

SMALL ISLANDS ORGANISATION



RULES OF PROCEDURE

ENGLISH

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RULES OF PROCEDURE

I. PREAMBLE

The purpose of the rules of procedure is to clarify the statutes of SMILO (Small Islands Organization), which aims is to strive towards a better balance between human development and islands resources management.

It will be given to all members and to each new applicant.

II. ASSOCIATION COMPOSITION

Article 1 : Members

The SMILO association is composed of the following members:

- **Founding members**

They are the people who created the association, who guarantee the objectives and ethics that are at the origin of the association creation. They are: Maxime Prodromides, Roger Estève, Sylvain Petit and Fabrice Bernard. They are ex-officio members of the Administration Council.

- **Representatives of Island Committees**

They are the people who have been nominated by the Island Committee they represent. Only one person per committee may sit on the panel of representatives of Island Committees. They may appoint a substitute at the time of application or thereafter.

- **Participants in island life**

A participant in island life can be any person – or legal entity – who is actively involved in island life. They can be a member of an island committee. In the case of a legal entity, they may appoint a substitute at the time of application or thereafter.

- **Representatives of institutions and networks**

These representatives are people representing legal entities participating in the implementation of the association's objectives. They may appoint a substitute at the time of application or thereafter.

- **Qualified people**

Qualified people are anyone applying their specific skills in connection with the islands and the problems they may encounter to help the association.

In addition, any other person – or legal entity - who is interested in the objectives of the association may be:

- A supporter, in the absence of donations
- A benefactor, if there have been donations.

Benefactors and supporters only have privileged access to the events and documents produced by the association. They may attend general meetings but may not vote.

Article 2 : Membership fees

The membership fees vary according to the member category:

Status	Individual	NGO, Association Network Indigenous community	Institution, Collectivity, Government agency
Fee	20 €	100 €	1000 €

Upon written request and depending on the Administration Council' decision, a fee exemption may be granted.

Supporters and benefactors do not pay membership fees.

The amounts of the contributions may be modified at the General Assembly.

Article 3 : Admission

The SMILO association can welcome new members at any time. They can complete the membership application at any time (see Annex).

Legal entities may be admitted as members of the association. They must designate a person and possibly a substitute to represent them in the association.

Membership applications are examined by the Board. Admission refusals are presented to the Administration Council, who make a final decision on member admissions. Decisions to refuse admission do not need to be justified.

The Board may delegate all or part of the application examinations to the Secretariat.

Each member commits to respecting the association's statutes, Rules of Procedure and philosophy, described in the Sustainable Islands Declaration, which are sent to them at the time of application.

Article 4 : Loss of membership

4.1 Cancelations

A cancelation procedure can be initiated if membership fees are not paid, or for other serious motives.

In this case, the cancelation must be decided by the Board.

4.2 Resignations, deaths, disappearances

The resigning member must send his decision to the Board in writing, paper or electronic format.

In the event of death, membership ceases with the person.

Members who no longer fulfil the qualifications required to be members are de facto considered to have resigned.

Each member must inform the Board of any change in their personal status or that of their organisation leading to a change within the association.

Article 5 : Membership responsibility

None of the members are personally responsible for the association's commitments, except for the members of the Board.

III. ADMINISTRATION AND FUNCTIONING

Article 6 : General Assembly

6.1 Common provisions

Decisions are made by majority votes by the members present or represented - whether they are physically present or attending the General Assembly by videoconference or any other suitable means. The majorities necessary for decision-making are defined in Articles 6.6. and 6.7.

All proceedings are taken by show of hands or by electronic means, except for the election of the Administration Council (secret ballot or electronic ballot).

Within the limits of the powers conferred on them by the bylaws, the decisions of the General Assemblies are binding for all members, including absent or substituted members.

The regularly constituted General Assemblies represent all of the members of the association.

Only the resolutions adopted by the General Assembly that were on its agenda will be validated.

The General Assembly minutes are sent to all members by electronic means.

6.2 Composition

The General Assembly includes all the members of the association.

It is structured in 5 colleges:

- Founding members
- Island Committee representatives
- Island life
- Institutions and networks
- Qualified people

All non-college members are observers. They are not taken into account for voting and quorum provisions.

