

RULES OF THE ASSOCIATION



ARTICLE 1 - ADOPTION OF THE RULES OF PROCEDURE

In accordance with Article 15 of the Statutes, the Board of Directors has approved the text of the present Rules of Procedure which complete and specify the constitutive contract.

ARTICLE 2 - MEMBERSHIP CONDITIONS

The association is open to

- any French national

as well as to

- English speakers wishing to set up a business in New Aquitaine, either as a primary or secondary occupation, and/or to develop an activity in the region,

and

- English speakers who are already established as a primary or secondary occupation and/or have developed an activity in New Aquitaine.

Applications for membership must be made in writing (in particular via the online form on the association's website), signed by the applicant and accepted by the office, which does not have to state its reasons for refusing. The secretary proceeds to the registration of the new member within the association.

Membership shall only be effective after payment of the membership fee, if any.

ARTICLE 3 - TERMINATION OF MEMBERSHIP

Membership of the association is lost by :

- Death of the individual member,
 - Disappearance of the legal entity,
 - Resignation sent in writing to the President of the association,
 - Exclusion pronounced by the Board of Directors for infringement of the statutes or the internal regulations, or for any other reason detrimental to the moral or material interests of the association, the member concerned being invited beforehand to provide explanations to the Board of Directors;
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- Deregistration pronounced by the Board of Directors for non-payment of the membership fee within 6 months of the due date.

Any membership fee paid may not be refunded.

ARTICLE 4 - POWERS OF THE BUREAU

The Board of Directors shall elect from among its members, by secret ballot, an Executive Committee consisting of at least three members:

- 1) A President and, if necessary, one or more Vice-Presidents
- 2) A secretary
- 3) A treasurer

The Bureau shall admit members according to their status.

The functions of President and Treasurer cannot be combined.

The President shall represent the association in all acts of civil life.
He/she shall act in legal proceedings both as plaintiff and defendant.
However, with regard to legal action and representation, the President may only be replaced by an agent acting by virtue of a special power of attorney granted by the President.
He/she shall ensure the smooth internal running of the association's services.

He/she shall incur expenses in accordance with the budget approved by the Board of Directors.

He is authorized to open and operate all current or deposit accounts.

He proceeds to the hiring and dismissal of the salaried staff which is placed under his authority.

He shall be assisted in all matters by the vice-president who shall replace him in case of impediment of any kind whatsoever.

He may delegate some of his powers to another member of the bureau or the board of directors or to an employee of the association.

He/she convenes and chairs the General Assemblies and the meetings of the Board of Directors and the Bureau.

He/she shall sign the minutes of the deliberations of the Board of Directors, the General Meetings and the Bureau, if any.

The Vice-President assists the President in all matters and replaces him/her by right in case of impediment.

The Treasurer is responsible for all matters relating to the management of the association's assets. He/she shall supervise payments and receipts under the control of the President and shall supervise the regular accounting of operations. He/she shall report to the General Assembly which shall decide on the management. In case of impediment, his powers are delegated to the Secretary.

The Secretary is in charge of all correspondence and archives. He/she may be in charge of drafting the minutes of meetings and assemblies, and of convening meetings of the Board of Directors, the Executive Committee, or the General Assembly. In the absence of the appointment of a Secretary, the Vice-President shall be in charge of these tasks.

The Bureau meets (remotely or in person) at the invitation of the President at least once a year.

The invitation shall be made in writing or by e-mail at least 8 days before the date of the meeting and shall specify the agenda.

Decisions, if any, shall be taken by majority vote. In the event of a tie, the President shall have the casting vote.

The decisions of the Bureau shall be recorded in writing.

ARTICLE 5 - POWERS OF THE BOARD OF DIRECTORS

The association is managed by a Board of Directors composed of at least 5 directors.

All members of the Board of Directors are bound by a duty of reserve and confidentiality with regard to all information concerning, in particular, the activities of the members of the association of which they might be aware.

The members of the Board of Directors are elected for 3 years by the Board of Directors by a majority of the members present or represented, the President having the casting vote in the event of a tie.

The Board of Directors is thus renewed every three years.

Its members may be re-elected.

In the event of a vacancy of one or more directors, the Board of Directors may provide for the replacement of the missing member(s) until the next general meeting, so that the Board of Directors is composed of at least five members. The members thus elected shall hold office until the next meeting.

The Board of Directors shall meet at least once a year (in person or remotely) upon notice given by the President in writing by any means at least 8 days before the meeting date. The notice of meeting must specify the agenda.

Decisions are taken by a simple majority of votes (raised hands), in the event of a tie, the President has the casting vote. Voting by proxy is allowed, by a power of attorney given to another member of the Board of Directors. At the request of half of the members, voting may be by secret ballot (if materially possible).

The Board of Directors has all the powers to manage, direct and administer the association in all circumstances, subject to the powers expressly and statutorily reserved to the General Meetings.

Any member of the Board who, without excuse, fails to attend three consecutive meetings shall be deemed to have resigned. The Board of Directors may invite any person of its choice to its meetings. The employees of the association may, on invitation of the Board of Directors, participate in the Board in an advisory capacity.

In case of urgency, the members of the Board of Directors may be consulted and asked a question by the President, by e-mail, to which they may reply by the same means.

Minutes will be kept of each Board meeting.

ARTICLE 6 - INDEMNITIES

All functions, including those of the members of the Board of Directors and the Bureau, are free of charge and voluntary. Only expenses incurred in the performance of their duties may be reimbursed on presentation of receipts to the Board of Directors. The financial report presented to the Annual General Meeting shows, by beneficiary, the reimbursements of mission, travel or representation expenses.

However, it is provided for in the statutes that the association's directors may receive a monthly allowance under the conditions and within the limits provided for by the law.

Furthermore, it is specified that the executive members may, like the other members, be remunerated for services that are clearly distinct from those of a director and/or a member of the bureau.

The decision to remunerate a member for a service and its level shall be decided by the Board of Directors without the presence of the person(s) concerned who shall not take part in the vote.

ARTICLE 7 - ANNUAL FEES

As stipulated in Article 7 of the Statutes, the amount of the annual membership fee is set out in the Rules of Procedure.

The Board of Directors shall decide on the modification of the amount of the membership fees.

At present the amount of the membership fee is

- 79 € for individuals
- From € 179 for business members
- From €179 for service providers, depending on the size of their company

Board members will not have to pay any membership fees during their time on the Board.

Members of the Board of Directors who are also service providers will benefit from a reduction in the amount of their membership fee, which will be the same as for individuals.

ARTICLE 8- MODIFICATION OF THE RULES OF PROCEDURE

The present rules of procedure may be modified under proposal of the Board of Directors and validation by the said Board of Directors.


ARTICLE 9 - RELEASE FROM LIABILITY

The purpose of the FBN is to put its members in contact with the various institutions or companies that can meet their needs.

This is only a connection, and FBN is in no way responsible for the services or information provided by third parties and does not provide any guarantee in this respect in the event that a member should suffer harm as a result of this connection.

Similarly, FBN shall in no way be held liable by a service provider in the event of a dispute arising between it and a member who has been referred to it by the FBN.

The information provided by the FBN comes from official sources, and is subject to variations, for which the FBN shall in no way be held responsible. Members take full responsibility for the use of the information provided by the FBN and the FBN does not provide any guarantee on the result of the use of this information.

President's Signature 

At Loubatour le 03/10/2022