



## **RULES OF PROCEDURE OF THE HEC ALUMNI ASSOCIATION**

### **INTRODUCTION**

#### **Article 1 Adoption**

These Rules of Procedure were adopted by the Ordinary General Meeting of the HEC Alumni Association, known as "HEC Alumni", on June 11, 2018, and by the Committee of 21 February 2019 in accordance with the 6<sup>th</sup> resolution by the Extraordinary General Meeting of 11 June, 2018.

### **CHAPTER I – MEMBERSHIP FEES**

#### **Article 2 Membership Fees - Payment Terms**

Membership fees may be paid in several ways, at the choice of the Fee-Paying Member, in accordance with the terms and conditions established by the Committee:

- membership fee for the calendar year (from January 1 to December 31).
- "sliding year" membership fee: 12 months from the date of payment of the membership fee;
- multi-year membership fee (lifelong membership, etc.).

In principle, all new memberships must be accompanied by payment of the membership fee, without which the membership shall be rejected.

Whatever the date of the admission of a new fee-paying or the readmission of a former fee-paying member who has been excluded for non-payment (Article 5 of the Articles) or who resigns, his/her membership fee will remain due.

The membership fees and amounts of all kinds paid by a fee-paying member who was expelled or who resigned or died are irrevocably maintained in the accounts of the Association.

Any fee-paying member who resigned or was expelled may be readmitted if they so request, provided they pay their past membership fees due at the time of expulsion or resignation, a sum whose amount shall be determined by Committee decision.

Pursuant to Article 4 of the Statutes, the scale and the amount of membership fees are established by the Committee, on a proposal from the Board, each year during the first quarter after the end of the financial year, for the following year, and are submitted to the nearest General Meeting.

The scale and the amounts of the membership fee take into account the characteristics of the situation of members: young graduates, students, retirees, job seekers ...

### **Article 3 Exemption**

Upon delegation by the General Meeting, the Committee may, on a proposal from the Board, as a measure of assistance, exempt certain members from their annual membership fees, in accordance with the provisions of Article 4 of the Articles of Association.

### **Article 4 Referral for collection**

The collection of membership fees may be carried out by any means proposed by the Treasurer and agreed to by the Committee.

The collection of membership fees takes place in early January of the fiscal year in question.

### **Article 5 Late payment**

At the initiative of the Board, each year in the month of December, the Treasurer may present to the Committee a list of fee-paying members owing three membership payments (Article 5 of the Statutes).

### **Article 6 Associate Partners**

The Committee examines, validates, and then submits to the General Meeting for ratification the applications for new "Associate Partners" submitted to it by the EESC HEC Paris in accordance with Article 3 of the Articles of Association.

The lists of "Associate Partners" appear in the directory after those of the graduates of the Trium Executive MBA Program.

With regard to the activities of the Association from which the "Associate Partners" may benefit, a participation in the costs may be requested. The terms of this participation are established by the Committee.

## **CHAPTER II - GENERAL MEETINGS**

### **Article 7 Chairperson – Board of the General Meeting**

The General Meeting is chaired by the President of the Association, failing that by one of the Vice-Presidents or, failing that, by one of the Board members of the Committee.

The Board of the General Meeting can be the Board of the Committee by decision of the General Meeting.

The Chairperson of the session alone leads the General Meetings.

### **Article 8 General Meeting**

No issue other than those included on the agenda may be submitted for deliberation at the General Meeting if it has not been sent at least seven days before the session to the President for discussion within the Committee and addition to the agenda.

The decisions of the General Meetings apply to all members present or absent from the meeting

### **Article 9 Invitations**

Invitations to the General Meetings contain a brief summary of the agenda. They are conveyed to the Members by any and all means that enable the fee-paying members to be notified of the meeting, at least fifteen days in advance.

The financial statements of the Association are made available to fee-paying members in the offices of the Association for the 10 days preceding the General Meeting.

No person outside the Association may attend the General Meetings unless they are invited by the President.

A register of attendance at the meetings is maintained; the votes of fee-paying members in attendance or represented are recorded therein.

### **Article 10 Minutes**

Minutes are recorded for each session. The Secretary of the session is tasked with writing the minutes. The Secretary carries out his/her duties in conjunction with the fee-paying members appointed by the General Meeting to be election supervisors, regardless of whether votes are cast by secret ballot or a show of hands.

