

CHARTER OF THE ASSOCIATION

EUROPEAN NETWORK FOR WOMEN IN LEADERSHIP

February 1, 2010

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Article – 1. FORMATION

The subscribers to this Charter hereby form an Association governed by the law dated July 1, 1901 and the decree dated August 16, 1901 (hereinafter the “Association”).

Article - 2. NAME

The Association’s name is “**EUROPEAN NETWORK FOR WOMEN IN LEADERSHIP**”.

Article - 3. PURPOSE

The Association’s purpose is to promote gender equality, and to advance the social and professional interests of women in Europe.

The Association may, for example:

- Promote the accession of women to positions of high responsibility in the private and public sectors in Europe;
- Promote the entry by women into a broader range of professions, in particular a higher participation rate of women in the sectors of science and technology, *inter alia* by encouraging young women to pursue education in these sectors;
- Support female entrepreneurship and facilitate access to capital by female entrepreneurs;
- Represent women with institutional, economic and scientific players.

Article - 4. MEANS OF ACTION

The Association’s means of action, in furtherance of its purpose, include:

- creating any type of working group;
- participating in any type of working group and any in event, study, survey etc.;
- becoming a member of any legal structure in connection with or in furtherance of the purpose of the Association;
- organizing meetings and conferences;
- authoring and publishing documents, on any and all media;
- more generally, any other means of action in connection with or in furtherance of the purpose of the Association.

Article - 5. RESOURCES

The Association’s main resources are comprised of:

- The amount of the annual membership fees and initial membership payments;
- Subsidies or grants;
- Donations by hand, including cash donations as well as donations from public utility establishments;
- Proceeds from campaigns or events organized by it.

Article - 6. SEAT

The Association's seat shall be located at 11-17 rue de l'Amiral Hamelin, 75016 Paris.

It may be transferred to any other location in the Greater Paris Area by decision of the Board of Directors, which is authorized to amend the Charter accordingly.

Article - 7. COMPOSITION

The Association is composed of:

a) **Founding members:**

These members are natural or legal persons, identified as such in the Association's Charter. They are *de jure* members of the Board of Directors. Legal persons are represented by a natural person who is duly empowered in that aim.

As well as:

b) **Institutional members:**

These members are legal persons (public institutions, businesses or academic/university institutions). An institutional Member is represented by a natural person who is duly empowered in that aim.

c) **Individual members:**

These are natural persons who are members in their own right.

The Charter founding members are identified in Appendix 1 below, which forms an integral part of this Charter.

During the course of the first year following the founding of the Association, the Board of Directors may accredit other founding members and is authorized in this respect to complete the list of Charter founding members.

Article - 8. MEMBERS

Article 8-1. Admission

The membership of the first members of the Association shall be approved at the first meeting of the Board of Directors.

For future memberships, applicants are required to be sponsored by a member of the Association and approved by the Board of Directors.

Article 8-2. Annual membership fee

All members are required to pay their annual membership fees. The fees shall be determined, every year, by the Board of Directors.

For legal persons, several fee levels may be established by the Board of Directors.

The Board of Directors may decide that a contribution in service by a member shall be in lieu of the payment of that member's membership fees.

Article 8-3. Loss of member status

Member status is lost through:

- Written notice of resignation addressed to the Association's Chairperson;
- Failure to pay the annual membership fee;

- Exclusion decided by the Board of Directors, for serious cause, including failure to comply with the purpose of the Association, failure to comply with its Charter or its internal rules;
- Death;
- The dissolution of the Association.

Loss of member status shall result in the concomitant loss of all membership rights in the General Assembly, the Board of Directors or in the Secretariat.

Article - 9. BOARD OF DIRECTORS

The Association is administered by a Board of Directors.

Article 9-1. Powers of the Board of Directors

The Board of Directors determines the general policy guidelines of the Association's activity. Within the limit of the Association's purpose, the Board is vested with the broadest powers to take all decisions that do not fall within the ambit of the Secretariat, collectively or individually, or those of the General Assembly. The Board of Directors has the power, *inter alia*, to:

- Decide on applications for membership and on exclusions of members;
- Name the Secretariat officers;
- Establish and modify the internal rules;
- Set the amount of the annual membership fees;
- Issue any opinion, proposal or recommendation;
- Approve any actions proposed by the Chairperson outside the course of day-to-day management;
- Establish the annual budget and the accounts;
- Decide on the transfer of the Association's seat;
- Hire and fire the Association's staff;

Article 9-2. Composition of the Board of Directors

The Board of Directors is composed of *de jure* directors and elected directors.

