

# CONSTITUTION OF The SEA People

effective June 16, 2019, revised January 4, 2022

**The SEA People** is a registered Charitable Association under the Government of the Republic of France, Numero Identification Siren [853074300] and in accordance with the French '*Loi de 1901*'

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## Preliminary

### 1. Name of the Association

The name of the **Association** is  
THE SEA PEOPLE (the **Association**).

### 2. Type of Association

The **Association** is a not-for-profit public **Association**, which is established to be, and to continue as, a not-for-profit public **Association**.

### 3. Registered Office

The Association has its registered office at the following address:

*La Maison de la Jeunesse et de la Culture (MJC), L'Escale MJC l'Ile au trésor, 6 Place Méjane, 06560 VALBONNE*

4. The registered office may be transferred by simple decision of the Board. In this context, the Board has in particular the power to modify the address of the registered office in these articles of the Association.

### 5. Duration

The association is established for an unlimited period.

### 6. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 6.

### 7. The guarantee

Each member must contribute an amount not more than €10 (the guarantee) to the property of the **Association** if the **Association** is wound up while the member is a member and they have not yet paid an annual contribution, and this contribution is required to pay for the:

- (a) debts and liabilities of the **Association** incurred before the member stopped being a member, or
- (b) costs of winding up

### 8. Definitions

In this constitution, words and phrases have the meaning set out in clauses 79 and 81.

## Charitable purposes and powers

### 9. Objective

The **Association's** objective is to pursue the following charitable purpose(s):

To develop, implement and support stakeholder based environmental management of coastal and marine ecosystems in Indonesia and other locations worldwide, including by:

- a) Working with local, regional and national governments to improve the regulation of activities within coastal marine environments
- b) Empowering and building the capacity of local communities to sustainably manage their local marine ecosystems.

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- c) Raising funding and awareness of the activities of local NGO partners, including Yayasan Orang Laut Papua, a legally registered NGO in Indonesia, and providing them with relevant administrative and logistical support
- d) Facilitating community-based marine conservation projects and environmental management to improve and protect local marine resources
- e) Working collaboratively with relevant stakeholders to develop, implement and support coastal and marine ecosystem conservation initiatives.

### 10. Powers

Subject to clause 11, the **Association** has the following powers, which may only be used to carry out its purpose(s) set out in clause 8:

- (a) the powers of an individual, and
- (b) all the powers of a non-profit **Association** under the Association Act 1901

### 11. Not-for-profit

- 11.1 The **Association** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 11.2 and 78.
- 11.2 Clause 11.1 does not stop the **Association** from doing the following things, provided they are done in good faith and any conflict of interest is declared:
  - (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **Association**, or
  - (b) making a payment to a member in carrying out the **Association's** charitable purpose(s).

### 12. Amending the constitution

- 12.1 Subject to clause 12.2, the members may amend this constitution by passing a **special resolution**.
- 12.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **Association** to no longer be a non-profit charitable **Association**.

## Members

### 13. Membership and register of members

- 13.1 The members of the **Association** are:
  - (a) the **Founding Members** who are at the origin of the **Association**
  - (b) any other person that the Board allows to be a member, in accordance with this constitution
- 13.2 The **Association** must establish and maintain a register of members. The register of members must be kept by the **Board** or **Managing Director** and must contain:
  - (a) for each current member:
    - i. name
    - ii. address
    - iii. any alternative address nominated by the member for the service of notices, and
    - iv. date the member was entered on to the register

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- v. the class of membership the member holds or held
- (b) for each person who stopped being a member in the last 7 years:
  - i. name
  - ii. address
  - iii. any alternative address nominated by the member for the service of notices, and
  - iv. dates the membership started and ended
  - v. the class of membership the member holds or held
- 13.3 The **Association** must give current members access to the register of members upon request.
- 13.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.
- 13.5 **Number of Members**  
The number of Members must not be less than one (1), nor more than the maximum number (if any) which the Board may from time to time prescribe.

### 14. Who can be a member

- 14.1 A person who supports the purposes of the **Association** is eligible to apply to be a member of the **Association** under clause 15.

### 15. How to apply to become a member

- 15.1 In this clause, 'person' means an individual or Legal Entity.
- 15.2 A person (as defined in clause 14.1) may apply to become member of the **Association**, and in doing so must:
  - (a) complete the Application as provided by the **Association**
  - (b) pay their Annual Contribution (as defined in clause 15), except in cases provided by the **Board** or elsewhere under this constitution.
  - (c) be approved by the **Board** or **Managing Director** of the **Association**,
  - (d) support the purpose(s) of the **Association**, and
  - (e) agree to comply with the **Association's** constitution, including paying the guarantee under clause 6 if required.

By-laws for the application of these articles may specify the terms and forms of the membership request, as well as the response.