### **Article 11 Meeting procedure**

The Chairperson opens the session, ensures the respect of the Articles of Association and the Rules of Procedure, grants the floor, defines the order of deliberations, puts items to a vote and announces decisions. When these decisions involve an absent party, the Chairperson is tasked with notifying the appropriate person on behalf of the Association.

S/he presents and summarizes issues, puts them to vote and announces the results of votes. S/he alone calls to order a Committee Member or Association Member who violates a provision of the Statutes or the Rules of Procedure or who persists in straying from the topic under discussion. Similarly, a Member called to order has the sole right to present an explanation.

After a second call to order (which must be recorded in the minutes), the floor may be withdrawn definitively by a decision of the General Meeting. The same is true for expulsion from the meeting room.

### **Article 12 Commotion**

If a commotion breaks out at a General Meeting, the Chairperson may suspend the session and if, when it resumes, the commotion begins again, s/he consults the members of the Committee and may end the meeting.

The Committee rules on any difficulties that may arise over the course of the elections.

### **Article 13 Taking the floor**

During deliberations, no one may take the floor until authorized by the Chairperson to do so.

The Chairperson grants the floor to Members who have requested to speak by raising their hand, in the order s/he deems fit, and in observance of pre-established time constraints.

### **Article 14 Agenda**

The agenda is decided by the Committee, on the proposal of the Board.

It can be completed at the request of at least one quarter of the fee-paying members. This request can be made by email or any other written medium. It is addressed to the President.

The condition of meeting one quarter of the fee-paying members must be satisfied at least thirty (30) days before the General Meeting. The Committee may refuse the request to add an item to the agenda only if this condition is not fulfilled.

The Committee may, however, agree on a discretionary basis to modify the agenda even if this proportion is not reached.

The Annual Ordinary General Meeting records at least the following on its agenda:

- the President's report (activity report) of the Association,
- the financial report,

- the report of the Statutory Auditor,
- the approval of the accounts and the allocation of the surplus,
- the discharge given to the Committee on its management of the Association,
- the vote on the provisional budget for the following financial year.

If applicable, the following are included:

- the election of members of the Committee or the ratification of members of the Committee on positions temporarily occupied by replacements co-opted by the Committee,
- the appointment of the Statutory Auditor and its substitute,
- the appointment of members to the Committee of the Wise,
- other proposals affecting the life of the Association.

The agenda of the General Meeting necessarily includes a point entitled "Other business". The various matters do not give rise to deliberation.

A digital forum will be opened over a period defined by the Committee, prior to the votes, so that the members who so wish can contribute to the debates on the planned deliberations.

## **Article 15 Votes**

In principle, votes are cast by a show of hands.

Voting by secret ballot is mandatory:

- i) when fifty (50) fee-paying members who are effectively present request it in writing;
- ii) when electing to the Committee or voting on a personal matter.
- iii) if the Committee decides it in advance.

Monitored by the election supervisors, each representative places the number of ballots in the ballot box for which s/he may cast votes, according to the list.

In accordance with Article 14 of the Articles of Association, all fee-paying Members may also vote:

- i) by mail, ensuring that the secretariat of the Association receives a duly completed absentee voting form in a blank envelope, itself enclosed in a second envelope allowing the registration of the vote in the case of a vote by postal correspondence
- ii) or electronically, on a site with a personal login and password for each fee-paying Member. In this case, no proxy voting can be given.

The remote voting forms may be received from the Association (directly from its Secretariat or from one of its authorized representatives) before the start of the General Meeting, on the date and at the time established by the Committee.

The Committee must ensure that all fee-paying Members of the Association are able to participate in an electronic vote. For this purpose, electronic voting stations are available to the members in a room next to the General Meeting on the day of and at least two hours before the General Meeting, in order to enable them to vote electronically on site. Those who request it can participate in the vote by post.

A personal invitation is sent to all fee-paying Members. It states:

- i) the address of the online voting platform and details on how to access the online service,
- ii) the dates/times of opening and closing of the online voting platform. Voters must have at least 7 days to vote online.
- iii) where applicable, the list of extraordinary resolutions and the list of ordinary resolutions,
- iv) the documents necessary for the deliberations
- v) the personal login and password.

In the case of a vote relating to the election of one or more members of the Committee, the list of candidates and their professions of faith shall be brought to the attention of the fee-paying members at the latest with the notice of the General Meeting. The invitation indicates the deadline for the receipt of the vote at the headquarters of the Association.

A polling station consisting of 2 members of the Committee in office and at least an equal number of polling supervisors shall be constituted. In the case of a vote on the election of one or more Committee members, these two persons must not be candidates.