6.3. Quorum

In order to deliberate, the General Assembly, meeting in ordinary or extraordinary session, must have at least 33% of the members entitled to vote, present, substituted or attending the meeting by videoconference.

6.4 Proxy voting

Each member attending the General Assembly may hold proxy voting transmitted by members entitled to vote that could not be present at the General Assembly. The limit is two proxy voting per person.

Any person wishing to transmit their proxy voting must do so by writing (paper or e-mail) to the Secretariat.

By sending a blank proxy voting, any member of the association gives a favourable opinion for the adoption of the projects on the agenda of the General Assembly and an abstention for all the other projects.

6.5 Non-members allowed to assist the General Assemblies

Employed personnel, as well as the auditor(s) of the association, have the right to attend General Assemblies.

When sending out the General Assembly agenda, the Administration Council may invite any person who could be useful for the proceedings to attend the General Meeting. These guests have no voting rights.

6.6 Ordinary General Assembly

The General Assembly deliberates the association's policies.

It takes deliberations with 50% plus one of the votes cast.

The Administration Council' management report is presented, in particular regarding the association's moral and financial situation. After deliberating and deciding on the various reports, the General Assembly approves the financial statements for the year ended, votes on the estimates for the following financial year and deliberates on other items on the agenda.

It ensures the renewal of the Administration Council by colleges in accordance with the provisions of Article 13 of the statutes.

In accordance with article 11 of the SMILO statutes, the Ordinary General Assembly meets at least once a year upon being convened by the board. It can take place via videoconference or conference call.

Members shall receive at least 15 days' notice electronically and shall receive the relevant documents regarding the agenda at least 7 days before the Assembly by electronic means.

It can fix the amount of the annual subscription fee to be paid by the various categories of members of the association.

6.7. Extraordinary General Assembly

The Extraordinary General Assembly may amend the statutes. It is the only one able to pronounce the dissolution of the association.

In accordance with article 12 of the SMILO association statutes, an Extraordinary General Assembly may be convened by the President if need be.

Members must be informed of the Extraordinary General Assembly at least 7 days in advance by post or electronic means.

The Extraordinary General Assembly decides on matters regarding its own competence, namely amendments to the statutes, dissolution, etc.

It makes deliberations by a two-thirds majority of the members present or represented.

Voting shall be by a show of hands unless at least one quarter of the members present demand a secret ballot. Voting can be electronic insofar as the Assembly meets completely or partly by telephone, videoconference or any other means not implying the physical presence of all its members.

Article 7 : Administration Council

7.1 Composition

The Administration Council includes a maximum of 12 members:

- The 4 representatives of the "founding members" college
- 2 representatives of the "Island Committee Representatives" college
- 2 representatives of the "Island Life" college
- 2 representatives of the "Institution and networks" college
- 2 representatives of the "Qualified people" college

These representatives are elected by their college from among the members of the same college. A diversity of representatives is preferred.

The Administration Council elects the Board.

One third of its members is renewed every two years. The first members to be replaced are drawn randomly. They are elected by secret ballot. Leaving members may be reappointed.

In the event of a director vacancy, the position must be filled at the next ordinary General Assembly. The replacement's term of office shall end at the same time his predecessor's renewal was scheduled.

In case of an elected official's repeated absence and lack of communication, the Administration Council may decide their removal.

The association employees may attend the Administration council without taking part in votes.

In addition, all members of the Board must be chosen from among members who have reached the age of legal majority and have full civil and political rights.

For representatives of legal entities, the latter must not be in liquidation or dissolved for any reason whatsoever.

Any member of the Administration Council who no longer fulfils one of these conditions shall be considered automatically as having resigned.

7.2 Functioning

The Administration council may be completely or partly held by videoconference and / or conference call.

The participation of at least one-third plus one member is required for the Administration Council' decisions to be validated.

The Administration Council meets when convened by the Board. Decisions are taken by show of hands or by electronic means with majority votes of the people attending or represented.

The President may invite to the Administration council Meetings any person they deem useful for the smooth running of operations. The opinion of the invited person is only for advice and therefore they do not have the right to vote.

