

BYLAWS OF THE ORGANIZATION AREPAHS

This organization is established to benefit people affected by sexual disabilities, and not affected by any other form of disability.

Article 1: Name and location

Among all individuals adhering to these bylaws, an organization named AREPAHS **“Organization for Meetings and Interactions Between People Affected by Sexual Disabilities”** (<<Association pour la Rencontre et les Echanges entre les Personnes Atteintes de Handicap Sexuel>>) shall be established.

This organization shall be governed by articles 21 and 79-III of the local Civil Code in effect in French departments of Bas-Rhin, Haut-Rhin and Moselle, as well as by these bylaws.

The organization headquarters shall be located at

Moulin Haut

1, Rue de Metz

57320-Anzeling

France

Tel: 03 87 35 77 29

The organization shall be entered in the records of organizations with the court of

SAINT-AVOLD

Tribunal d'Instance

37, Avenue Clémenceau

57501 Saint Avold Cedex

Tel: 03 87 92 11 55

Article 2: Objectives and goals

The purpose of the organization shall be to facilitate relationships, interactions and meetings among people affected by sexual disabilities, as well as their families and friends. It attempts to eliminate feeling alone in the world, bearing a handicap that is still considered taboo, and to allow for planning for the future.

This organization is a non-profit organization.

Article 3: Course of action

In order to achieve its goals, the organization shall use the following means:

- Welcoming of the affected individuals, by telephone and/or via Internet;
- Fighting against the taboo of sexual disability in every possible way;
- Fighting affected individuals' feelings of loneliness, misunderstanding or hopelessness, often invisible in everyday life, by connecting them with others suffering from the same problem;
- Providing help, by all possible means, to the people affected, helping them plan for the future and build a fulfilling personal life;
- Organizing economic, cultural or other activities, including publication and selling of all written material related to these goals.

as well as any other efforts to promote the goals of the organization.

Article 4: Duration

The association shall be established for an unlimited duration.

Article 5: Resources

The organization's resources shall be supported by the following:

- Membership dues
- Subsidies from public or private organizations
- Profits from organized events
- Donations and bequests
- Income from the organization's goods and assets
- All other resources not prohibited by current laws and regulations in effect

Article 6: Membership

Any natural or legal person interested in the organization's objectives may become a member.

Each member shall make the commitment to respect these bylaws.

The organization shall be composed of

- Active members who participate in the life of the organization. They shall have the right to cast deliberative votes, and may run for board positions if they have been members for more than 5 years. They shall pay membership fees.
- Founding members: they have created the organization and are the signatories of the bylaws, signed the statutes and have attended the constituent general assembly. They shall have deliberative voting rights and may run for board positions. They must pay membership dues.
- Honorary members: They shall have provided services to the organization. They shall be elected by the constituent assembly or the ordinary general assembly, upon recommendation of the board. They shall be exempted from membership dues. They shall have advisory voting rights.
- User members: They shall join the organization in order to take part in the activities offered by the organization without committing to its administration. They shall pay membership dues and shall have advisory voting rights.
- Supporting members. They shall provide financial support to the organization. They shall have advisory voting rights.

Article 7: Membership application

Membership admission shall be decided by the president or the vice-president. The application for admission must be submitted in writing. It may be submitted verbally, upon decision of the president, on an exceptional basis.

In case of denial, the board shall not be obligated to justify its refusal and no recourse may be presented to the general assembly.

Article 8: Membership termination

Membership shall be terminated upon

- Death.
- Resignation without notice submitted in writing to the president.

- Termination decided by the board for non-payment of dues. Membership fees shall be due from January 1st to January 30th of each year, and shall be effective for the calendar year. A new membership accepted during the year shall require payment of dues within 15 days of acceptance to the organization, and shall be payable again in January of the following year.
- Dismissal ruled by the general assembly for serious reasons. The member in question shall be asked first to provide written explanation to the board.

Article 9: the ordinary general meeting: convening and organization

The general meeting shall be comprised of all the members of the organization. It shall meet once a year, and any additional time as warranted by the organization.

Procedures for convening meetings:

- Upon invitation by the president, within 15 days
- Upon request from 1/10th of the members of the organization.

Meeting requests shall include the meeting agenda, and shall be sent at least 15 days in advance.

Deliberations:

The decisions of the general assembly shall be adopted by a majority of the votes cast by the members in attendance, totaling one half plus one of the votes cast. In the event of a tie, the president shall be entitled to a deciding vote.

Only members with voting rights may participate in the vote.

Votes shall be cast by a show of hands, unless one of the members requests a secret ballot.

Organization:

The agenda shall be set by the directors. The only acceptable resolutions shall be those made by the meeting regarding agenda items. The president shall preside over the meeting. Minutes shall be taken of all deliberations and decisions of the general assembly, and shall be recorded in the registry of “the deliberations of the general assemblies”, signed by the president and the secretary. An attendance sheet shall be maintained as well, signed by each member and certified by the president and the secretary.

Article 10: Authority of the general assembly

By the powers provided by the local Civil Code and the bylaws herein, the decisions made by the assemblies shall be binding for all members, including absentees.

