HEC PARIS STUDENTS UNION
STATUTES
Association established under the provisions of the Law of 1 July 1901 and the Decree of 16 August 1901

CONSTITUTION, OBJECT, HEAD OFFICE, DURATION

Article 1 - Name

An Association under the provisions of the Law of 1 July 1901 and the Decree of 16 August 1901 is hereby established amongst the adherents to these statutes, to be entitled: HEC PARIS STUDENTS UNION**.**

Article 2 - Object, Purpose

The purpose of this Association is:

- The creation, running and development of Clubs (of a cultural, artistic, sports, professional and social nature);
- Contribution to the life of the HEC Paris Community (students, participants, families);
- Organization and management of HEC Paris students' events;
- Collaboration amongst HEC Paris programs for the purpose of various events;
- Prevention efforts to combat narcotics and alcohol abuse;
- Prevention efforts to combat risks related to harassment, violence of all kinds and addictive behavior;
- Preserving diversity within the HEC Paris Community;
- And more generally, the defense of the rights and duties of the members of the HEC Paris Community.

Article 3 - Head Office

The head office is located at **1, rue de la Libération - Building S - Ground floor - #032 - 78350 JOUY-EN-JOSAS**.

Transfer of the head office is made by simple decision of the Executive Committee or Steering Committee ratified by the next General Assembly.

Article 4 - Duration

The duration of the association is unlimited.

COMPOSITION OF ASSOCIATION, MEMBERSHIPS, CANCELLATIONS, RESIGNATIONS

Article 5 - Composition

The Association consists of the following Members:

a) The **founding members**, referred to in Article 21**,** are the natural persons or legal entities who participated in the creation of the Association;
b) **Associate members** include all authorized natural persons or legal entities that have expressed the wish to join the Association by their endorsement of a membership form;
c) **Honorary members**, which title is conferred by the Steering Committee upon natural persons or legal entities who have rendered exceptional services to the Association;

d) **Ex-officio members**, which title is conferred by the Steering Committee for students from other Higher Education Schools who can become members on an exceptional basis if sponsored by the president of a specific club. The procedure to validate this kind of membership is defined in the body of internal regulations.

Article 6 - Admission

The Association is open to any active member of the HEC Paris students Community, without condition or distinction.

Membership is valid only for the duration of the Program of the students, participants and their families, or for the duration of an HEC Paris Community member's presence at HEC Paris.

Each Member undertakes to comply with these Statutes, as well as with the Internal Regulations of HEC Paris, as well as with the Internal Regulations of this Association, as provided if necessary, by the Steering Committee.

Article 7 – Membership fees

Membership in the Association is free, except for the membership fees required by the Clubs.

Article 8 - Loss of membership

Membership is lost by:

a) The end of the Program of study undertaken at HEC Paris;

b) A suspension of membership notified to the Association by e-mail to studentsunion@hec.fr; membership will in this case be terminated upon receipt of said notice;

c) Revocation of membership ordered by the Steering Committee for a serious offense, the person concerned having been asked beforehand to provide an oral and/or written explanation to the Steering Committee;

d) Death.

Article 9 - Resources

The Association's resources include:

a) Membership fees paid to clubs;

b) Grants provided by HEC Paris, the government, the departments and municipalities;

c) Subsidies or incomes from private companies;

d) Incomes from property sold by the Association;

e) Any other funds not prohibited by law and regulations.

OPERATIONS OF THE ASSOCIATION

ARTICLE 10 - Steering Committee

10.1. Composition of the Steering Committee

The Association is administered by a Steering Committee, composed of:

- President of the HEC Paris Students Union;
- Secretary General of the HEC Paris Students Union;
- Treasurer of the HEC Paris Students Union;
- Secretary of Representation of the HEC Paris Students Union;
- Secretary of Projects of the HEC Paris Students Union.

The President, who has the power of representation and holds signing authority to bind the Association, alone may represent the Association in all acts of civil and administrative life, and in courts of justice if necessary, and is invested with full powers for such purpose. He/She may delegate his powers and signing authority in whole or in part to any member of the Steering Committee, and, for a specific matter and for a limited time, to any Member of the Association. If the President is unable to act, he/she shall be temporarily replaced by the Treasurer or the Secretary General, who shall have the same powers. The President of the Steering Committee is the President of the Association. A double signature from another member of the Steering Committee is required for any commitment above a threshold of 10 000 € (VAT included).

The Secretary General is in charge of convening meetings of the Steering Committee and the Executive Committee. He/She draws up or arranges the minutes of the Steering Committee meetings and keeps the minute book required by law.

