

Articles of Association "Enfants du Mékong" (Modified on September 18, 2002)



[Handwritten: Copy certified true to the original.
In Asnières, on April 3, 2007]
(signature)

[Stamp: I, the undersigned M^e Jean-Luc TRUFFET, Notary in Asnières-sur-Seine (92600),
certify true the signature of M. Foucart hereto
In Asnières on April 3, 2007]

[Stamp: M^e Jean-Luc TRUFFET, Notary, Asnières (Hauts-de-Seine)]

Title One - OBJECTIVE

Article 1

The association named "Enfants du Mékong" was founded in Laos in 1958 under the name "ASSOCIATION FOR THE PROTECTION OF CHILDHOOD IN LAOS". Registered at the Prefecture of Police of Paris in 1969, it adopted its current name in 1977.

Article 2 – DURATION

The duration of the association is without limitation.



Le Ministre des Affaires Étrangères
certifie que la présente traduction de
l'acte ci-dessus a été effectuée
par le notaire ci-dessous
le 03/04/2007

Signature: J. L. TRUFFET
Notaire

Philippines

Article 3 – PURPOSE

The purpose of the organization is to provide assistance to young people and their families who originate from Southeast Asia, particularly those who are refugees. The main focuses are to offer both moral and economic support in the refugee camps, and to then facilitate integration of these refugees into our country. The organization also seeks to provide schooling and to offer every possible means of support to the children of families who remain in their country of origin.

The organization is headquartered at 5 rue de la Comète, Asnières-sur-Seine. The headquarters can be relocated by decision of the Board of Directors.

Article 4 – MEANS

The work of the organization, based on mutual aid, is completely apolitical and succeeds thanks to the devotion of its members. The activities of the organization are coordinated and carried out by the local delegates and the National Center. A review provides information and useful suggestions.

Conferences, brochures and newspaper articles serve to make the public more aware of the serious problems faced by these children and refugees, and to elicit further support for their cause.

The association can offer foster homes for adults and children.

Title 2 – MEMBERS OF THE ASSOCIATION

Article 5 – MEMBERS

The association is made up of subscribed members, benefactors, and honorary members. Organizations which are legally incorporated can be admitted as members.

Article 6 – DUES

The amount of dues is established by the Board of Directors.

The title of honorary member can be bestowed by the Board of Directors upon those who render or have rendered services to the organization, and in the event that such services are made known to the organization.

This title confers upon the holder the right to attend the General Meeting, notwithstanding all other admissions procedures, without being obligated to pay dues.

The procedures for paying dues are established by internal regulations.

Article 7 – RESIGNATION – EXCLUSION – DEATH

The status of member is annulled by:

- Resignation
- Cancellation of membership for non-payment of dues or for serious misconduct
- Demise of a member, in which case, heirs or other survivors of the deceased do not acquire the status of member



Article 8 – RESPONSIBILITIES OF DIRECTORS AND MEMBERS

The assets of the association are the only means available to satisfy commitments made in its name. This implies no personal responsibility on the part of members or directors with regard to these commitments.

Title 3 – ADMINISTRATION

Article 9 – BOARD OF DIRECTORS

The association is run by a Board of Directors. The General Meeting elects Board members by secret ballot for 5-year terms, in accordance with the procedure established by internal regulations.

Any member at the end of his term is eligible for re-election.

Article 10 – VACANCY

In the event of a vacant seat on the Board, the Board provides a temporary replacement. A definitive replacement is voted upon at the following General Meeting. The responsibilities of members thusly elected expire at the end of the term of the replaced member.

Unless ratified, the deliberations and acts carried out by the Board of Directors during the term of the temporary replacement are no less valid.

Article 11 – ADMINISTRATION OF THE BOARD

The Board elects a President by secret ballot for a term of five years. The President then designates an Executive Committee made up of a Vice-President, a General Secretary, an Assistant General Secretary, a Treasurer and an Assistant Treasurer, all of whom serve for a term of one year, renewable for five years by tacit approval.

The General Meeting meets once a year.

The functions of the members of the Executive Committee cease at the end of the terms of service on the Board of Directors.

Article 12 – AUTHORITY

The President of the Board represents the association in all of its public activities. He authorizes all expenses. He can delegate his responsibilities under certain conditions which are established by internal regulations. In case of legal action, the President can only be replaced by a representative acting by virtue of a special proxy.

Article 13 – MEETINGS AND DELIBERATIONS OF THE BOARD

The Board meets at least twice a year, and upon the specific request of the President.

The procedures for calling a meeting and establishing the agenda are set forth in the internal regulations.

Deliberations are based upon a majority of those present or represented. In the event of a tie, the President casts the deciding vote.

Board deliberations are recorded in the minutes which are approved by the President, the Secretary General or, if necessary, by another member of the Board.