### 16. Annual Contribution

- 16.1 Every Member must pay the **Association** an **Annual Contribution**, or such other amount as determined from time to time by The Board, on or before the final day of the 12<sup>th</sup> (twelfth) month of Membership.
- 16.2 The Board may at their absolute discretion determine that a Member who is a Member for only part of a year is required to pay a pro-rata portion of the **Annual Contribution**

### 17. Decisions to approve membership

- 17.1 **The Managing Director** must consider an application for membership within a reasonable time after the **Association** receives the application.
- 17.2 If an application is approved, the **Association** must as soon as possible:
- (a) enter the new member on the register of members, and
  - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 18).
- 17.3 **The Managing Director**, at their absolute discretion can decide whether to reject a membership application. If an application is rejected, the **Association** must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.
- 17.4 For the avoidance of doubt, the **The Managing Director** may approve an application even if the application does not state all of the matters listed in clauses 14.2. In this case, by applying to be a member, the applicant agrees to these matters.
- 17.5 **The Managing Director** shall approve or reject all membership applications.

### 18. When a person becomes a member

Other than **Founding members**, an applicant will become a member when they are entered on the register of members.

### 19. When a person stops being a member

A person immediately stops being a member if they:

- (a) die
- (b) are wound up or otherwise dissolved or deregistered (for a Legal person member)
- (c) do not pay the Annual Contribution
- (d) resign, by writing to the Association
- (e) are expelled under clause 20

## Dispute resolution and disciplinary procedures

### 20. Dispute resolution

- 20.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or the **Board** and:
- (a) one or more members
  - (b) the **Managing Director**, or
  - (c) the **Association**.
- 20.2 A member must not start a dispute resolution procedure in relation to a matter that is the subject of a disciplinary procedure under clause 20 until the disciplinary procedure is completed.
- 20.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 20.4 If those involved in the dispute do not resolve it under clause 20.3, they must within 10 days:
- (a) tell the Board about the dispute in writing
  - (b) agree or request that a mediator be appointed, and
  - (c) attempt in good faith to settle the dispute by mediation.
- 20.5 The mediator must:

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- (a) be chosen by agreement of those involved, or
  - (b) where those involved do not agree:
    - i. for disputes between members, be chosen by the **Board**, or
    - ii. for other disputes, a chosen by the **President**
- 20.6 A mediator chosen by the **Board** under clause 20.5(b)(i):
- (a) may be a member or former member of the **Association**
  - (b) must not have a personal interest in the dispute, and
  - (c) must not be biased towards or against anyone involved in the dispute.
- 20.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
  - (b) allow those involved a reasonable chance to review any written statements
  - (c) ensure that those involved are given natural justice, and
  - (d) not make a decision on the dispute.

### 21. Disciplining members

- 21.1 In accordance with this clause, the **Board** may resolve to warn, suspend or expel a member from the **Association** if the **Board** consider that:
- (a) the member has breached this **Constitution**, or
  - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the **Association**, its members or representatives.
- 21.2 At least 14 days before a Board meeting at which a resolution under clause 21.1 will be considered, the **Association** must notify the member in writing:
- (a) that the **Board** is considering a resolution to warn, suspend or expel the member
  - (b) that this resolution will be considered at a **Board** meeting and the date of that meeting
  - (c) what the member is said to have done or not done
  - (d) the nature of the resolution that has been proposed, and
  - (e) that the member may provide an explanation to the **Board**, and details of how to do so.
- 21.3 Before the **Board** pass any resolution under clause 21.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the **Board** a written explanation before that Board meeting, and/or
  - (b) speaking at the meeting.
- 21.4 After considering any explanation under clause 21.3, the Board may:
- (a) take no further action
  - (b) warn the member
  - (c) suspend the member's rights as a member for a period of no more than 12 months
  - (d) expel the member
  - (e) refer the decision to an unbiased, independent person on conditions that the **Board** consider appropriate (however, the person can only make a decision that the **Board** could have made under this clause), or
  - (f) require the matter to be determined at a **general meeting**.
- 21.5 The **Board** cannot fine a member.
- 21.6 The **Association** must give written notice to the member of the decision under clause 21.4 as soon as possible.
- 21.7 Disciplinary procedures must be completed as soon as reasonably practical.



- 21.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

## General meetings of members

### 22. General meetings called by the Board

- 22.1 The **Board** may call a **general meeting**
- 22.2 If members with at least 50%, of the votes that may be cast at a **general meeting** make a written request to the **Association** for a **general meeting** to be held, the Board must:
- (a) within 21 days of the members' request, give all members notice of a **general meeting**, and
  - (b) hold the **general meeting** within 2 months of the members' request.
- 22.3 The percentage of votes that members have (in clause 22.2) is to be worked out as at midnight before the members request the meeting.
- 22.4 The members who make the request for a **general meeting** must:
- (a) state in the request any resolution to be proposed at the meeting
  - (b) sign the request, and
  - (c) give the request to the **Association**.
- 22.5 Separate copies of a document setting out the request may be signed by members, if the wording of the request is the same in each copy.