To vote, each Member logs in with a personal login and password. The system prohibits voting more than once. The vote is anonymous, and the voter receives an acknowledgment of receipt.

The votes are placed in an electronic ballot box which does not keep any logical or physical trace of the order of arrival of the votes and which cannot be opened until the voting operations are closed.

The polling station proceeds to count the votes. The priority is to count the online votes and, if applicable, the votes submitted by post, after verification that the voters by post have not already voted electronically. The results are listed in a report, indicating for each resolution and where applicable for each candidate, the number of voters, the number of invalid votes, the number of abstentions, and the number of votes for and against.

#### **Article 16 Counting of votes**

At least two polling supervisors, appointed by the General Meeting and who are not Committee members, along with a permanent staff member of the Association and/or the Executive Director, proceed with tallying the votes and, where applicable, examining the ballots, the results of which are announced as soon as they are known, subject to verification by the Committee of the soundness of the process.

Ballots that give rise to claims or decisions are appended to the minutes; the other ballots are destroyed.

### **Article 17 Powers**

All absent fee-paying Members may be represented at the General Meeting by another fee-paying Member bearing a written proxy on plain paper.

Before the session opens, all representatives must submit the proxies in their possession to the Chairperson.

A report is drawn up immediately, listing the number of votes assigned to each representative.

### **Article 18 Majority rules**

Except in the special cases expressed in the Articles of Association or in these Rules of Procedure, votes for all deliberations are carried with an absolute majority of the fee-paying Members in attendance or represented.

In the event of a tie vote, the Chairperson casts the deciding vote.

### **Article 19 Elections**

All elections at the General Meeting shall be based on a list established by the Committee following the process calling for applications and the proposal of the Nominations Committee as provided for in Article 23 of these Rules of Procedure. A report by the Committee outlining the report of the nominations committee is communicated to the fee-paying members.

To be elected during the first round of balloting, a candidate must carry an absolute majority of the votes cast.

In the second round, a relative majority suffices.

If there is a tie vote, the older of the candidates is elected.

## **CHAPTER III – ON THE COMMITTEE**

### **Article 20 Composition**

The Committee is elected at the General Meeting as set forth in Article 6 of the Articles of Association.

### **Article 21 Mission**

The Committee represents and administers the Association. It acts in all circumstances in the statutory interest of the Association.

It may proceed freely to any disposition up to three hundred thousand euros (300,000) excluding taxes. Beyond this amount, the prior approval of the General Meeting is required in accordance with the provisions of article 15 of the Articles of Association.

In addition to its statutory meetings, it is convened whenever the President deems it necessary or under the conditions specified in Article 9 of the Articles of Association.

A Governance Charter establishes the operating principles of the Committee. In the event of any discrepancy with the Articles of Association and/or the Rules of Procedure, the latter shall prevail. Each member of the Committee must, upon taking office, sign the said Charter.

## **Article 22 Attendance at Meetings**

The Committee meets 4 to 8 times a year on dates set by the President. Each member commits to regularly participate in them and to significantly contribute to its works.

Any fee-paying Member elected by the General Meeting who, except in cases of *force majeure*, fails to attend three (3) consecutive meetings may, for that reason, be considered as having resigned.

The members of the Committee may participate in a meeting of that Committee by means of an audio or video conference.

The members of the Committee are required to attend the meetings of the Committee personally or, failing that, to give a written proxy to another member of the Committee. Each member can only hold one power.

For the purpose of calculating the quorum and the majority, the members of the Committee who participate in the meeting by videoconference or conference call are considered present if those means of communication allow for the identification of the member, transmit at least the voices of the participants and the technical characteristics allow the continuous and simultaneous retransmission of the proceedings.

Members of the Committee wishing to participate in the Committee by videoconference and conference call should, as appropriate, signal this to the Board or the Association's administration no later than five days prior to the date of the meeting. Access information to the means of videoconference or conference call, in particular logins and passwords, must be communicated to the members at least forty-eight hours before the meeting.

The dismissal of a member of the Committee referred to in Article 6 of the Articles of Association may be pronounced for just cause, notably any attitude that compromises the proper functioning of the



Association or that is inconsistent with its aims, a conflict of interest that persists, an attack on the values, the image or the notoriety of the Association ...

The dismissal and resignation of a member of the Committee shall be conducted in accordance with the rights of defense.

