

FES ENYING Association, "Graine de Vie Cameroun"

STATUTES

PREAMBLE

Affected by large-scale deforestation in Africa, particularly in Cameroon, where the last forests are threatened with extinction in the short term due to the spread of illegal fires and the uncontrolled plundering of forest parks and reserves,

Aware of the multiple damages caused by large international companies that finance the purchase of exotic woods from protected forests without worrying about reforestation; The founding members, namely:

- Mr. **Frédéric DEBOUCHE**, President and Founder of Graine de Vie International, born in [REDACTED]

- Mr. **Martin François YOB**OH, born in [REDACTED]

- Mr. **Jacques MBEM**, business manager, born in [REDACTED]

- Mr. **Franck Emmanuel MINDJA**,

We felt the need to form an Association governed by Law No. 90/053 of 19 December 1990 on freedom of association, the content of which is as follows:

TITLE 1. GENERAL PROVISIONS

Article 1: Constitution

An association is hereby created in the Republic of Cameroon between the adherents of these statutes, and those who will join them subsequently, governed by the law of No. 90/053 of 19 December 1990 on freedom of association.

The association forbids itself from any discussion of a religious or tribal nature. The association is non-profit, non-political, without distinction of gender, race, tribe, culture or religion.

Article 2: Name

(1) The association shall be known as **FES ENYING ASSOCIATION**.

The association receives the authorization of the NGO GRAINE DE VIE asbl, having its headquarters in Belgium, to use the name "GRAINE DE VIE – CAMEROUN" on the express condition that the members and managers of the Cameroonian association respect in all respects the Graine de Vie ethical charter. This authorisation has been given for one year, and will be tacitly renewed year after year, unless GRAINE DE VIE asbl decides to terminate this agreement within the agreed time and in accordance with the agreed terms. This designation will be lost in the event of significant and/or repeated breaches of the ethical charter referred to below by the members and/or leaders of the Cameroonian association or if the members and leaders of the latter carry out activities in contradiction with the corporate purpose of the international NGO "GRAINE DE VIE".

It has the following abbreviations:



Article 3: Duration, registered office

1. The association is created for a period of 99 years, unless it is dissolved early or prorogued at the General Assembly of members.
2. The head office of the association is located in Mbandjock, Haute-Sanaga, Cameroon. It may be transferred elsewhere on the proposal of the Board of Directors and ratification by 2/3 of the members of the General Assembly. Branches may be set up in other localities in Cameroon

Article 4: Objectives - Means of action

(1) The objectives of the association are to:

- protection of forest areas
- assistance for the development of the population through cash tree planting programs that increase the material and food resources of the villagers
- any activity directly or indirectly related to reforestation, e.g. the creation of nurseries
- training and support for local actors

- raising public awareness of environmental protection
- raising awareness among companies to reduce the carbon impact of their activities through the development of carbon footprints and compensation programs through tree planting
- research, as well as the sharing and publication of good practices in reforestation and related economic development

The association may perform all acts directly or indirectly related to its purpose. In particular, it may lend its assistance and take an interest in any activity similar to its own.

In doing so, the association will contribute to the achievement of the following Sustainable Development Goals:

1. Poverty alleviation
2. Fight against hunger
3. Education and training
4. Decent work
5. Fight against global warming
6. Life on land
7. Partnerships

All activities related to forest protection and restoration will be carried out under technical supervision and in coordination with the NGO Graine de Vie.

Article 5: Ethics

As part of the continuation of its activities, the members and officers of the association will be required to:

- 1)- to adapt the behaviour of its representatives and staff on site to local customs.
- 2)- to comply with all regulations in force in the country of intervention.
- 3) to always act impartially and fairly.
- 4)- not to enter into commercial or other agreements with natural or legal persons with whom they have direct or indirect personal or economic relations.
- 5)- to respect the fundamental principles and rights at work set out in the Declaration of the International Labour Organization (ILO) of 18.06.1998 (freedom of association, right to collective bargaining, elimination of all forms of forced or compulsory labour, effective abolition of child labour and elimination of discrimination in respect of employment and occupation).

- to comply with the guidelines by which the ILO's core labour standards (Conventions Nos. 29, 87, 98, 100, 105, 111, 138 and 182) have been transposed into the law of the country of intervention. If the country of intervention has not ratified or transposed into national law one or more of these basic standards, the contractor must comply with the directives of the country of intervention which pursue the same purpose as the basic ILO standards.