### 23. General meetings called by members

- 23.1 If the **Board** does not give notice of the meeting within 21 days of being requested under clause 22.2, 100% of the members who made the request may give notice and arrange to hold a **general meeting**.
- 23.2 To give notice and hold a meeting under clause 23.1 the members must:
- (a) as far as possible, follow the procedures for **general meetings** set out in this constitution
  - (b) give notice of the meeting using the list of members on the **Association's** member register, which the **Association** must provide to the members making the request at no cost, and
  - (c) hold the **general meeting** within three months after the request was given to the **Association**.
- 23.3 The **Association** must pay the members who request the **general meeting** any reasonable expenses they incur because the **Board** did not call and hold the meeting, the total amount of which must not exceed the average total cost of previous **general meetings** called by the **Board**.

### 24. Annual general meeting

- 24.1 A **general meeting**, called the **annual general meeting**, must be held:
- (a) Within 12 months after registration of the **Association** where registration occurred in the first 6 months of a calendar year, or;
  - (b) Within 14 months after registration of the **Association**, where registration occurred within the last 6 months of a calendar year
  - (c) after the first annual **general meeting**, at least once in every calendar year.

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- 24.2 Even if these items are not set out in the notice of meeting, the business of an **annual general meeting** may include:
- (a) a review of the **Association's** activities
  - (b) a review of the **Association's** finances
  - (c) any auditor's report
  - (d) the election of Board Members, and
  - (e) the appointment and payment of auditors, if any.
- 24.3 Before or at the **annual general meeting**, the **Board** must give information to the members on the **Association's** activities and finances during the period since the last **annual general meeting**.
- 24.4 The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **Association**.

### 25. Extraordinary general meeting

- 25.1 The Board may call an **extraordinary general** meeting for the purposes of modifying the Constitution or dissolution/winding up of the Association.
- 25.2 The convening procedures for an **extraordinary general meeting** are the same as the procedures for **general meetings** as set out in this constitution
- 25.3 Decisions are taken by an absolute majority of the votes cast. In the event of a tie, the president's vote is decisive and they must deliver a **casting vote**.

### 26. Notice of general meetings

- 26.1 Notice of a **general meeting** must be given to:
- (a) each member entitled to vote at the meeting
  - (b) each Board Member
  - (c) the **Managing Director**, and
  - (d) the auditor (if any).
- 26.2 Notice of a **general meeting** must be provided in writing at least **10 days** before the meeting.
- 26.3 Subject to clause 26.4, notice of a meeting may be provided less than 10 days before the meeting if:
- (a) for an **annual general meeting**, all the members entitled to attend and vote at the **annual general meeting** agree beforehand, or
  - (b) for any other **general meeting**, members with at least 50% of the votes that may be cast at the meeting agree beforehand.
- 26.4 Notice of a meeting cannot be provided less than 10 days before the meeting if a resolution will be moved to:
- (a) remove a Board Member
  - (b) appoint a Board member in order to replace a Board Member who was removed, or
  - (c) remove an auditor.
- 26.5 Notice of a **general meeting** must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
  - (b) the general nature of the meeting's business

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- (c) if applicable, that a **resolution** is to be proposed and the words of the proposed resolution
  - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
    - i. the proxy does not need to be a member of the **Association**
    - ii. the proxy form must be delivered to the **Association** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
    - iii. the proxy form must be delivered to the **Association** at least 48 hours before the meeting.
- 26.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

### 27. Quorum at general meetings

- 27.1 For a **general meeting** to be held, at least 3 members (a **quorum**) must be present (in person or by proxy) for the whole meeting. When determining whether a **quorum** is present, a person may only be counted once (even if that person is a proxy).
- 27.2 No business may be conducted at a **general meeting** if a quorum is not present.
- 27.3 If there is no **quorum** present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week
  - (b) if the time is not specified – the same time, and
  - (c) if the place is not specified – the same place.
- 27.4 If no **quorum** is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

### 28. Auditor's right to attend meetings

- 28.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 28.2 The **Association** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **Association** is entitled to receive.

### 29. Representatives of members

- 29.1 A Legal Entity member may appoint as a representative:
- (a) one individual to represent the member at meetings and to sign circular resolutions under clause 35, and
  - (b) the same individual or another individual for the purpose of being appointed or elected as a member of the Board.
- 29.2 The appointment of a representative by a Legal Entity member must:
- (a) be in writing
  - (b) include the name of the representative
  - (c) be signed on behalf of the Legal Entity member, and
  - (d) be given to the **Association** or, for representation at a meeting, be given to the chairperson before the meeting starts.