Article 14 – RETRIBUTION

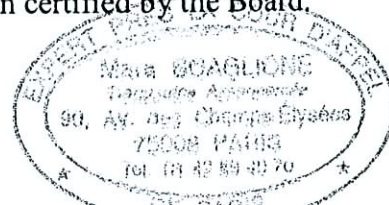
Board members can receive no form of remuneration for the services which have been entrusted to them. Only the reimbursement of expenses is allowed. Such reimbursement must be expressly decided upon by the Board in the absence of the interested party; supporting documents must be provided and will be verified.

Those remunerated by the association may be called upon by the President to attend a Board meeting or a General Meeting, but only in an advisory capacity.

Title 4 – GENERAL MEETINGS

Article 15 – COMPOSITION

The General Meetings is made up of members who have been certified by the Board.
The directors are members of the General Meeting.



Article 16 – MEETINGS

The General Meeting meets at least once per calendar year, or any time a meeting is called by the Board of Directors.

The procedures for calling a meeting and establishing the agenda are set forth in the internal regulations.

Article 17 – ADMINISTRATION OF THE MEETING

The President of the Board presides over the General Meeting or, if necessary, the Vice-President or another member of the Meeting duly designated by the President.

Article 18 – NUMBER OF VOTES

Each member of the Meeting has the right to a vote, and to as many additional votes as the number of other members which he represents.

Article 19 – DELIBERATIONS

The Meeting votes upon the acceptance of the management reports presented by the Board of Directors, and on the financial and ethical situations of the association.

It only deliberates on matters indicated on the agenda and ratifies, if necessary, the renewal of Board members.

Deliberations are decided based on the number of voting members present, or on the number of members represented.

Article 20 – MODIFICATION OF THE ARTICLES OF ASSOCIATION

The Articles of association can be modified by the General Meeting upon the request of the Board of Directors.

Such requests are included in the agenda which is published in the association review at least 8 days before the Meeting is held.

The Articles of association can only be modified by majority vote of those members present or represented at the meeting.

Article 21 – MINUTES

The deliberations of the Meeting are recorded in the minutes, which are approved by the President, the Secretary General or another duly appointed member of the Executive Committee.

Article 22 – ESTABLISHMENTS AND DELEGATIONS

The rules of organization and operation of the delegations and establishments of the association are set forth by the internal regulations.



Article 22 cont'd

The association agrees to make available its records and accounting information upon any request from the Minister of the Interior or government representative with respect to the use of any generous gifts received by the association. The association further agrees to provide an annual report which presents its situation and financial accounts, and those of its delegations. Lastly, the association agrees to permit visitation of its establishments by the delegates of the ministries and to explicitly describe the operations of said establishments.

Title 5 –RESOURCES OF THE ASSOCIATION

Article 23 – RESOURCES

The resources of the association include notably:

- Income from its assets
- The dues and subscriptions paid by its members
- Any subsidies received from the State, departments and public establishments
- Generous gifts which are used during a fiscal year
- Resources created, exceptionally, and with the consent of a qualified authority
- Remuneration for services rendered
- Gifts and bequests in conformity with the law of July 23, 1987.

Article 24 – ACCOUNTING

Accounting practices at the association require the annual generation of a profit and loss statement and a balance sheet. Each establishment of the association must maintain accounting practices which conform to internal regulations.

Title 6 – OVERSIGHT AND INTERNAL REGULATIONS

Article 25 – DECLARATION

The President, or any other duly designated representative, must report any changes in the administration or leadership of the association to the prefecture of the department or to the prefecture where the headquarters is located, within 3 months of said changes.

The financial records and accounting documentation of the association are presented upon request from the Minister of the Interior, or his duly designated representative, in the location where they are maintained.

Article 26 – INTERNAL REGULATIONS

Any changes or additions to internal regulations proposed by the Board of Directors must be approved by the General Meeting.



Title 7- DISSOLUTION – LIQUIDATION

Article 27 – DISSOLUTION

The General Meeting, when called upon expressly to decide upon the dissolution of the association, must be attended by at least half its current membership plus one.

If this representation is not obtained, the Meeting must reconvene no sooner than 15 days later, at which time it may deliberate with no regard for the number of members present.

Article 28 – LIQUIDATION

In the event of dissolution, the General Meeting designates one or several members to liquidate the assets of the association. It distributes the remaining assets to one or several similar establishments.

Statutes modified by decision of the General Meeting on September 18, 2002. Adopted by the General Meeting on June 15, 2005.

In Asnières, on June 20, 2005

President
(signature)
François FOUCART
[Stamp: Enfants du Mékong]

Vice-President
(signature)
Alain DEBLOCK

Certifié conforme à l'original :
N° d'inscription : 07.983 / A
Écrit en langue : française
Fait le : 11/06/2007