The Treasurer is responsible for keeping the Association's accounts, or for arranging to have such accounts kept under his responsibility. He/She shall collect all incomes and make all payments regarding the administration of activities linked to the Steering Committee, under the President's supervision. He/She shall liaise with the accountant designated by the Steering Committee to help Clubs maintain their accounting reporting and to prepare the report on the Association's financial situation on August 31. He/she shall present the financial situation at the Annual General Meeting.

The Secretary of Representation is the elected representative of the student body at the Board of HEC Paris. He/She acts to relay the opinion of the student body and is advised in this facility by the Executive Committee of HEC Paris Students Union. Furthermore, he/she oversees the organization of meetings of the various student representatives across programs and facilitating communication and organization of said representatives. Following regulations of HEC Paris, the Secretary of Representation must be able to communicate in French and must remain a student for 1 year after the start of the mandate in September.

The Secretary of Projects works to increase collaboration and knowledge-sharing between HEC Paris Students Union Clubs. The Secretary of Projects oversees the project management of “club networks” and other initiatives to increase student integration.

10.2. Election of the Steering Committee

The members of the Steering Committee (except for the Treasurer) are elected by April 30 for a period of one year beginning on September 1.

Outgoing members of the Steering Committee are eligible for re-election.

The Presidents of the Clubs will elect the President, the Secretary General, the Secretary of Representation and the Secretary of Projects of the Steering Committee from the members of HEC Paris Students Union.

Applications for the 4 positions must be sent to studentsunion@hec.fr before the end of March. Applications must indicate the desired position and must contain a mission statement and short CV as introduction to the student body. A meeting is organized for all the Presidents of Clubs between April 15 and April 30. Convocation to the meeting is sent 7 days prior to the meeting by email. The email must contain all the applications.

Elections are to take place in-person whenever possible. In this case, voting may take place by show of hands and will take place by secret ballot if requested by any one of the members.

Online elections will be held if in-person elections are not possible. No provisions will be made for hybrid elections (online + in-person). A valid election must be either completely in-person or completely virtual. In case of online elections, the meeting link must be shared via email to all Presidents of Clubs eligible to vote at least 24 hours prior.

The majority required is simple majority (50 % + 1). If more than 2 individuals present themselves for a position and if no one wins a simple majority (50% + 1) of the votes cast in the first round, a second round will be held with the two individuals who have gathered the most votes in the first round passing to a head-to-head runoff. The individual securing a simple majority (50 % + 1) for a position in round 2 will be elected.

The Treasurer of HEC Paris Students Union is proposed by the President of HEC Paris Students Union and to be confirmed by the Steering Committee through a simple majority (50 % + 1).

If one or more vacancies arise within the Steering Committee, the Executive Committee may provisionally fill those positions by one or more temporary appointments. Temporary appointments are mandatory when the Steering committee is reduced to two members.

10.3. Operations of the Steering Committee

The Steering Committee shall meet whenever the interest of the Association so requires, whenever convened by the President of the Association, or if a meeting is requested by at least one third of the members of the Steering Committee and at least once a year.

Convocations are sent out 14 days prior to the meeting of the Steering Committee by letter or e-mail from studentsunion@hec.fr. They will indicate the agenda of the meeting as decided by the Steering Committee, or by the members of the Steering Committee who have requested the meeting.

The meeting is considered regular if at least 3 members of the Steering Committee are attending or represented. A proxy may be provided to allow a member to be represented by another member. The proxy must be duly presented before the start of the meeting. The meeting shall be held physically or by direct connection via audio or video conference.

Decisions are taken by simple majority (50 % + 1) of votes cast of the members present or represented. In case of a tie, the President shall have the casting vote. Minutes of the Steering Committee meetings shall be kept by the Secretary General.

The Steering Committee manages all the affairs and assets of the Association, in accordance with these Statutes and with the terms and limits provided by law, subject to the powers of the General Assembly. The Steering Committee is the executive body of the Association and in this capacity defines the primary orientations of the Association and establishes the budget and annual accounts of the Association.

The Steering Committees has the power of validating the creations, modifications and closures of clubs during its regular meetings.

ARTICLE 11 - Executive Committee

11.1. Composition of the Executive Committee

The Executive Committee is composed of:

- Members of the Steering Committee, composed of:
  - President of the HEC Paris Students Union;
  - Secretary General of the HEC Paris Students Union;
  - Secretary of Representation of the HEC Paris Students Union;
  - Secretary of Projects of the HEC Paris Students Union;
- President of the Bureau Des Élèves HEC Paris;
- President of the HEC International Society;
- President of The PhD Society;
- President of the HEC Paris MBA Council;
- Representative of students in Executive Education;
- Representative of MS/MSc students;
- President of the HEC Paris Partners Club.

The term of office of an Executive Committee member shall come to an end upon their resignation, their loss of membership in the Association, the end of Presidency status, or upon their termination by the General Assembly, the Executive Committee or Steering Committee. This termination may be pronounced by an off-agenda motion.