- 29.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
- 29.4 The appointment may be standing (ongoing).

### 30. Using technology to hold meetings

- 30.1 The **Association** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to be heard and to hear.
- 30.2 Anyone using this technology is taken to be present in person at the meeting.

### 31. Chairperson for general meetings

- 31.1 The **elected chairperson** is entitled to chair **general meetings**.
- 31.2 The members present and entitled to vote at a **general meeting** may choose a Board Member or member to be the chairperson for that meeting if:
- (a) there is no **elected chairperson**, or
  - (b) the **elected chairperson** is not present within 30 minutes after the starting time set for the meeting, or
  - (c) the **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

### 32. Role of the chairperson

- 32.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 32.2 The chairperson does not have a casting vote, unless the Chairperson is also the President.

### 33. Adjournment of meetings

- 33.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 33.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

## Members' resolutions and statements

### 34. Members' resolutions and statements

- 34.1 Members with at least 50% of the votes that may be cast on a resolution must give:
- (a) written notice to the **Association** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
  - (b) a written request to the **Association** that the **Association** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 34.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 34.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 34.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.

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- 34.5 The percentage of votes that members have (as described in clause 34.1) is to be worked out as at midnight before the request or notice is given to the **Association**.
- 34.6 If the **Association** has been given notice of a members' resolution under clause 34.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 34.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**, but a resolution will not be voted upon until it satisfies the requirements of 33.1 to 33.6.

### **35. Association must give notice of the proposed resolution or distribute statement**

- 35.1 If the **Association** has been given a notice or request under clause 33:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **Association's** cost, or
  - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **Association** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **Association** will pay these expenses.
- 35.2 The **Association** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1000 words long
  - (b) the Board consider it may be defamatory
  - (c) clause 35.1(b) applies, and the members who proposed the resolution or made the request have not paid the **Association** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
  - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

### **36. Circular resolutions of members**

- 36.1 Subject to clause 36.3, the Board may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).
- 36.2 The Board must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 36.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a Board Member or remove a Board Member
  - (b) for modifying the constitution or dissolution of the Association.
  - (c) where this constitution requires a meeting to be held.
- 36.4 A circular resolution is passed if the majority of members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 36.5 or clause 35.6.

- 36.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording is the same in each copy.
- 36.6 The **Association** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

## Voting at general meetings

### 37. How many votes a member has

Each member has one vote.

### 38. Challenge to member's right to vote

- 38.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 38.2 If a challenge is made under clause 38.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

### 39. How voting is carried out

- 39.1 Voting must be conducted and decided by:
- (a) a show of hands
  - (b) a vote in writing, or
  - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 39.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 39.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 39.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

### 40. When and how a vote in writing must be held

- 40.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) **members present** with at least 50% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
  - (b) the chairperson.
- 40.2 A vote in writing must be taken when and how the chairperson directs, unless clause 40.3 applies.
- 40.3 A vote in writing must be held immediately if it is demanded under clause 40.1:
- (a) for the election of a chairperson under clause 31.2, or
  - (b) to decide whether to adjourn the meeting.
- 40.4 A demand for a vote in writing may be withdrawn.

#### 41. Appointment of proxy

- 41.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 41.2 A proxy does not need to be a member, and can only represent one member.
- 41.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting
  - (b) vote in a vote in writing (but only to the extent allowed by the appointment),
- 41.4 An appointment of proxy must use a proxy form, which must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address
  - (b) the **Association's** name
  - (c) the proxy's name or the name of the office held by the proxy, and
  - (d) the meeting(s) at which the appointment may be used.
- 41.5 A proxy appointment may not be standing (ongoing). Each proxy appointment is only valid for the meeting indicated on the proxy form as outlined under clause 40.4(d).
- 41.6 Proxy forms must be received by the **Association** at the address stated in the notice under clause 26.5(d) or at the **Association's** registered address at least 48 hours before a meeting.
- 41.7 Unless the **Association** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies
  - (b) is mentally incapacitated
  - (c) revokes the proxy's appointment, or
  - (d) revokes the authority of a representative or agent who appointed the proxy.
- 41.8 A proxy appointment must specify the way the proxy must vote on a particular resolution.

#### 42. Voting by proxy

- 42.1 A proxy is not entitled to vote on a show of hands (but this does not prevent an existing member who is also appointed as a proxy from voting as a member on a show of hands).
- 42.2 A proxy can only vote in writing
- 42.3 When a vote in writing is held, a proxy:
- (a) can only vote if authorised to do so under a valid proxy form
  - (b) must vote consistent with the manner indicated on the proxy form by the member they are representing
  - (c) if the proxy is also a member, may cast the votes held in different ways.
  - (d) an existing member may only hold one (1) proxy member position at any given time

#### 43. Decisions taken

Decisions are taken by an absolute majority (half plus one vote) of the members present or represented. In the event of a tie, the president's vote is decisive and they must give a casting vote.

