-ranking legal document of the association.

They are supplemented, in the following order of precedence, by:

1. the internal rules;
2. the Documentary Reference Framework (*Référentiel documentaire*) and the institutional governance documents;
3. the codes, charters and conduct documents;
4. the institutional policies;
5. the procedures;
6. the instructions, guides and operating methods;
7. the forms, templates, registers, matrices and dashboards;
8. the operational and implementation documents.

No lower-ranking document may amend or contradict a higher-ranking document. In the event of a contradiction, the higher-ranking document shall prevail until the documentary corpus has been regularised.

The Board of Directors shall ensure the consistency, updating, dissemination and preservation of the official documentary corpus.

Article 58 – Internal rules

Internal rules shall be adopted by the Board of Directors. They shall specify in particular:

- the arrangements for the admission of members;
- the detailed functioning of the governing bodies;
- the electoral procedures;
- the financial rules;
- delegations;
- the rules on the prevention of conflicts of interest;

- the disciplinary procedure;
- the arrangements for electronic consultation;
- the rules relating to data protection, confidentiality and security;
- any provision useful for the application of these articles of association.

The internal rules shall be binding on all members.

The Board of Directors shall adopt, revise and monitor the principal policies of the association, in particular in the areas of:

- governance;
- ethics;
- Safeguarding;
- prevention of conflicts of interest;
- anti-corruption;
- data protection;
- risk management;
- safety and security of persons;
- human resources.

The internal rules shall enter into force on the date set by the Board of Directors. They shall be communicated to members by any means ensuring their accessibility.

The provisions of the internal rules may not amend these articles of association, nor confer upon any body a power that does not derive from these articles of association.

CHAPTER 08 – FINAL PROVISIONS

Article 59 – Amendment of the articles of association

These articles of association may be amended only by a duly convened Extraordinary General Meeting.

The Board of Directors shall, at least every five years, review the adequacy of these articles of association in light of the association's activities, its development, legal requirements and good governance practice. This review may lead to amendments being proposed to the Extraordinary General Meeting.

Any proposed amendment shall be communicated to members together with the notice of meeting. Amendments shall be adopted under the majority conditions laid down in Article 26.

The Board of Directors shall complete the required declaratory formalities.

Article 60 – Dissolution

The voluntary dissolution of the association may be decided only by an Extraordinary General Meeting. The Meeting shall appoint one or more liquidators responsible for the liquidation operations.

The liquidators shall have the powers necessary to perform their mission.

Article 61 – Transfer of net assets

After settlement of the liabilities, the net assets shall be allocated to one or more bodies pursuing a general-interest purpose compatible with that of the association, in accordance with the applicable laws and regulations.

No member, officer or successor in title may receive any share whatsoever of the assets of the association by reason of their status.

Article 62 – Entry into force and transitional provisions

These articles of association shall enter into force upon their adoption by the Extraordinary General Meeting. They cancel and entirely replace the founding articles of association adopted on 16 February 2026.

The Extraordinary General Meeting adopting these articles of association shall, during the same meeting, elect the first Board of Directors in accordance with the foregoing provisions.

In order to allow the first Board of Directors to be constituted:

- it may be composed of three directors;
- the length-of-membership requirement laid down in the internal rules may be waived solely for candidacies submitted at that Meeting;
- candidacies and declarations of interests may be submitted up to the opening of the Meeting or within any time limit specified in the notice of meeting.

The term of office of the members of the Bureau in office under the previous articles of association shall continue, on a transitional basis, until the election of the Executive Bureau by the first Board of Directors. During this transitional period, the outgoing members of the Bureau shall perform exclusively precautionary acts, day-to-day operations and the measures necessary for the administrative, financial and operational continuity of the association. They may not undertake any new strategic decision, save in a duly justified emergency.

Their term of office shall end automatically upon the election of the new Executive Bureau.

The first Board of Directors shall meet immediately after the Extraordinary General Meeting or, failing that, within a maximum period of fifteen days.

At its first meeting, it shall in particular:

1. elect the Executive Bureau;
2. adopt the internal rules or bring them into conformity;
3. validate the delegations of powers and signatory authority;
4. designate the persons responsible for administrative and banking formalities;
5. adopt or ratify the principal governance documents;
6. set the initial timetable for its work.

Decisions, contracts, commitments, mandates and delegations duly adopted before the entry into force of these articles of association shall remain valid insofar as they are not incompatible with them and until they are confirmed, amended or withdrawn by the authority henceforth competent.

Article 63 – Formalities

The President in office on the date of the Extraordinary General Meeting, and thereafter the President elected by the first Board of Directors, each in respect of their period of responsibility, are authorised to complete the formalities of declaration, publication, filing and updating of banking details and, more generally, any formality required by the adoption and entry into force of these articles of association.

They may delegate in writing the practical completion of these formalities to any person of their choosing.

Signatories

Done at Concarneau, on 10 September 2026.

President

Jérôme TINARD

Secretary General

Emna TINARD

Treasurer

Amélie BREGEAUT

Handwritten signatures appear on the signed French original, kept at the registered office of the association.

END OF THE ARTICLES OF ASSOCIATION