6)- to observe the data protection rules of the partner country when collecting, processing or using personal data that are necessary and indispensable for the accomplishment of the association's missions.

7)- to apply and enforce within the association and its partners the UN Charter on Protection from Sexual Exploitation and Abuse, published in 2017

Article 6: Resources

The association's resources are made up of:

- Donations, bequests and grants.
- Contributions
- Loans

Article 7: Composition

(1) The association is composed of: – the college of active members; – the college of sympathetic members; – the College of Honorary Members.

The members of the first two colleges shall have the right to vote at general meetings under the conditions laid down in Article 13 of these Statutes. Only members of the active college are eligible.

(2) To be admitted as an active member or sympathizer, you must:

- formulate and sign a written request;
- fully accept the statutes and rules of procedure of the association;
- be accepted by the Board of Directors, which will not have to give reasons in the event of refusal;
- Commit to taking active responsibilities and participating in the activities of the association ;
- pay the membership fees and an annual membership fee, the amount of which will be set at the General Assembly.

(3) Honorary members are natural or legal persons who have rendered significant services to the association or who have contributed to the association's influence. They are appointed by the General Assembly on the proposal of the Executive Board. Honorary members take

part in the work of the General Assembly without voting rights. They are neither voters nor eligible.

Article 8: Loss of Membership / Suspension

(1) Membership is forfeited: by written resignation; per death; by exclusion pronounced by the Board of Directors of the Association for the following reasons:

♣ attitudes or actions contrary to the statutes or the ethical charge and for any other serious reason left to the discretion of the Board of Directors, the person concerned having been invited by registered letter with acknowledgment of receipt, to provide written explanations;

♣ dismissal by the Board of Directors for non-payment of the membership fee four (4) months after its due date;

– by suspension.

(2) If it deems it appropriate, the Board of Directors may decide, for the same reasons as those indicated above, to temporarily suspend a member rather than to expel him/her. This decision implies the loss of membership and the right to participate in social life, for the duration of the suspension, as determined by the Board of Directors in its decision. If the suspended member is vested with elective office, the suspension shall also result in the termination of his or her term of office.

Article 9: Administration.

1) The Association shall be administered by the Board of Directors composed of the founding members and other members elected by the General Assembly. From among these members, an Executive Board shall be elected composed of: - A President - One or more Vice-Presidents

- A Secretary-General - An Under-Secretary-General - A Treasurer - One Assistant Treasurer - One External Auditor - Three Councillors

(2) The Executive Board shall be elected for a term of four (4) years and shall be eligible for re-election.

(3) The creation of other positions in the executive board and in other localities is possible on the proposal of the board of directors and ratification by 2/3 of the members of the general assembly.

Article 10: Meeting of the Executive Board

The Executive Board shall meet at least four (4) times a year or as often as the interest of the Association requires.

Article 11: Meeting of the Board of Directors

(1) The Board of Directors shall meet at the invitation of its President or at the request of half of its members or as often as the interests of the association require, or at least once a year. The presence of two-thirds of the members of the Board of Directors is necessary for the

validity of the deliberations; If a quorum is not present at the meeting of the Board of Directors, the Board of Directors shall be reconvened fifteen (15) days apart, and may validly deliberate, regardless of the number of members present

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(2) Decisions are taken by an absolute majority of the members present or represented; Members who abstain from the vote shall be deemed to reject the proposals for the vote; in the event of a tie, the President shall have the casting vote.

(3) Any member of the Board of Directors who, without excuse, has not attended three consecutive meetings may be considered to have resigned unless valid proof accepted by the Board of Directors is presented.

(4) Minutes of the meetings shall be kept. The minutes shall be drawn up by the Secretary General and signed by the President and two other members of the Board of Directors appointed by the President. They shall be transcribed in a register marked and initialled by the President.

Article 12: Powers of the Board of Directors

The Board of Directors is vested with the widest powers to carry out or authorise all acts or operations within the limits of its purpose and which are not within the competence of the General Meeting. It authorises the President to take legal action, and adopts the budget and the annual accounts of the association. This list is not exhaustive. It may delegate any authority for a specific matter and for a limited period of time.