## Board Members

### 44. Number of Board Members

The **Association** must have at least three (3) and no more than seven (7) Board Members.

### 45. Election and appointment of Board Members

- 45.1 The Founding members are the people who have agreed to act as Board Members and who are named as Board Members in the application for registration of the **Association**.
- 45.2 Apart from the Founding members and Board Members appointed under clause 44.5, the members may elect a Board Member by a resolution passed in a **general meeting**.
- 45.3 Each of the Board Members must be appointed by a separate resolution.
- 45.4 A person is eligible for election as a Board Members of the **Association** if they:
- (a) are a member of the **Association**, or a representative of a member of the **Association** (appointed under clause 28)
  - (b) are nominated by an existing Board Member (unless the person was previously elected as a Board Member at a **general meeting** and has been a Board Member since that meeting),
  - (c) give the **Association** their signed consent to act as a Board Member of the **Association**, and
  - (d) are not ineligible to be a Board Member under any relevant law in force in the French Republic
- 45.5 The Board Members may appoint a person as a Board Member to fill a casual vacancy or as an additional Board Member if that person:
- (a) is a member of the **Association**, or a representative of a member of the **Association** (appointed under clause 28)
  - (b) gives the **Association** their signed consent to act as a Board Member of the **Association**,
  - (c) only fills a casual vacancy until the next **general meeting**, and
  - (d) is not ineligible to be a Board Member under any relevant law in force in the French Republic
- 45.6 If the number of Board Members is reduced to fewer than three or is less than the number required for a quorum, the continuing Board Members may act for the purpose of increasing the number of Board Members to three (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

### 46. Election of chairperson

The Board must elect a Board Member, a Managing Director, or member nominated by the Managing Director, as the **Association's elected chairperson**.

### 47. Term of office

- 47.1 At each annual **general meeting** any Board Member appointed by the Board Members to fill a casual vacancy or as an additional Board Member under clause 44.6 must retire



- 47.2 Other than a Board Member appointed under clause 44.5, a Board Member's term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.
- 47.3 The term of appointment a Board Member will be up to, but no more than three years.
- 47.4 When a term of appointment ends, a Board Member may nominate for re-election.

#### **48. When a Board Member stops being a Board Member**

A **Board Member** stops being a **Board Member** if they:

- (a) give written notice of resignation as a **Board Member** to the **Association**
- (b) die
- (c) are removed as a **Board Member** by a resolution of the members
- (d) stop being a member of the **Association**
- (e) are a representative of a Legal Entity member, and that Legal Entity member stops being a member
- (f) are a representative of a Legal Entity, and the Legal Entity member notifies the **Association** that the representative is no longer a representative
- (g) are absent for 2 consecutive **Board** meetings without approval from the **Board**,  
or
- (h) become ineligible to be a director of the **Association** under any relevant law in force in the French Republic.

## **Powers of The Board**

#### **49. Powers of Board Members**

- 49.1 The Board Members are responsible for managing and directing the activities of the **Association** to achieve the purpose(s) set out in clause 8.
- 49.2 The Board Members may use all the powers of the **Association** except for powers that, under this constitution or any relevant law in force in the French Republic, may only be used by members.
- 49.3 The Board Members must decide on the responsible financial management of the **Association** including:
- (a) any suitable written delegations of power under clause 49,
  - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 49.4 The Board Members cannot remove a Board Member or auditor. Board Members and auditors may only be removed by a members' resolution at a **general meeting**.
- 49.5 Subject to the Law and to any other provision of this Constitution, the business of the **Association** will be overseen by the Board Members, who may pay all expenses incurred in promoting and forming the **Association**, and may exercise all such powers of the **Association** as are not, by the Law or by this Constitution, required to be exercised by the **Association** in general meeting.

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- 49.6 In exercising their powers, Board Members must declare and manage all potential and actual conflicts of interest consistent with the relevant set of regulations established under clause 53 and 64 of this Constitution.
- 49.7 The Board is not responsible for the daily operations and operational management of The Association.

### 50. Delegation of Board powers

- 50.1 The Board may delegate any of its powers and functions to a committee, a Managing Director, an employee of the **Association** (such as a Chief Executive Officer) or any other person, as the Board considers appropriate.
- 50.2 The delegation must be recorded in the **Association's** records.

### 51. Payments to Board Members

- 51.1 The **Association** must not pay fees to a Board Member for acting as a Board Member.
- 51.2 The **Association** may:
- (a) reimburse a Board Member for expenses properly incurred by the Board Member in connection with the affairs of the **Association**.
- 51.3 Any payment made under clause 51.2 must be approved by Board Members.
- 51.4 The **Association** may pay premiums for insurance indemnifying Board Members, as allowed for by any relevant law in force in the French Republic and this constitution.