Thus, the decision of automatic resignation or dismissal is made by the Committee by a two-thirds majority of the members in office, without the presence of the member concerned.

The person concerned is informed of the proceedings against him or her by letter with acknowledgment of reception. This letter informs him or her of the grievances against him or her, and the eight (8) day period within which he or she can present his or her defense in writing or orally. The person concerned can be assisted.

The person concerned is heard by the Committee which convenes him or her for this purpose. The Committee deliberates *in camera*, except for his or her presence and that of his or her prospective representative. Only Committee members are allowed to participate in the proceedings.

The Committee decides to:

- either terminate the procedure and inform the person concerned within 8 days by letter with acknowledgment of receipt,
- or dismiss the person concerned and inform him or her within eight (8) days by letter with acknowledgment of receipt. This letter informs him or her of the reasons for the decision and of the possibility of appealing to the general meeting, which then rules on a last resort basis. In this case, the appeal suspends the automatic resignation or dismissal.

### **Article 23 Applications**

Within a minimum of three (3) months before the date chosen for the opening of the elections, the Committee shall inform fee-paying members of:

- the date of the election,
- the call for applications,
- the form they must adopt.

Fee-paying members wishing to run for election to the Committee must submit their candidacy to the President of the Association at least two months prior to the scheduled date of the General Meeting.

In addition to being up to date with their membership dues, the candidate must send a cover letter stating his or her past or present commitment to the HEC ecosystem and his or her desired contribution. The candidates must also commit to being available for the entire duration of the mandate of a Committee member (3 years). Candidates can receive support from their class representative, their Club/Hub or International Chapter president or of the president from one of the Association's various commissions.

The Nominations Committee referred to in Article 41(b) below reviews nominations, interviews candidates and reports to the Committee. The Committee decides on the list of candidates.

The names of candidates running for election to the Committee shall be conveyed to the fee-paying Members of the Association no later than when the invitation is sent for the General Meeting at which the election is to take place.

#### **Article 24 Agenda**

The agenda of each session includes:

1. the reading and adoption of the minutes of the previous session;
2. a summary report on the financial situation;
3. summary reports on the operations of the various Commissions presented by their respective Chairpersons;
4. discussion of the various issues presented by the Board.

#### **Article 25 Plenary Committee**

The class delegates referred to in Article 10 paragraph 5 of the Articles of Association are the following: the delegates of each of the last three class years from the Master in Management, the HEC MBA, the HEC Paris Executive MBA, as well as one delegate from the last HEC Master's degree program and a delegate representing the HEC Ph.D. Program.

#### **Article 26 Minutes of sessions**

The minutes of each session of the Committee and the Plenary Committee must contain the names of the members in attendance, represented, absent but excused, absent but not excused as well as any guests.

#### **Article 27 Votes**

Committee decisions are made with a majority of the votes cast. Votes are cast by show of hands, but there is a right to secret balloting, even if it is requested by just one Member. It is obligatory for an emergency vote and the votes relating to individuals.

Any elected member of the Committee can receive a single power in addition to their own.

#### **Article 28 Discipline**

The Chairperson may call members to order with or without recording these acts in the minutes. Calls to order that are recorded in the minutes are decided by a vote of the Committee.

Any fee-paying Member called before the Committee may only remain in the meeting room while giving the explanations s/he wishes or is asked to provide.

### **Article 29 Closure**

The Chairperson organizes the deliberations and can end a discussion.

### **Article 30 Resignations**

The Committee replaces any Member who resigns from the Board.

### **Article 31 Reimbursement of Expenses**

The members of the Committee exercise their functions free of charge. However, in application of article 11 of the Articles of Association, the members of the Committee are authorized to ask for reimbursement of the expenses incurred upon presentation of receipts.

Expenses and claims for reimbursement must be respectful of the good management of the funds of the Association.

Requests for reimbursement of expenses must, prior to their reimbursement, be approved by the Treasurer and, for the Treasurer, by the President.

The amount of the reimbursed expenses is reported to the Annual Ordinary General Meeting. The estimated budget voted by the General Assembly proposes an indication of the maximum amount for reimbursed expenses.

### **Article 32 Budget**

Before the end of the fiscal year, the Committee, after hearing the Treasurer's proposals, defines the budget for the next fiscal year. At the sessions preceding the General Meeting, the Committee analyzes the budget proposals to be presented at the Meeting.

### **Article 33 The Board**

At the meeting of the Committee to be held within the maximum period of one month following the General Meeting, the Committee, in accordance with Article 8 of the Articles of Association, elects its Board. This meeting is held at the behest of the oldest Committee member who also chairs the meeting until the Board is appointed. Board members are eligible for re-election.