***De jure* directors are:**

- Institutional members having paid a membership fee above a threshold defined in the internal rules;
- Founding members in good standing in the payment of their membership fees.

Elected directors are:

- **Directors who are institutional members:** they are elected by the General Assembly from among institutional members, with the exception of *de jure* institutional directors; a minimum of one (1) institutional member shall be elected as a director. The number of directors elected from among institutional members shall not exceed eight (8).
- **Directors who are individual members:** they are elected by the General Assembly from among individual members; a minimum of one (1) individual member shall be elected as a director. The number of directors elected from among individual members shall not exceed eight (8).

Article 9-3. Elections or appointment of directors

Directors are elected for a term of office of three (3) years by an ordinary session of the General Assembly, with the exception of *de jure* directors who shall serve as directors for so long as the requirements under Article 9.2 of this Charter are met.

All members of the Association who are in good standing in the payment of their membership fees are eligible to serve on the Board of Directors.

Outgoing directors may be re-elected.

The Board of Directors may be revoked by an extraordinary session of the General Assembly.

Article 9-4. Vacancy

If the number of directors falls, for whatever reason, below the minimum number required by Article 9.2 of this Charter, the Board shall temporarily fill the vacancy of such member(s). The final replacement of such member(s) shall be carried out by the General Assembly's next ordinary session.

If a directorship is vacated, for whatsoever reason, without the number of directors remaining in office falling below the minimum number required by Article 9.2 of this Charter, the Board may temporarily fill the vacancy of such member. The final replacement of such member shall be carried out by the General Assembly's next ordinary session.

The powers of member(s) thus elected shall expire on the date when the term of office of the replaced director(s) would normally have expired.

Any unexcused failure by a director to attend three consecutive meetings shall result in the director being deemed to have resigned as a director, by decision of the Board of Directors.

Article 9-5. Board of Directors' Meetings

The Board of Directors shall meet no less than once a year upon the notice of call by the Association's Chairperson, or at the request of one fourth of its members. The Board may meet as often as required by the Association's interests.

The Board is chaired by the Association's Chairperson, or otherwise by one of the Vice-Chairpersons.

The Board shall meet at the seat of the Association or at any other location specified in the notice of call.

Notices of call shall be sent to the directors at least eight (8) days before the Board meeting by mail, electronic mail, fax or by any other means of communication.

The notice of call shall include the meeting agenda.

Article 9-6. Board of Directors' Decisions

A quorum of at least one third of the directors present or represented is required for Board meetings.

If quorum is not met, a new Board meeting shall be called within six (6) days, and shall validly meet and transact, regardless of the number of directors present or represented, on the items on the agenda of the previous Board meeting.

Decisions shall be adopted by a simple majority vote of the directors.

For quorum and majority calculation purposes, directors participating in a Board meeting via videoconferencing or other means of telecommunications permitting identification of the participants and ensuring their effective participation shall be deemed present.

Each director has one vote.

In case of a tied vote, the Chairperson's vote shall be casting.

The Board's decisions shall be documented in minutes signed by the acting Chairperson. These minutes shall be sent to the directors by mail, electronic mail, fax or by any other means of communication.

Article - 10. SECRETARIAT

Article 10-1. Composition of the Secretariat

The Secretariat officers shall comprise:

The Chairperson of the Association;
One or more Vice-Chairpersons;
The Treasurer; and
The Secretary General.

Article 10-2. Powers of the Secretariat

The Secretariat has for its duties to ensure the day-to-day management of the Association and implement the Board's decisions.

The Chairperson: The Chairperson ensures the general management of the Association and executes the decisions of the Board of Directors.

The Chairperson represents the Association in its dealings with third parties and has full power and authority to bind the Association through civil law acts.

The Chairperson chairs the Secretariat, the Board of Directors and the General Assembly.

The Chairperson convenes Board meetings.

The Vice-Chairpersons: They assist the Chairperson in the performance of the Chairperson's duties. They may be authorized by the Chairperson to represent the Association in its dealings with third parties or to bind the Association through one or more civil law acts.