### 52. Execution of documents

- 51.1 The **Association** may execute a document if the document is signed by:
- (a) The President or Managing Director
  - (b) The Treasurer where powers of execution have been given by the President or Managing Director in writing
  - (c) The Secretary where powers of execution have been given by the President or Managing Director in writing
  - (d) Any Board Member, the Managing Director or any other management position, where it is required by law that this position executes the document .
- 52.2 Where 51.1(d) applies, it must be documented in the Association's records.
- 52.3 The Association must comply with any by-laws relating to the execution of document as if they were part of this constitution.

## Duties of Board Members

### 53. Duties of Board Members

Board Members must comply with their duties as Board Members under legislation and common law (judge-made law), and with the duties described in clause 52(a) to 52(g):

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- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Board Member of the **Association**
- (b) to act in good faith in the best interests of the **Association** and to further the charitable purpose(s) of the **Association** set out in clause 8
- (c) not to misuse their position as a Board Member
- (d) not to misuse information they gain in their role as a Board Member
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 53
- (f) to ensure that the financial affairs of the **Association** are managed responsibly, and
- (g) not to allow the **Association** to operate while it is insolvent.

### 54. Conflicts of interest

- 54.1 A Board Member or the appointed Managing Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Board Members (or that is proposed in a circular resolution):
- (a) to the other Board Members, or
  - (b) if all of the Board Members and/or the Managing Director have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.
- 54.2 The disclosure of a conflict of interest by a Board Member or the Managing Director must be recorded in the minutes of the meeting.
- 54.3 Each Board Member or the Managing Director who has a material personal interest in a matter that is being considered at a meeting of Board Members (or that is proposed in a circular resolution) must not, except as provided under clauses 54.4:
- (a) be present at the meeting while the matter is being discussed, or
  - (b) vote on the matter
- 54.4 A Board Member or the Managing Director may still be present and vote if:
- (a) their interest arises because they are a member of the **Association**, and the other members have the same interest
  - (b) their interest relates to an insurance contract that insures, or would insure, the Board Member against liabilities that the Board Member incurs as a Board Member of the **Association** (see clause 75)
  - (c) their interest relates to a payment by the **Association** under clause 74 (indemnity), or any contract relating to an indemnity that is under this constitution or any relevant law in force in the French Republic, or
  - (d) the Board Members or the Managing Director who do not have a material personal interest in the matter pass a resolution that:
    - (i) identifies the Board Member or the Managing Director, the nature and extent of that Board Member's or the Managing Director's

- interest in the matter and how it relates to the affairs of the **Association**, and
- (ii) states that the Board Members are satisfied that the interest should not stop the Board Member or the Managing Director from voting or being present.

## Board meetings

### 55. When the Board meet

The Board must meet at a minimum of 3 times per year, and may decide how often, where and when they meet.

### 56. Calling Board meetings

- 56.1 The President may call a Board Members' meeting by giving reasonable notice to all of the other Board Members.
- 56.2 A Board Member may give notice in writing or by any other means of communication that has previously been agreed to by all of the Board Members.
- 56.3 The Managing Director is entitled to attend Board Meetings
- 56.4 Other members of the **Association** or special guests may be invited to attend board meetings, but are not permitted to vote at board meetings

### 57. Chairperson for Board meetings

- 57.1 The **elected chairperson** is entitled to chair Board meetings.
- 57.2 A Board Member at a Board meeting may choose a Board Member to be the chairperson for that meeting if the **elected chairperson** is:
- (a) not present within 30 minutes after the starting time set for the meeting, or
  - (b) present but does not want to act as chairperson of the meeting.

### 58. Quorum at Board meetings

- 58.1 Unless the Board Member determine otherwise, the quorum for a Board meeting is a majority (more than 50%) of Board Members.
- 58.2 A quorum must be present for the whole Board meeting.

### 59. Using technology to hold Board meetings

- 59.1 The Board may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Board Members.
- 59.2 The Board Member's agreement may be a standing (ongoing) one.
- 59.3 A Board Member may only withdraw their consent within a reasonable period before the meeting.

### 60. Passing Board resolutions

A Board resolution must be passed by a majority of the votes cast by Board Members present and entitled to vote on the resolution. In the event of a tie, the president's vote is decisive and they must deliver a **casting vote**.

### 61. Circular resolutions of Board Members

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- 61.1 The **Board Members** may pass a circular resolution without a Board meeting being held.
- 61.2 A circular resolution is passed if all the Board Members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 61.3 or clause 61.4.
- 61.3 Each Board Member may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 61.4 The **Association** may send a circular resolution by email to the Board Members and the Board Member may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 61.5 A circular resolution is passed when the last Board Member signs or otherwise agrees to the resolution in the manner set out in clause 61.3 or clause 61.4.