The members shall hear the reports about operational decisions and particularly about the legal and financial situation of the organization.

The members, after deliberation and ruling on the different reports, shall approve the reports of the period just closed, shall vote on the budget for the next period, and shall discuss all other questions on the agenda.

The assembly shall make provisions for the appointment or the reappointment of the executive board members according to the conditions stated in article 11 of these bylaws.

It shall determine the amount of the yearly membership dues to be paid by the members of the organization.

Finally, the board alone shall be allowed to suspend a member for a serious offense that could be harmful to the organization.

The members of the meeting shall also be permitted to review all items that do not fall within the responsibilities of the board.

Article 11: The executive board

The organization shall be administered by a board comprised of six members, named the Board of Directors.

Length of term:

The members of the Board of Directors shall be elected for one year by the yearly meeting and chosen from the ranks of the members.

In the event a position becomes vacant, the Board of Directors shall provide a temporary replacement from among its members. Their permanent replacement shall be established at the next ordinary general assembly. The replacement members' authority shall expire at the end of the replaced member's term.

Article 12: Access to the Board of Directors

Any member over the age of 18 of the organization, and up-to-date with membership dues, shall be eligible to serve on the Board of Directors.

Article 13: Positions on the Board of Directors

The Board of Directors shall comprise the following positions:

- The president
- The vice-president
- The treasurer
- The vice treasurer
- The secretary
- The vice secretary

The president:

- Shall ensure compliance with the bylaws, and protection of the moral values of the organization.
- Shall oversee the organization's business management, and shall ensure compliance with the decisions made by the Board of Directors.
- Shall be responsible for the legal, judicial and non-judicial duties in representing the organization in all civic life.
- Shall be able to delegate to other members of the Board of Directors his various duties representing the organization.

The vice-president shall assist the president in fulfilling his duties.

The treasurer:

shall guarantee timely accounting, and shall keep accurate and reliable records. He shall present a financial report at each general assembly.

The vice-treasurer shall assist the treasurer in fulfilling his duties.

The secretary:

Shall be in charge of all the organization's correspondence. He shall take the minutes at the assemblies and the Board of Directors' meetings. He shall also keep the records of the meetings and the Board of Directors' deliberations.

The vice-secretary shall assist the secretary in fulfilling his duties.

Article 14: Board of Directors's meetings

The Board of Directors shall meet at least once a year, and each time requested by the president or by half of the organization's members.

The agenda shall be determined by the president and shall be attached to the written invitations, to be sent at least 15 days before the meeting. Only the items on the agenda shall be discussed.

At least half of the members must be present for the Board of Directors to legitimately deliberate. Resolutions shall be adopted by a majority of members present.

Furthermore, said resolutions shall be voted by a show of hands. However, upon request of two of the members in attendance, voting must be held by secret ballot.

Deliberations and decisions of the Board of Directors shall be the subject of minutes entered in the record, and signed by the president and the secretary.

An attendance sheet shall be signed by each member present.

Article 15: Powers of the Board of Directors

The Board of Directors shall make all necessary decisions for the daily administration of the organization that are not within the scope of the general assembly. It shall provide secretarial services to the meetings, and shall ensure that all entries be recorded in the registry of organizations and processed within 3 months.

It shall make decisions regarding the potential expulsion of a member.

It shall open all bank accounts with any credit institution, allocate funds, take out all loans.

It shall make decisions on all necessary actions, contracts, deals, investments, purchases, sales, grant applications, etc. for the proper operation of the organization.

Article 16: Compensations and reimbursements for expenses

The members of the Board of Directors may claim no compensation whatsoever for the functions they shall be entrusted to fulfill.

Expenses incurred for the performance of their duties shall be reimbursed upon presentation of supporting documents.

Article 17: Special meetings: convening and organization

The organization can decide to amend the bylaws, rule on the dissolution of the organization.

For the decisions to be held valid, the exceptional general assembly must have in attendance at least half of the voting members. If this proportion is not reached, the special assembly shall be convened again, but at least 15 days later. It may deliberate again without concern for the number of members present.

Convening and voting procedures shall be the same as those of the yearly meetings set out in article 9 of the present bylaws.

Article 18: Changes in the bylaws

Amendments to the organization's bylaws shall be decided by the special meeting with a majority of 2/3 of the members present.

Deliberations may apply only to the approval or rejection of the amendment proposals submitted by the Board of Directors and listed in the agenda.

Amendments shall be recorded in minutes, signed by the president and the secretary, and will be forwarded to the court within three months.

Article 19: Dissolution of the organization

The dissolution of the organization must be decided by special meeting with a majority of half of the members present.

The assembly shall designate one or more persons, members or non-members of the organization, to be in charge of the liquidation of organization's assets.

The remaining net worth will be allotted to:

- Another organization with similar objectives
- An organization working for the common good (school, town, union...) chosen by the members.

The dissolution will be recorded in the minutes, signed by the president and the secretary, and will be forwarded to the court without delay.

Article 20: Rules of procedure

The organization reserves the right to eventually create rules of procedure at a later time.

Article 21: Approval of the bylaws

These bylaws were adopted at the constituent general meeting held in Metz, 13th Febr.2016

The president