11.2. Operations of the Executive Committee

The Executive Committee shall meet whenever the interest of the Association so requires, whenever convened by the President of the Association, and at least once a year, or if a meeting is requested by at least one third of the members of the Executive Committee.

Convocations are sent out 14 days prior to the meeting of the Executive Committee by letter or e-mail from studentsunion@hec.fr. They will indicate the agenda of the meeting as decided by the Executive Committee, or by the members of the Executive Committee who have requested the meeting.

The meeting is considered regular if at least 6 members of the Executive Committee are attending or represented. A proxy may be provided to allow a member to be represented by another member. The proxy must be duly presented before the start of the meeting. The meeting shall be held physically or by direct connection via audio or video conference.

Decisions are taken by simple majority (50 % + 1) of votes cast of the members present or represented. In case of a tie, the President shall have the casting vote. Minutes of the Executive Committee meetings shall be kept by the Secretary General.

11.3. Role of the Executive Committee

The role of the Executive Committee is to advise the Steering Committee on any issues regarding student life and to identify areas of activity for the Steering Committee. The Executive Committee informs the Steering Committee and is an important facilitator of communication between HEC

Paris Students Union and the student body. It helps to identify issues and projects of importance across programs. The Executive Committee also supports the formulation agenda items for the Steering Committee's meetings with HEC Paris leadership.

Through its composition, the Executive Committee gathers the various representatives of the student body and thus collects the opinions across the student body.

The Executive Committee is provided the power of revocation of a member of the Steering Committee in case of serious offense or inappropriate behavior. The person concerned having been asked beforehand to provide an oral and/or written explanation to the Executive Committee.

ARTICLE 12 - General Assembly Meetings

12.1. Meeting Invitations

Meeting invitations shall be sent out by simple letter or by e-mail from studentsunion@hec.fr. They shall indicate the agenda for the meeting. They shall be sent individually at least 14 days in advance of the date of the General Assembly Meeting.

General Assembly Meetings shall be held at the headquarters of the Association or at any other place fixed by the invitation. Meetings can also be organized digitally.

12.2. Agenda

The Agenda shall be set by the Steering Committee. Only the items on the agenda may be decided upon at the meeting. The agenda can only be modified during a meeting upon proposal by the President approved by at least half of the Members present and represented.

12.3. Resolutions

Resolutions shall be recorded in the minutes together with a summary of the discussion, the text of the resolutions and the result of the votes. They shall be transcribed into a special register, signed by the President and the Treasurer.

12.4. Attendance Sheet

The President and the General Secretary take note of the members present or represented at the General Assembly and certify their attendance on the attendance sheet. The attendance sheet shall be added to the minutes of the General Assembly Meeting. For virtual meeting, the electronic report with the connection list during the meeting will be added to the minutes.

12.5. General Assembly Secretary

The General Assembly Secretary is designated at the beginning of the Assembly by the President of HEC Paris Students Union. The General Assembly Secretary shall write the minutes of the Assembly. The minutes will be reviewed by the members of the Steering Committee. They will be signed by the members of the Steering Committee and by the Secretary of the said General Assembly.

ARTICLE 13 - Powers of the General Assembly

The General Assembly represents all the Members of the Association, within the limit of the object described in these Statutes. Its decisions are binding upon all Members, including those who are absent.
Each Member may be represented by another Member of the Association who has been granted special proxy authority. Representation by any other person is prohibited. A Member may be granted as many powers of proxy as he may wish. In case of digital meeting, proxies must be sent to studentsunion@hec.fr prior to the start of the Assembly.

ARTICLE 14 - Ordinary General Meeting

Ordinary General Meetings may be convened by the Secretary General by simple letter or by e-mail from studentsunion@hec.fr at least once annually, within six months of accounting year-end. Therefore, the Ordinary General Assembly shall meet every year in February at the latest.

The Assembly shall hear the reports of the Steering Committee on management, the Association's activities and moral report, and the last ended fiscal year financial report. It shall approve or disapprove the accounts for the fiscal year and shall give discharge to the members of the Steering Committee. It shall discuss and decide on the items on the agenda, and on the Association's activities and orientations.

It shall confirm the election of the Steering Committee members who have been elected on a provisional basis.

The Ordinary General Assembly shall deliberate validly regardless of the number of Members present or represented.

Decisions of the General Assembly shall be made by a simple majority (50 % + 1) of the Members present or represented. In case of a tie, the President shall have the casting vote.

Voting shall take place by show of hands or by electronic means, unless otherwise requested by one or more Members of the Association.