## Managing Directors

### 62. Appointment and role of Managing Director

- 62.1 The Association may have one Managing Director
- 62.2 A Managing Director must a member of the Association
- 62.3 A Managing Director must be appointed by the Board (and give the Association their signed consent to act as a Managing Director of the Association) and may be removed by the Board.
- 62.4 The Board must decide the terms and conditions under which a Managing Director is appointed.
- 62.5 In the role of Managing Director, a Managing Director:
- (a) Must execute the daily operations/operational management of the **Association**, acting on behalf of the Board and the **Association**.
  - (b) May publicly represent the **Association**, and must:
    - i. exercise powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Managing Director of the **Association**
    - ii. act in good faith and in the best interests of the **Association** in order to further the charitable purpose(s) of the **Association** set out in clause 8
    - iii. avoid the misuse of their position as a Managing Director
    - iv. avoid the misuse of information they gain in their role as a Managing Director
    - v. disclose any perceived or actual material conflicts of interest in the manner set out in clause 53
    - vi. ensure that the financial affairs of the **Association** are managed responsibly, and
    - vii. not allow the Association to operate while it is insolvent.
- 62.6 A Managing Director may delegate any of their powers and functions to a committee, an employee, or Volunteer of the **Association** or any other person, as they consider appropriate.

## Minutes and records

### 63. Minutes and records

- 63.1 The **Association** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of **general meetings**
  - (b) minutes of circular resolutions of members
  - (c) a copy of a notice of each **general meeting**, and
  - (d) a copy of a members' statement distributed to members under clause 34.
- 63.2 The **Association** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of Board meetings (including meetings of any committees), and
  - (b) minutes of circular resolutions of Board members.
- 63.3 To allow members to inspect the **Association's** records:
- (a) upon request, the **Association** must give a member access to the records set out in clause 63.1, and
  - (b) the Board may authorise a member to inspect other records of the **Association**, including records referred to in clause 63.2 and clause 64.1.
- 63.4 The Board must ensure that minutes of a **general meeting** or a Board meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting, or
  - (b) the chairperson of the next meeting.
- 63.5 The Board must ensure that minutes of the passing of a circular resolution (of members or Board Members) are signed by a Board Member within a reasonable time after the resolution is passed.

### 64. Financial and related records

- 64.1 The **Association** must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance, and
  - (b) enable true and fair financial statements to be prepared and to be audited.
- 64.2 The **Association** must also keep written records that correctly record its operations.
- 64.3 The **Association** must retain its records for at least 7 years.
- 64.4 The Board must take reasonable steps to ensure that the **Association's** records are kept safe.

## By-laws

### 65. By-laws

- 65.1 The Board may pass a resolution to make by-laws to give effect to this constitution.
- 65.2 Members and Board Members must comply with by-laws as if they were part of this constitution.

## Notice

### 66. What is notice

- 66.1 Anything written to or from the **Association** under any clause in this constitution is written notice and is subject to clauses 67 to 69, unless specified otherwise.
- 66.2 Clauses 67 to 69 do not apply to a notice of proxy under clause 41.6.

### 67. Notice to the Association

Written notice or any communication under this constitution may be given to the Board or the **Association** by:

- (a) delivering it to the **Association's** registered office
- (b) posting it to the **Association's** registered office or to another address chosen by the **Association** for notice to be provided
- (c) sending it to an email address or other electronic address notified by the **Association** to the members as the **Association's** email address or other electronic address, or

### 68. Notice to members

- 68.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person
  - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
  - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
  - (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or
  - (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 68.2 If the **Association** does not have an address for the member, the **Association** is not required to give notice in person.

### 69. When notice is taken to be given

A notice:

- (a) delivered in person, or left at a the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 67.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

## Finances, Accounting and Assets

### 70. Association's Financial year

- 70.1 The **Association's** financial year is from 1 January to 31 December, unless the Board pass a resolution to change the financial year.

### 71. Accounting

- 71.1 The **association** must establish within six months of the end of each financial year annual accounts according to the standards of the general chart of accounts, subject to adaptations provided for by the regulation and its appendix of February 16, 1999 concerning the establishment of the annual accounts of associations and foundations.
- 71.2 The annual accounts, the management report including activity report and the financial report, as well as the report of the External Auditor, must be made available to members at least ten (10) days before the date of the **general meeting** called to approve the accounts for the closed financial year.
- 71.3 The first financial year will begin on the day of its publication in the Official Journal until December 31 December 2020.

### 72. Detax/Tax Deductable Status

The Association has received the 'status of general interest' (Association a caractere d'interet general approve par le gouvernement Francais) and meets the general conditions provided for in Articles 200 and 238 of the Tax Code in the Republic of France. Therefore, eligible donors are entitled to a tax reduction under this clause and under any other relevant laws and regulations in force in the Republic of France.