The Committee decides, by a majority of the votes cast, on the dismissal of a member of the Board whose attitude compromises the proper functioning of the Association or contradicts the goals it has set for itself.

The person concerned is informed by letter with acknowledgment of receipt of the proceedings against him or her. This letter informs him or her of the grievances against him or her, and the 15-day period within which he or she can present his or her defense in writing or orally. The person concerned can be assisted.

The person concerned is heard by the Committee which convenes him or her for this purpose. The Committee deliberates *in camera*, except for his or her presence and that of his or her prospective representative. Only Committee members are allowed to participate in the proceedings.

The Committee decides to:

- either terminate the dismissal procedure and inform the person concerned within 8 days by letter with acknowledgment of receipt,
- or dismiss the person concerned and inform him or her within 8 days by letter with acknowledgment of receipt. This decision cannot be appealed. By this fact alone, the person concerned does not lose the status of being a member of the Committee.

The collective dismissal of Board members obeys the same rules as individual dismissal.

### **Article 34 Board Meetings**

The Board meets 6 to 10 times a year on the dates set by the President. Each member agrees to participate regularly and contribute substantially to its work.

Board members may participate in Board meetings by conference call or videoconferencing means.

Board members are required to attend the Board meetings in person. A member of the Board cannot vote by proxy.

Members wishing to participate in the Board by videoconference and conference call shall signal this to the Board or the Association's administration no later than five days before the date of the meeting. The means of access to the videoconference or conference call, in particular codes or identifiers, must be communicated to them no later than forty-eight (48) hours before the meeting.

The dismissal of a member of the Board occurs in respect of the rights of the defense. Thus, the decision to revoke is taken by the Committee by a two-thirds majority of the members in office, outside the presence of the member concerned.

The interested party is informed of the proceedings against him or her by post with a request for an acknowledgment of receipt. This letter informs him or her of the grievances against him or her, of the

period of eight (8) days, which s/he has to present his defense in writing or orally. The interested party can be assisted.

The person concerned is heard by the Committee which convenes him or her for this purpose. The Committee deliberates *in camera*, without the presence of the person concerned and of his/her eventual representative. Only the Committee members are allowed to participate in the debate.

The Committee decides:

- either to terminate the procedure and inform the person concerned within seven (7) days by letter with a request for acknowledgment of receipt, or
- to dismiss the person concerned and inform him/her within seven (7) days by letter with a request for acknowledgment of receipt. This letter informs him/her of the reasons for the decision and of the possibility of appealing to the general meeting, which then rules in the last resort. In this case, the call is suspensive of the revocation.

The collective revocation of the members of the board obeys the same rules as the individual dismissal.

## **President and Vice-President(s)**

### **Article 35 Duties and Powers of the President**

The President convenes and chairs the General Meetings, Committee meetings and the Board meetings; s/he guides their deliberations. At all times, s/he enforces the Statutes, the Rules of Procedure and decisions from the General Meeting, the Committee and the Board; s/he refers to the General Meeting, the Committee and the Board all matters that may be addressed in their deliberations. S/he is part of all Commissions, where s/he is entitled to a vote but cannot preside any of these bodies.

In the absence of the President or Vice-President, a Delegate appointed specifically by the Committee is tasked with taking the floor in public meetings and events at which the Association is represented.

In case of interpretation to be given to an article of the Articles of Association or Rules of Procedure, the President must consult the Committee, after consulting the Committee of the Wise.

The President approves the Treasurer's requests for reimbursement of expenses prior to their reimbursement. In a case of extreme urgency, the President may grant emergency funds; in these situations, s/he must report to the Emergency Fund Commission.

The President must submit to the Committee for a decision concerning any financial engagement greater than 10% of the membership fees received in the previous year, as well as decisions pertaining to the status of full-time managerial employees of the Association.

## Article 36 Treasurer

The Treasurer is in charge of incoming funds and payments of all kinds ordered at the General Meeting and validated by the President and of related correspondence; in particular, s/he is in charge of the sale and purchase of securities owned by the Association, custody of accounting records, handling of funds and the regular collection of membership fees, interest earned on accounts, arrears on annuities, subscriptions and any other funds. S/he receives gifts and bequests and settles expenses. S/he approves the requests for reimbursement of expenses submitted by the Members of the Committee and the Bureau prior to their reimbursement.

