

## BY-LAWS

Version of the 19/03/2020 - translated from the official version in French

### ARTICLE 1 – NAME

It is stated, among founding members, that a non-profit organization is incorporated under the French 1 July 1901 Law and 16 August 1901 Decree, with the name *Association TellUs Cultures*, that can be shortened to *TellUs*. The two logos representing this name are the following:



They can be completed with the official name, in its long or short version, and with explanatory sentences, in any language.

### ARTICLE 2 – PURPOSE

This association has the following purpose:

1. collect intercultural experiences;
2. archive those experiences;
3. facilitate debates around intercultural topics related to the experiences collected;
4. research elements to develop a better understanding;
5. promote the association's work to contribute to an improved cross-cultural understanding.

To reach them, the association aims to, for instance:

1. collect intercultural experiences spontaneously through purposeful research on the Internet, literature and press or through individual and collective interviews;
2. write down and classify the intercultural experiences collected;
3. identify and discuss intercultural issues on the Internet, within the association amongst members of the association or through activities;
4. substantiate intercultural issues through intercultural interviews and, with professionals and experts, develop hypotheses about the underlying cultural roots;

5. besides communicating, on the Internet and in person, to members and partners, the association may sell the collected result or propose promotional activities.

### ARTICLE 3 – THE HEAD OFFICE

The head office is located at 35 rue de la Fédération 93100 Montreuil, France. It can be transferred by decision of the board. The ratification by the general assembly will be necessary.

### ARTICLE 4 – TIME FRAME

The association's time frame is unlimited.

### ARTICLE 5 – SETUP

The association is composed of members amongst whom, some can become active members and some can become board members. A member can both be an active member and a board member.

### ARTICLE 6 – ADMISSION

To become a member, it is necessary to agree to comply with these by-laws and to be up to date on membership fees valid for each calendar year.

Members are invited to join and vote in the association's yearly general assembly.

A member can be a natural or legal person. For legal persons and at general assemblies, they must be represented by a managing natural person who can make decisions.

Members can become active when they contribute their time and skills to coordinate projects, conduct actions and help out. The candidacy has to be validated by the Board, which rules sovereignly.

Members can become board members when they are elected during the General Assembly.

### ARTICLE 7 – DEREGISTRATION

Membership is lost by:

1. resignation;
2. death;
3. board-ordered deregistration for non-payment of the membership fee or any serious reason concern, going against the mission of the association. After the concerned party has been invited (possibly by registered letter) to produce explanations before the board in person or in writing.

## ARTICLE 8 – FILIATION

Currently, this association is not affiliated with any other association or federation. It may join other associations, unions or groups by decision of the board.

## ARTICLE 9 – RESOURCES

The association's resources may include:

1. membership fees;
2. private donations and fundraising;
3. subsidies from the State, regional departments and municipalities;
4. proceeds from activities aimed at disseminating the collection of intercultural experiences;
5. and any other type of resource authorized by the applicable laws and regulations in force.

## ARTICLE 10 – GENERAL ASSEMBLY

The general assembly includes all the members of the association. It is a yearly gathering, in person or through videoconference, via the Internet, to decide on future directions.

If necessary, at least half of the board or a fraction of the active members can call an additional general assembly besides the annual general assembly, by following the same procedure. The general assembly must decide on an extraordinary basis, that is to say, complying with the specific quorum and voting conditions described in the by-laws.

## ARTICLE 11 – ORGANIZING A GENERAL ASSEMBLY

At least fifteen days before the defined date, the members of the association are invited by electronic means (email). The agenda appears on the invitation.

When mandates come to an end or the members of the board wish to leave their position, the outgoing seat of the board is renewed, then the moral situation and/or the activity of the association is exposed presented/reviewed, annual accounts (balance sheet, income statement and appendix) as well as any other item on the agenda are submitted for approval. Only items included on the agenda can be discussed.

The general assembly also defines the amount of the membership fee which can be adjusted according to the resources and requests of the members.

The objective is to make decisions by consensus, otherwise they will be made according to the majority of the votes of the members present, represented (members voting by proxy) or deemed to be present by videoconference, via the Internet. A quorum is met when at least half of the members of the board are present or deemed to be present and at least one other member is present or deemed to be present at the general assembly. The quorum is calculated

on the number of members present, represented and deemed to be present by videoconference.

Absent members are deemed to be represented when they have appointed another member to represent them.

When the quorum is not reached, a second assembly (with the same agenda) will be held in the following days.

All deliberations are voted by a show of hands.

The decisions of the general assembly are binding on all members, including those absent, represented or deemed to be present by videoconference, via the Internet, and define guidelines for the board.

## ARTICLE 12 – BOARD

The general assembly elects from among its members, a board composed of at least three people at the positions of president; treasurer and, if necessary, a deputy treasurer; and secretary and, if necessary, a deputy secretary or any other position proposed, seen as necessary and validated approved by the general assembly to fulfill the objectives of the association.

The president represents the association in every civil act such as signing contracts on behalf of the association, ordering expenses, opening and operating the association's accounts and ensuring compliance to legal requirements.

The treasurer is accountable for the good financial management of the association and for the proper use of the resources entrusted to him or her by the members, public and private funders. Together with the co-presidents, he or she will be able to open and operate the association's accounts, order expenses, collect revenues, record accounting operations for activities and financial flows and prepare and approve final reports.

The secretary keeps the various registers of the association, of the drafting of the minutes of the assemblies which he or she signs in order to certify they conform to the other minutes, presentations and letters. He or she can make the compulsory declarations at the *préfecture*, convene the various bodies of the association, interact with members and partners and ensure the proper material, administrative, legal and organizational functioning of the association.

The board is elected for 3 years. The members are re-eligible.

The board holds the widest powers within the limits of the objectives of the association and the resolutions adopted during the general assembly.

### ARTICLE 13 – ALLOWANCES

The costs related to the mandate of the board members are refunded upon submission of payment proof. The financial report presented to the ordinary general assembly includes, per beneficiary, reimbursements of mission, travel or representation of actual expenses.

### ARTICLE 14 – INTERNAL REGULATION

Internal regulations may be established by the office board, which will then have them approved by the general meeting during the general assembly. It will be intended to fix the various points not envisaged by the present statutes, in particular those which relate to the internal administration of association. These regulations may also specify the voting methods for members, knowing that postal voting (possibly via the Internet) will be implemented.

### ARTICLE 15 – DISSOLUTION

In the event of a dissolution pronounced in accordance with the procedures described in Article 15, one or more liquidators are appointed, and the net assets, if any, are reverted to a non-profit organization or to an association having similar goals, according to the decisions made by the extraordinary general assembly which decides on the dissolution. The net assets cannot be transferred to a member of the association, not even partially, unless it corresponds to the refund of a contribution.

Signed in Montreuil, on Thursday 4 May 2017

Modified in General Assembly online, on Thursday 19 March 2020

Signatures of the board members: