**Rules and regulations of the endowment fund**

 **"La Maison des Messiaen à Fuligny" endowment fund**

The by-laws are originally proposed by the Board of Directors and are subject to its vote.

to its vote. Their purpose is to clarify and supplement the fund's articles of association.

Under no circumstances do the internal regulations replace the articles of association.

They may not include any provisions that conflict with the articles of association.

The fund's by-laws may only be amended by the Board of Directors.

New bylaws must be communicated to all fund members within 15 days of the date of amendment.

The founder chooses the first members of the endowment fund.

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**Article 1 - Membership**

The Fund is made up of active members and other members: associates, benefactors and honorary members.

- Active members are members of the Board of Directors.

- Associate members assist the Board of Directors.

They are co-opted by the Board to sit on working committees set up by the Board.

- Benefactor members are members who have supported the endowment fund through their donations.

The Board recognizes the donor's generosity by naming him or her a benefactor member of the fund.

- Honorary members are appointed by the Board for services rendered to the fund.

- The list of all members of the fund is regularly updated.

Members are identified by surname, first name, date of birth, place of birth, profession, place of residence and nationality.

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**Article 2 - Meetings**

The Board of Directors meets every month.

If, during the course of the year, a vacancy occurs on the Board, a replacement member may be appointed by the active members of the Board.

be appointed by the active members of the Board.

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**Article 3 - Working committees.**

The Board of Directors may set up working committees.

Members of these committees are active members and associate members.

They meet whenever necessary

**Article 4 - Members - Membership - Revocation**

To join the fund, members must adhere to the articles of association and by-laws.

They work in accordance with the purpose of the fund. They act in a spirit of harmony, democracy and conviviality.

They maintain discretion and neutrality with regard to their philosophical, political and religious convictions.

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**Article 5 - Loss of membership - absence - dismissal**

Membership is lost by :

- resignation addressed to the president of the fund,

- expulsion by the Board of Directors for breach of the articles of association or by-laws, or for any other reason detrimental to the moral and material interests of the fund,

- expulsion by the Board of Directors for serious cause,

- death.

A director may be replaced by a member of the Board or by another associate, benefactor or honorary member.

**Article 6 - Duties - role and powers of the Board of Directors**

The Board of Directors is the executive body of the Fund. It is vested with the following powers, within the limits of the purpose set out in the articles of association, the articles of association's by-laws and the resolutions adopted by the Board of Directors.

a) It determines the fund's main objectives;

b) It monitors the implementation of the orientations decided previously;

c) It is responsible for the general administration of the fund;

d) It manages the fund's assets, activities and staff, if any;

e) It supervises the Chairman;

f) It is responsible for preparing the agenda, resolutions, reports and proposals;

g) Amends the by-laws;

h) It amends the Articles of Association;

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**Article 7 - Meetings and deliberations of the Board of Directors**

Board meetings are open to other members.

The Board of Directors meets once a month, either face-to-face or remotely.

**Article 8 - Secretary - Treasurer - Chairman of the Board**

The founder of the fund chooses the 3 members of the first Board of Directors: Chairman, Secretary and Treasurer.

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**Article 9 - The Secretary**

The secretary supervises the drafting of minutes and all other documents concerning the operation of the fund:

- He sends out invitations to Board meetings and draws up the minutes.

- He handles correspondence and letters addressed by the fund, signing them himself or having them signed by the Chairman.

or having them signed by the Chairman, depending on their importance and on what has been decided in the by-laws.

- He/she manages the fund's memory, archives, filing and preservation of files.

- He oversees the maintenance of the fund's website, if he does not maintain it himself.

The secretary is primarily responsible for keeping the various registers:

- the register of fund members: surname, first name, date of birth, place of birth, profession, place of residence, nationality.

- the register of Board deliberations.

He is responsible for the various formalities required by law, either when the fund is set up,

when the by-laws are amended, or when there is a change in management.

- The secretary supervises the completion of formalities at the Préfecture of the head office.

**Article 10 - The Treasurer**

The Treasurer is responsible for the financial management and assets of the Endowment Fund.

- He collects receipts and makes payments, under the supervision of the Board of Directors and the Chairman.

He may delegate his powers under conditions approved by the Board of Directors.

He supervises the preparation of regular accounts of all operations.

- He keeps or arranges for the keeping of the various accounting registers.

- At the end of each financial year, he draws up the balance sheet, income statement and inventory.

- It draws up a draft budget for the following year.

- He reports to the Board of Directors, which approves the accounts.

- He prepares the financial report, which is submitted to the Board of Directors for approval.

- He may only commit the fund's securities with the authorization of the Board of Directors.

**Article 11 - The Chairman of the Board of Directors**

The Chairman is the sole representative of the Endowment Fund.

- He derives his powers from the internal regulations.

- He has the power to bind the fund only if the Board of Directors, which by its very nature has this power, has delegated it to him.

delegated this power to him.

- In his capacity as mandatary, he represents the fund in legal proceedings and in all civil acts.

- He is responsible for carrying out the decisions of the Board of Directors and ensuring the smooth running of the Fund.

- He/she is subject to the Board's control: he/she does not take decisions alone.

- The Board must first approve expenditure and the signing of contracts.

- In this capacity, he can therefore sign contracts on behalf of the business: leases, purchases, sales, hiring of personnel, implementation of redundancy procedures, etc.

- For the most important acts, he must first be authorized to act by the Board of Directors.

- He chairs Board meetings and ensures that decisions are implemented.

- He is responsible for convening and chairing Board meetings.

- The Vice-Chairman or Vice-Chairmen will do what the Chairman cannot or will not do.

If the Chairman repeatedly refuses to perform his duties and/or acts alone, without the agreement of the Board of Directors, he is excluded from the Board of Directors.

**Article 12 - Initial endowment**

The fund may use up the income or the endowment under the conditions laid down in the internal regulations. Consumption of the entire endowment results in dissolution of the fund.

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**Article 13 - Source and use of financial resources**

Resources come from :

- manual donations,

- subsidies from the State, local authorities and public establishments,

- interest and royalties on assets and securities it may own,

- any other resources authorized by law, in particular, recourse to one or more bank or private loans.

The fund may engage in commercial activity. However, it must avoid tax obligations.

These resources may be used to finance :

- the purchase of supplies,

- rental and purchase of equipment,

- professional services,

- salaries,

- miscellaneous expenses approved by the Board of Directors.

Article 14 - Annual report and accounts

Each year, the activity report and annual accounts are approved and sent to the Préfecture

of the head office.

At the meeting, the Board appoints the representative responsible for forwarding them.

These documents are sent within one month of the end of the financial year.

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Article 15 - Confidentiality

Any confidential information received by one of the members of the Board of Directors or other members of the working committees, or by any person involved in the operation of the fund, may not be transmitted directly or indirectly to a third party without the prior authorization of the Chairman of the Board of Directors.

The Board of Directors examines and approves the distribution and publication of all documents

publication of all documents intended for the public and/or professionals.

With the exception of these documents, al

l other information is deemed confidential.

Rules of procedure

Read and Approved, by the Members of the Board of Directors.

established

in VILLE-SUR-TERRE,

June x, 2023