ARTICLE 15 - Extraordinary General Meeting

Extraordinary General Meetings may be convened whenever necessary by the President or upon request by at least 500 Members of the Association, by simple letter or by e-mail from studentsunion@hec.fr. The Assembly alone is empowered to:

(1) decide on any possible modifications to these Statutes,
(2) dissolve the Association.

It may be convened according to the rules set forth in Articles 12 and 13 above.

The Extraordinary General Assembly may validly deliberate only if at least one-third of the Members of the Association are present or represented. If this quorum is not reached, the Extraordinary General Meeting shall be convened with the same agenda within 15 days. At this second meeting, the Extraordinary General Assembly shall validly deliberate regardless of the number of Members present or represented.

It shall rule under the same conditions as the Ordinary General Assembly, except in regard to the majority required to make any amendment to the Statutes or to decide on the dissolution of the Association, which shall increase the majority required to two-thirds (2/3) of the Members present or represented.

ARTICLE 16 - Compensation

All duties, including those of Steering and Executive Committee members, shall be performed free of charge and on a voluntary basis.

Only the expenses incurred in the course of their execution of their mandate shall be reimbursed upon submission of receipts.

The reimbursement provided for mission expenses, travel expenses, or representation expenses, broken down by recipient is available in the accounting tool of the Association. The total amount of reimbursements for the year will be specified in the financial report presented to the Ordinary General Assembly.

ARTICLE 17 - Creation and operations of Clubs

The Association has full authority to decide on the creation or dissolution of Clubs.

The dissolution of the Clubs can exclusively take place:

(1) at the request of Club management team, or

(2) n the event that there is no management team to take over leadership of the Club, or

(3) if the Club, its leadership or members were engaging in illegal activities, whilst acting on behalf of their Club.

Clubs shall be managed by one or more Club Manager(s), who will be appointed or elected by the members of each Club.

The terms of appointment or election of Club Managers shall be left to the discretion of the Clubs.

It is up to the Clubs to send the name(s) of the Club Manager(s) to the Association in writing to studentunion@hec.fr for each term of office.

The Club Managers are responsible for organizing the internal functioning of the Clubs, and for managing the budget and ensuring dialogue between the Clubs and the Association.

It is specified that Clubs are fully in charge of and responsible for the management of their own financial resources and expenses. Coordination with the Treasurer of HEC Paris Students Union is organized (training sessions, continuous dialogue over the fiscal year and more precise requests during the controls induced by the accounting and fiscal year closing activities). Delegations of authority shall therefore be signed between the Association President and each Club President.

The Club Managers and the members of these Clubs on the date of the creation or worsening of any financial losses may be held liable for the losses on their own assets.

RULES OF PROCEDURE, DISSOLUTION, DONATIONS, VARIOUS PROVISIONS

ARTICLE 18 - Internal Regulations

A body of Internal Regulations may be prepared by the Steering Committee, which will then submit the same for approval by the Ordinary General Meeting.

Such a body of internal regulations may be established to cover various matters not provided hereunder, especially those relating to the internal administration of the Association.

Article 19 - Dissolution

In the event of dissolution of the Association under the terms and conditions set forth in article 15, one or more liquidators shall be appointed, and the net assets, if any, shall be transferred to a non-profit organization in accordance with the decisions of the Extraordinary General Assembly deciding the dissolution. The net assets cannot be transferred to any Member of the Association, even in part, except in case of recovery of contributions.

ARTICLE 20 - Donations

The Association undertakes to present its minute books and accounting documents upon request by the administrative authorities in connection with the use of any gifts it may be entitled to receive, to permit visits to its facilities by representatives of these competent authorities, and to report to them on the operation of these facilities.

ARTICLE 21 – Founding members

On October 21, 2019, the following members participated in the foundation of the HEC Paris Students Union Association:

- Henriette Denoix de Saint-Marc (Présidente du Bureau Des Élèves HEC Paris),
- Brett Wishart (Président du HEC Paris MBA Council),
- Rémi Khellaf (Président de HEC International Society),
- Stanislas Braquenié (Représentant des participants EXED et Représentant du corps étudiant au sein du Conseil d'Administration de HEC Paris),
- Cécile Marty (Représentante du Directeur Général de HEC Paris).

Drawn up in JOUY-EN-JOSAS, this day, on Friday, March 12, 2021

Claus-Peter Schmitt

Claus-Peter Schmitt
Jouy-en-Josas
2021-03-15 LiveConsent ID 5L6JBK

Claus Peter Schmitt, President of HPSU

Anatole Lechat

Anatole Lechat
Jouy-en-josas
2021-03-12 LiveConsent ID 5L6JBK

Anatole Lechat, General Secretary of HPSU

Cécile Marty

Cécile Marty
2021-03-12 LiveConsent ID 5L6JBK

Cécile Marty, Treasurer of HPSU