The Treasurer is the official custodian of the securities, annuities and funds owned by the Association, whenever those securities, annuities and funds are not deposited in one or multiple banks approved by the Committee. S/he is in charge of accounting for the Association. S/he ensures the ledger of income and expenditures is kept up to date.

The conditions under which the powers of the President are delegated to the Vice-President or the powers of the President are delegated to the Executive Director, especially with regard to the function of banking or similar accounts, are reported to the Board.

The double signature of the President and the Treasurer are required to pay any expense amounting to more than 10% of the membership fees collected in the previous year.

S/he manages the accounts, but only issues funds on the orders of the President or a Board Member delegated by the President.

At each Committee meeting, the Treasurer must present a summary report on the Association's budget situation and submit detailed annual financial statements, together with an annual summary of the expenses reimbursed to the Members of the Committee and the Bureau and a projection for the current year no later than fifteen (15) days before the Ordinary General Meeting.

The financial statements are closed on December 31 of each year.

The Treasurer ensures the auditing of revenues and expenses of the Regional Groups in France, the International Chapters, Professional Hubs/Clubs, Leisure Clubs as well as the Graduating Classes and reports to the Committee.

The Treasurer only keeps enough cash in the Association account to cover current expenses. As funds are received, they are deposited in a current account at one or multiple banks approved by the Committee to be withdrawn as needed, either to settle payments or make investments. Securities are also deposited in a bank.

An Assistant Treasurer may be appointed by the Committee to assist and replace the Treasurer.

## CHAPTER IV – COMMISSIONS

### Article 37 Nature of the Commissions

There are two types of Commissions: Standing Commissions and Temporary Commissions

The Committee shall draw up the list of Committees and designate the Chairman of each Committee.

Each Commission meets when convened by its Chairperson, as frequently as necessary.

Votes within Commissions are cast by a show of hands and carried with an absolute majority of those in attendance; however, there is a right to secret ballot if a single Member requests it.

The Chairperson of each Commission casts a deciding vote in non-secret votes made by the Commissions.

The minutes of the meetings are written by the Secretary and filed at the headquarters of the Association.

If the Chairperson of the Commission is absent or detained, the meetings are held by the Secretary of said Commission or by any other Member of the Commission designated by the President of the Association.

Any Member of a Commission who fails to attend three consecutive sessions without an excuse may, by this fact, be deemed to have resigned. The Chairperson of the Commission shall, after recording this fact in the minutes, notify the President of the Association so that a replacement may be appointed.

The Standing Commissions are:

- the Budget Commission;
- the Careers Commission;
- the Editorial Commission;
- the Network Commission;
- the Marketing Commission;
- the Emergency Fund Commission;
- the IT Commission;
- the International Commission.

Each Commission is tasked with fulfilling the duties entrusted to it by the Committee within the framework of the activities defined by their very names. It reports regularly, and at least once a year and in writing, to the Committee on the progress of its work.

### **Article 38 Organization and function**

The organization and function of the Temporary Commissions that may be formed for a specific goal determined by the Association's Committee shall be identical to those of the Standing Commissions.

### **Article 39 Participation by the President of the Association**

The President of the Association is a member of all Commissions. S/he may be represented by a delegate who attends and is entitled to one vote just as the President s/he represents.

### **Article 40 Emergency Fund Commission**

Among the annual sums available to the Association, the Board may decide to earmark all or some to provide relief.

Any funds thus allocated shall be identified as such in the accounts.

The Treasurer of the Association, or any person acting on his/her behalf for this purpose, shall be tasked, pursuant to the following rules, with employing the amounts stored in this particular account, which shall be called "Emergency Fund".

The amounts comprising the Emergency Fund may not, without a decision by the General Meeting of the Association, be spent for any purpose other than disbursement to those Members or their families who are deemed worthy by a meeting of the Emergency Fund Commission convened for this reason.

The Committee shall appoint to this Commission two or three fee-paying members of the Association who participated or still participate actively in its bodies.

Whenever the need arises, this Commission shall examine requests for relief after they have been vetted by the Class Delegate representing the fee-paying classmate in question and by the Executive Director of the Association, who reports on them. The Commission shall make the necessary decisions. When it decides to disburse relief and has defined the amount, the President of the Association, pursuant to said decision, shall schedule the expenditure.

The accounts of the Emergency Fund Commission shall be submitted annually to the Association's Committee.