### 73. Association's Assets

The resources of the association can be made up of:

- (a) Annual contributions due per calendar year,
- (b) Donations, grants and bequests of any kind, in accordance with legal provisions,
- (c) subsidies from the State, public authorities and their establishments, the European Union, or an international body,
- (d) manual donations and amounts received as sponsorship if the association meets the conditions
- (e) interest and income from property and securities belonging to the association,
- (f) donations from public utility establishments, or redistributing endowment funds, if they meet the conditions,
- (g) bank or private loans,
- (h) dividends from any subsidiaries,
- (i) products from goods, or from the sale of products and services by the association,
- (j) any other resources not prohibited by the laws and regulations in force



## Indemnity, insurance and access

### 74. Indemnity

- 74.1 The **Association** may indemnify each officer of the **Association** out of the assets of the **Association**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **Association**.
- 74.2 In this clause, 'officer' means a Board Member or Managing Director and includes a Board Member or Managing Director after they have ceased to hold that office.
- 74.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the **Association** is not precluded by law from doing so, and
  - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 74.4 Once in place, the indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **Association**.

### 75. Insurance

To the extent permitted by law and if the Board considers it appropriate, the **Association** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **Association** against any liability incurred by the person as an officer of the **Association**.

### 76. Board Members access to documents

- 76.1 A Board Member has a right of access to all the records of the **Association** at all reasonable times.

## Winding up/Dissolution

### 77. Surplus assets not to be distributed to members

If the **Association** is wound up/dissolved, any **surplus assets** must not be distributed to a member or a former member of the **Association**, unless that member or former member is a charity described in clause 78.1.

### 78. Distribution of surplus assets

- 78.1 Subject to the any court order or relevant law in force in the French Republic, any **surplus assets** that remain after the **Association** is wound up must be distributed to one or more charities:
- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 8, and
  - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **Association**.
- 78.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at the time of dissolution/winding up of the Association.

## Definitions and interpretation

### 79. Definitions

In this constitution:

**Association** means the **Association** referred to in clause 1

**Casting vote**: an extra vote given by a president, or president in their role as chairperson, to decide an issue when the votes on each side are equal

**Chairperson**: The presiding officer of the Association, who is elected by Board Members in accordance with this constitution, and who presides over meetings of the Association, and conducts the Association's business in an orderly fashion.

**Constitution**: the basic principles and laws of the **Association** that determine the powers and duties of the governance and guarantee certain rights to its members. Where this Constitution is documented in French, the term 'Statute' will be used in place of 'Constitution'.

**elected chairperson** means a person elected by the Board to be the **Association's** chairperson under clause 46

**Founding member** means a person who is named in the application for registration of the **Association**, with their consent, as a proposed member of the **Association**

**general meeting** means a meeting of members and includes the annual **general meeting**, under clause 24.1

**Legal Entity** means a group of people or organisation, which has its own legal entity, but is not a natural person.

**member present** means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting

**registered charitable association** means a charity that is registered under the Government of the French Republic and with a 'Numero Identification Siren'

**special resolution** means a resolution:

- i. that will be proposed at an Extraordinary General meeting as provided for under clause 24, and
- ii. can only be used for the purposes of modifying the Constitution or dissolution/winding up of the Association

**Statute**: the basic principles and laws of the **Association** that determine the powers and duties of the governance and guarantee certain rights its members. Where this Statute is documented in English, the term 'Constitution' will be used in place of 'Statute'.

**surplus assets** means any assets of the **Association** that remain after paying all debts and other liabilities of the **Association**, including the costs of winding up.

**written records** means a written document (handwritten or electronic) preserving knowledge of facts or events

**Yayasan Orang Laut Papua** is a legally registered foundation under the Ministry of Law and Human Rights Republic of Indonesia. Number AHU-0016408. Year 2019.

## 80. Governing Law

- 80.1 The validity, construction and enforceability of this Agreement shall be governed in all respects by the laws of the French Republic
- 80.2 While the **Association** is a **registered non profit Association**, the laws of the French Republic override any clauses in this constitution which are inconsistent with those Acts.
- 80.3 The seat of arbitration shall be Nice, France

## 81. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act or Law includes every amendment, re-enactment, or replacement of that Act or Law and any subordinate legislation made under that Act or Law (such as regulations).

## Language

82. This statute is available in two languages; English and French. In the event of any inconsistency between the language versions of this statute, the English version shall prevail.

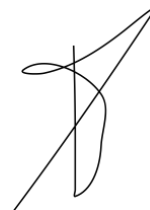
Signed,

President



Loreley Picourt

Secretary



Marine Lacourie