The Treasurer: The Treasurer is responsible for preparing the budget, managing the cash flow and holding the Association's accounts. The Treasurer presents the annual accounts to the Board of Directors, calls up the membership fees, pays expenses and collects proceeds pursuant to a delegation of authority from the Chairperson.

The Secretary General: The Secretary General holds the record of the decisions of the Board of Directors and of the General Assemblies, prepares the minutes and ascertains absences, and ensures the administrative management of the Association.

Article 10-3. Election of the Secretariat

The Secretariat officers are elected by the Board of Directors, upon a simple majority, for a term of office of three (3) years.

Legal persons are represented by their legal representative in office, or by any other person duly empowered in that aim; in such case, the authorized representative shall be accredited by the Association's Board of Directors.

Outgoing members may be re-elected.

The Chairperson may only be chosen from among those members of the Board of Directors having a minimum length of service of two years within the Association, with the exception of the election of the first Chairperson immediately following the formation of the Association.

Any change during the course of a term of office of the natural person representing the legal person serving as the Chairperson requires the approval by the Board of Directors. In case of disagreement, the Board of Directors shall appoint a Vice-Chairperson as Chairperson for the remaining term of office of the Chairperson.

The revocation of the Board of Directors by an extraordinary session of the General Assembly shall automatically entail revocation of the directorships of all of the Secretariat officers.

Article - 11. ORDINARY SESSION OF THE GENERAL ASSEMBLY

Article 11-1. Composition of the ordinary session of the General Assembly

The General Assembly's ordinary session comprises all of the Association's members in good standing in the payment of their membership fees.

Any member of an ordinary session of the General Assembly may vote by mail by using the appropriate form and sending it back to the Association as per the conditions laid down by the internal rules; to be taken into account this form must reach the Association no later than three (3) days before the date of the General Assembly's ordinary session.

Any remote voting using an electronic voting form or vote by proxy given by electronic signature must respect the requirements laid down by the legislation in force, and either take the form of a secure electronic signature within the meaning of decree no. 2001-272 dated March 30, 2001, or of a reliable identification process guaranteeing the link between said signature and the document to which it is attached.

Article 11-2. Ordinary sessions of the General Assembly

The General Assembly shall meet in an ordinary session every year within three (3) months following the close of the annual accounts, upon the notice of call by the Association's Chairperson.

The Association's members shall be given notice of call at least fifteen (15) days before the scheduled date of the meeting.

The meeting's agenda is set by the Association's Chairperson and indicated on the notice, as well as the place, date and time of the Assembly.

The members of the Association may request the Chairperson to include a specific item on the agenda of an ordinary session of the General Assembly, provided this request is made at least one clear month before the Assembly.

The Chairperson chairs the Assembly and reports on the situation of the Association.

The Treasurer reports on the management of the Association and submits the balance sheet for approval by the Assembly.

The Assembly shall address all of the items on the agenda and, as applicable, appoint the members of the Board of Directors by secret ballot and replace outgoing directors.

Two lists of candidates to the position of member of the Board of Directors shall be presented: one for institutional members, the other for individual members.

An ordinary session of the General Assembly may only address the items included in the agenda.

An ordinary session of the General Assembly may address all matters that do not fall within the exclusive ambit of the extraordinary session of the General Assembly.

A member may only be represented by another member. A member may only hold a proxy for two other members.

Article 11-3. Resolutions by the ordinary session of the General Assembly

Resolutions by the ordinary session of the General Assembly are passed by a simple majority of the members present or represented.

Each member of the ordinary session of the General Assembly has one vote.

In case of a tied vote, the Chairperson's vote shall be casting.

The presence or representation of at least twenty-five percent (25%) of the members is required for the Assembly to validly transact.

In case of mail voting, for quorum calculation purposes, only duly completed forms received by the Association at least three (3) days before the date of the General Assembly's ordinary session shall be taken into account.

If quorum is not met, a new Assembly shall be called within ten (10) days, and shall validly meet and transact, regardless of the number of members present or represented, on the items on the agenda of the General Assembly's previous ordinary session.

Article - 12. EXTRAORDINARY SESSION OF THE GENERAL ASSEMBLY

Article 12-1. Composition of the extraordinary session of the General Assembly

The General Assembly's extraordinary session comprises all of the Association's members in good standing in the payment of their membership fees.

Any member of an extraordinary session of the General Assembly may vote by mail by using the appropriate form and sending it back to the Association as per the conditions laid down by the internal rules; to be taken into account this form must reach the Association no later than three (3) days before the date of the General Assembly's extraordinary session.