## **CHAPTER V – COMMITTEES**

### **Article 41 Committee of the Wise**



The Committee of the Wise provided for in Article 20 of the Articles of Association appoints its President from among its members. It deliberates validly only if the majority of its members is actually present. Proxy voting is not allowed. Voting by mail is possible. Decisions are made by majority. In the event of a tie, the President has the casting vote.

The Committee of the Wise is contacted, for opinion, for any draft amendment of the Articles of Association or the Rules of Procedure of the Association.

The Committee of the Wise is contacted for or treats any question relating to its duties, as defined in Article 20 of the Articles of Association.

When a fact likely to result in the non-admission or exclusion of a Member is brought to the attention of the President of the Association, the latter must, on the basis of a request drafted and signed by one or more fee-paying members of the Committee of the Wise, consult the Committee of the Wise. The person concerned is informed, at least eight days before the date of this meeting, by a justified convocation that is sent by registered post with a request for an acknowledgement of receipt. If he or she cannot come to the meeting to provide verbal explanations, he or she has the right to submit his or her defense in writing to the President of the Association who is then obliged to submit the text to the proceedings. A notice is sent to the petitioner in the same time frame. If there are several petitioners, the presence of one of them will be sufficient.

In all cases, the deliberations take place without the presence of the persons involved. An immediate report is drawn up on the spot, signed by all the members present; this report is enclosed with all the documents that motivated the decision in a sealed envelope. On the envelope, a note signed by all present members states the date of the meeting and the filing to be made in the archives of the Association.

In the first meeting of the Committee following this declaration, the President of the Association shall place on the table, an excerpt of the minutes of the meeting held by the Committee of the Wise; this excerpt signed as stated above indicates, without any comment, that the Committee of the Wise has decided for or against the admission or for or against the exclusion and recalls the date of filing of the envelope.

The Committee is autonomous regarding the approval of Members and their removal.

The President of the Association is responsible for informing the person concerned of the decision taken in his or her regard.

The sealed envelope containing the deliberation of the Committee of the Wise can only be opened at the General Meeting if the excluded member or the non-admitted former student appeals the decision of the Committee of the Wise.

## **Article 41 (b) Other Committees**

The Nominations Committee, referred to in Article 6 of the Articles of Association, is composed of 3 to 5 members, appointed each year by the Committee. Its mission is:

1. concerning the members of the Committee:

- to make the proposal(s) to the Committee for the renewal, election and if necessary, cooptation of Committee members.

This committee conducts the search for new members based on its assessment of needs and the evolution expressed by the Committee and taking into account in particular the principle of a balanced distribution of different HEC Paris degree programmes, gender parity, the age pyramid, international character, as well as the diversity of the Members;

2. concerning the Executive Director and the main employees of the Association, to examine:

- the applications received,
- the financial conditions;

3. concerning governance:

- to make proposals to the Committee for the candidacy of its representatives for the Board of Directors of the EESC HEC Paris;
- to make proposals to the Committee for the candidacy of its representatives for the Board of Directors of the HEC Foundation.

The Committee may establish any other committee it deems necessary.

## **CHAPTER VI - DELEGATES**

### **Article 42 Class Delegates**

Each class shall elect Delegates. Their number shall be determined based on the size of the class by the Association's Board as proposed by the Executive Director. These delegates shall be subject to approval by the Association's Committee. Each of the Delegates shall assist the Committee in all matters pertaining specifically to their class: communication, collection of membership fees, information about members of the Class, etc.

Each of the Delegates shall also assist their classmates in their relations with the Association. They shall be tasked with organizing meetings of their Class or arranging for their classmates to participate in meetings or events held by the Association or its regional clubs. They shall remain in their position until they resign; however, the Committee may, as a matter of course or acting on a written proposal submitted by ten classmates that are fee-paying members, remove them from their position. In all cases, the Committee can designate a temporary Delegate until the class can elect a new delegate. This vote shall be carried with a majority of classmates from the Class in attendance, regardless of their number.

## **CHAPTER VII – CLUBS**

### **Article 43 Existence**

The Association recognizes the existence of Regional Groups in France, International Chapters, and Professional Hubs/Clubs. The conditions of formation and activity of these clubs are governed by Article 18 of the Articles of Association.

The Committee may name Association representatives in French regions and abroad, tasked with centralizing information and overseeing the collection of membership fees. Association representatives who happen to be in Paris may attend sessions of the Plenary Committee, but only in an advisory capacity and provided there is no discussion of requests for relief.