Article 13: General Assembly

(1) The General Assembly is composed of all members. It meets at least once a year within six months of the end of the financial year and whenever it is convened by the President, the Board of Directors or at the request of at least 2/3 of the members constituting the General Assembly, including at least three (3) members of the Executive Board.

(2) The agenda is set by the Board of Directors. The Bureau of the General Assembly is that of the Board of Directors. The President presides, sets out the moral situation of the association and reports on the association's activities. The treasurer reports on his management and submits the balance sheet to the general assembly for approval.

(3) The General Assembly: – deliberates on the management reports of the Board of Directors; – deliberates on the moral and financial situation of the association; – approves the accounts for the financial year ended, votes on the budget for the following financial year, deliberates only on the items on the agenda; – elect new members of the Management Board and Executive Board and ratify provisional appointments; – authorises the conclusion of acts or transactions which exceed the powers of the Board of Directors. In addition, it deliberates on all matters on the agenda at the request of 2/3 of the members of the association, submitted to the General Secretariat at least ten days before the meeting. Members who are regularly convened may be represented by another member by written and signed proxy.

- (4) A member may only hold a mandate to represent him at meetings or votes. Invitations shall be sent by registered letter, announcement or poster, or by telephone contact at least 15 (fifteen) days before the date fixed for the meeting and shall indicate the agenda drawn up by the President or by the members of the Board of Directors.
- (5) An attendance sheet will be signed by each participant and certified by the Executive Board.
- (6) Decisions at the general meeting are taken by a show of hands or by secret ballot and by an absolute majority of the members present, including at least 2/3 of the board of directors.
- (7) The Secret Ballot may be requested either by the Board of Directors or by 2/3 of the members present. The secret ballot is mandatory when voting on persons.
- (8) Decisions at a general meeting are adopted if they simultaneously obtain an absolute majority: – on the one hand, of the members present or represented of the two colleges combined; – and on the other hand, that of the members present and represented of the College of Active Members.
- (9) Members who abstain from the vote shall be deemed to reject the proposals put to the vote.

Article 14: Extraordinary General Meeting

- (1) The Extraordinary General Meeting is the only body competent to amend the articles of association, to dissolve the association and to decide on the devolution of its assets, to decide on its merger with other associations or its transformation. It may also rule on any other decision that affects the life of the association.
- (2) Such an assembly must be composed of at least 2/3 of the members. It must be decided by a majority of 2/3 of the votes of the members present or represented, including at least 1/3 of the members of the Board of Directors. An attendance sheet will be signed and certified by the members of the Executive Board.
- (3) If the quorum is not reached at the meeting of the meeting, on the first call, the meeting will be reconvened at 15 (fifteen) day intervals and, at this new meeting, it may validly deliberate regardless of the number of members present or represented. In the event of parity, the President shall have the casting vote.

Article 15: Minutes

The deliberations of the assemblies are recorded in minutes containing the summaries of the debates, the texts of the deliberations and the results of the votes. The minutes are transcribed, without blanks or deletions, in chronological order on the register of the association's deliberations, previously marked and initialled by the President. The minutes of the deliberations shall be drawn up by the Secretary-General and signed by the President and another member of the Board of Directors. The Secretary-General may issue any certified true copies which are authentic vis-à-vis third parties.

Article 16: Dissolution

The dissolution of the association may be pronounced only by the extraordinary general meeting, convened especially for this purpose and acting in accordance with the conditions of quorum and majority provided for in Article 14. The Extraordinary General Meeting shall appoint one or more liquidators to carry out the liquidation operations. At the end of the liquidation, the extraordinary general meeting decides on the transfer of the net assets to any declared associations of its choice with a similar purpose.

Article 17: Resources

The association's resources are all those that are not prohibited by the laws and regulations in force.

Rule 18: Rules of Procedure

The Board of Directors may, if it deems it necessary, adopt the text of a set of rules of procedure, which shall determine the details of the implementation of these Statutes. These regulations will be submitted to the General Assembly for approval, as well as any amendments thereto.

Article 19: Formalities

The President, on behalf of the Board of Directors, is responsible for completing all the formalities of declarations and publications prescribed by the laws and regulations of the Republic. This document relating to the statutes of the association consists of 9 (nine) pages, as well as 19 (nineteen) articles.

Done in Mbandjock on 20 September 2021