Any remote voting using an electronic voting form or vote by proxy given by electronic signature must respect the requirements laid down by the legislation in force, and either take the form of a secure electronic signature within the meaning of decree no. 2001-272 dated March 30, 2001, or of a reliable identification process guaranteeing the link between said signature and the document to which it is attached.

Article 12-2. Powers of the extraordinary session of the General Assembly

The extraordinary session of the General Assembly has sole authority to transact on:

- any amendment to this Charter;
- the conversion of the form of the Association, its merger or dissolution;
- the revocation of the Board of Directors; in such case, the extraordinary session of the General Assembly shall appoint from among its founding members, on a provisional basis, a member with responsibility for promptly organizing a new election of the members of the Board of Directors and managing the day-to-day business of the Association. That person's duties shall expire on the date of the election of the new Chairperson.

Article 12-3. Meetings of the extraordinary session of the General Assembly

An extraordinary session of the General Assembly shall be held upon the notice of call by the Board of Directors or at the request of at least one half of the Association's members.

An extraordinary session of the General Assembly may also be held upon the notice of call by the Chairperson in case of urgent business

The Association's members shall be given notice of call at least fifteen (15) days before the scheduled date of the meeting.

The meeting's agenda is set by the Board of Directors when it is the originator of the notice of call to the extraordinary session of the General Assembly, by the Association's Chairperson when the Chairperson is the originator, or by one half of the Association's members when they are the originators.

The meeting's agenda is indicated on the notice, as well as the place, date and time of the Assembly. If the agenda concerns an amendment to this Charter, then it shall contain the text of the proposed amendments.

A member may only be represented by another member. A member may only hold a proxy for two other members.

Article 12-4. Resolutions by the extraordinary session of the General Assembly

Resolutions by the extraordinary session of the General Assembly are passed by a majority of two thirds of the members present or represented.

In case of a tied vote, the Chairperson's vote shall be casting.

The presence or representation of at least one half of the members is required for the Assembly to validly transact.

In case of mail voting, for quorum calculation purposes, only duly completed forms received by the Association at least three (3) days before the date of the General Assembly's extraordinary session shall be taken into account.

If quorum is not met, a new Assembly shall be called within ten (10) days, and shall validly meet and transact, regardless of the number of members present or represented, on the items on the agenda of the General Assembly's previous extraordinary session.

Article - 13. SCIENTIFIC BOARD

The Association may establish a scientific board, the composition and organizational arrangements of which shall be defined by the Board of Directors.

Article - 14. INTERNAL RULES

Internal rules shall be drawn up by the Board of Directors and may be amended by it.

These rules are intended govern matters not governed by this Charter.

These rules shall be communicated to the members of the Association within a month of being established or amended, and shall be communicated to any new member within a month of the date of membership.

Acceptance of this Charter entails acceptance of the internal rules.

Article - 15. DISSOLUTION

In case of dissolution decided by at least two thirds of the members present or represented at an extraordinary session of the General Assembly, one or more liquidators shall be appointed by the latter and the assets, if any, shall be distributed in accordance with §9 of the law dated July 1, 1901 and with the decree dated August 16, 1901.

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Paris, February 1st, 2010,

Pervenche Berès

Elena Bonfiglioli

Pinuccia Giuseppa Contino

Béatrice Marie Alice Linel, née Delmas

Edit Herczog

Maria Theresia Elisabeth Huppertz

Viviane Clémentine Ribeiro, née Omnes

Antonyia Stefanova Parvanova

Thaima Samman

Claudine Schmuck

FRANCE TELECOM ORANGE
Represented by Brigitte Dumont

INSEAD
Represented by Joseph Frank Brown

Microsoft EMEA
Represented by Dorothee Belz

APPENDIX 1

List of Charter founding members

- Pervenche Berès,
- Elena Bonfiglioli,
- Pinuccia Giuseppa Contino,
- Béatrice Marie Alice Linel, née Delmas,
- Edit Herczog,
- Maria Theresia Elisabeth Huppertz,
- Viviane Clémentine Ribeiro, née Omnes,
- Antonyia Stefanova Parvanova,
- Thaima Samman,
- Claudine Schmuck,
- France Telecom Orange,
- INSEAD, and
- Microsoft EMEA.