### **Article 44 Creation**

Fee-paying members who wish to form a new club shall submit their plan to the Committee. If it finds, based on the report made to it by the Network Commission, that the formation of the planned club is desirable, the Members of the Association who requested the creation of this Club shall be authorized to proceed.

### **Article 45 Joining**

The joining of a Club by a Member is contingent upon registration with the Association and payment of their membership fee.

### **Article 46 Function**

Each Professional Hub/Club, International Chapter or Regional Group undertakes to respect the basic rules of ethics based on the strong values promoted by the Association (solidarity, trust, openness, respect, integrity).

Persons supporting the creation of a Club or Hub shall submit to the Committee their draft Rules of Procedure, which shall become definitive after approval by the Committee based on the report made by the Network Commission. Any subsequent changes to them must be approved by the Committee before being put to the Club.

The Clubs may form a Board in charge of their administration and collect membership fees, contingent upon prior approval by the Association's Committee.

The Committee must be notified of the appointment of members to the Boards of Clubs/Hubs.

Each year, a statement of the Club's revenue and expenditures may be presented to the Committee by the Association's Treasurer. The Club's financial responsibility vis-à-vis third parties, the Association or its members shall be borne by the Board of the Club or the entire Hub.

The Clubs/Hubs must refrain from any and all political or religious activities. As a Club/Hub, they may not participate in any personal or collective endeavors which commit the Club/Hub to administrative, governmental or legal authorities, as these actions, when deemed necessary, are carried out on behalf of the Association by its Committee.

The President of each Regional Club, International Chapter, Club or Hub must, upon taking office, sign the Charter for Structures validated by the Committee.

If a Club/Hub is dissolved or merged, the sums at the disposal of the Club/Hub Treasurer shall be paid to the Club into which it is merged in the case of a merger and paid to the Association's Account in the case of a simple dissolution.

If it is desirable for the members of the Professional Clubs to work together to examine questions pertaining to the profession or order of professions they represent, this research must, under all circumstances, remain completely impartial in nature. They must never lead the Club, even indirectly, to become involved with commercial or industrial businesses in existence or to be formed. Nor may they lead the Club as such or its members to make public or private statements to any person, authority or organization whatsoever, unless they are specifically related to the profession.

Members of the Hubs and their Boards may not, in their professional lives, publicly promote this status under penalty of sanctions that could result in expulsion from the Association.

If Hubs and Clubs wish to use articles, brochures, books or any other publications whatsoever to disseminate the results of general research they have conducted, they may only do so after obtaining special authorization, in each case, from the Committee, upon presentation of the text to be made public.

Each year, before the General Meeting is held, the Boards of the Clubs or Hubs engage to submit to the Committee a report on the Club/Hub activities during the previous year.

#### **Article 47 Accession by right**

The President of the Network Commission or his or her Delegate is an ex-officio member of any Hub and Club.

### **CHAPTER VIII - MISCELLANEOUS**

#### **Article 48 Amendments to the Rules of Procedure**

The Rules of Procedure are prepared by the Committee which submits it for adoption by the General Meeting acting by a simple majority. It only enters into force or may be amended after approval by the Minister of the Interior.

#### **Article 49 Foundation and the EESC HEC Paris**

The Committee of the HEC Alumni Association appoints its representatives to the Board of Directors of the HEC Foundation and the Board of the EESC HEC Paris pursuant to the rules set forth in the Statutes of the former and the latter. The Board, or the Committee acting on a proposal from the Board, also appoints the Alumni representatives to the various Committees of the HEC Foundation (Education, Research, Communication, etc.) pursuant to the rules set forth in the Foundation's Rules of Procedure.

#### **Article 50 Representative(s) of the Association**

Each representative of the Association on the Boards of the EESC HEC Paris and the HEC Foundation undertakes:

- to regularly inform the Board of the Association (date of meeting, agenda, work in progress, etc.),
- to transmit a copy of the minutes of the meetings on receipt,
- to respect and to comply with the instructions received from the Board and/or the Committee.

#### **Article 51 Adherence to the goals of the Association**

All discourse, discussion (political, religious or other), interpretation, publication, etc. that is foreign to the goals of the Association is strictly prohibited at General Meetings and in the meetings of the Committee.

#### **Article 52 Communication**

No public communications may be made in the name of the Association without prior approval from the Board of the Committee.

Paris, 21 February 2018

Signed by Frédéric Jousset, President of HEC Alumni

Validated by the French Ministry for the Interior

*(Text translated from the original French version)*