The Administration Council meets at least once a year whenever it is convened in writing by its President or at the request of at least half of its members.

In case of absence, each member can give proxy voting to a person of his choice on the Administration Council. Each member can have no more than two proxy voting.

Decisions are taken by a majority vote of the participating or represented members. In the event of a draw, the President shall have the casting vote. Only items on the agenda may be voted on.

The agenda shall be determined by the President. It shall be sent by the Secretariat before the meeting.

A member who is unable to attend must always their absence.

A representative of a legal entity may not be replaced without giving prior notice to the Secretariat unless they are replaced by the duly appointed substitute (see article 3).

7.3 Powers

The objective of the Administration Council is to implement the decisions made during the General Assembly, to organise and bring to life the association within the framework set by the statutes and rules of procedure.

The Administration Council is generally invested with the broadest powers within the limits of the association's objectives and within the framework of the General Assemblies' decisions.

It may authorise any act or measure permitted to the association which are not reserved for the Ordinary or Extraordinary General Assemblies. It convenes the General Assemblies and approves the accounts of the Association.

It authorises the President and the Treasurer to open any account with banks or any other credit institutions, to make any use of funds, to contract any mortgage or other loans, to solicit any grants, to apply for any registrations and transcripts required, to carry out all necessary acts, purchases, dispositions and investments necessary for the property and assets belonging to the association and to award the agreements and contracts necessary for the continuation of its project.

It may delegate some or all of its functions to the Board or the Secretariat.

It may designate a member or employee of the association to represent it locally at events or at meetings where the association is involved.

In particular, it supervises the management of the Board members and always has the right hold them accountable for their actions. It may, in the event of serious misconduct (behaviour or position not in conformity with the objectives and principles of the association), suspend members of the Board by a two-thirds majority.

The Administration Council has full jurisdiction over litigation rights on behalf of the association before various jurisdictions. The Administration Council is authorised by these statutes to delegate the conducting of trials and their implementation to its President. The special mandate established by the Administration Council for this purpose, determines the powers delegated to the President and the means in which he must report to the Administration Council while exercising his mandate.

The Administration Council must present a management report at the annual General Assembly of the association members.

The minutes of the Administration council are validated by its members one month before the date of the following Administration council. It must be provided to any member who requests it. All the Administration council Meeting minutes must be documented without blanks or mistakes and records must be kept.

The follow-up of certain documents may be carried out by one or more members appointed by the Administration Council.

7.4 Obtaining the Sustainable Islands Label

Obtaining the SMILO label depends on compliance with all stages of the SMILO cycle, which the island making the application has committed to follow when signing the cooperation contract.

The label is awarded by the Administration Council of the association after the Assessment Committee has reviewed the evaluation documents. This committee is composed of independent assessors.

The Administration Council also decides on awarding intermediate sectoral prizes after the intermediary assessment file has been examined by the Assessment Committee.

Any person involved with the island that is applying for the label cannot take part in the vote regarding its labelling.

During the whole process, the Secretariat is the intermediary between the applying island, the Assessment Committee, the Expert Pool / Facilitators and the Administration Council. This Secretariat is run by the employees of the association.

The «Sustainable Island» label is valid for 5 years.

Article 8 : Board

The purpose of the Board is to ensure the day-to-day running of the association and to prepare the Board Meetings.

As the launch phase of the association requires particularly close attention, three founding members must be part of the Board over a period of two years.

The Board is re-elected every two years by the Administration Council. The latter elects at least three Board members (President, Treasurer, Secretary), or more if Board decides to do so. All members of the Board must be chosen from among the members who have reached the age of legal majority and have full civil and political rights. For representatives of legal entities, the latter must not be in liquidation or dissolved for any reason whatsoever.

Any member of the Board who no longer fulfils one of these conditions shall be considered automatically as having resigned.

The Board shall decide on any new member admissions to the association and can bestow the status of benefactor to members and shall inform the Administration Council thereof. It is also in charge of potential exclusion measures or membership cancellations.

It appoints and decides on the remuneration of the association's employees.

8.1 Composition

The Board is composed of at least:

- A President,
- A Secretary,
- A Treasurer

Deputy roles may be created on decision of the Board.

8.2 Roles

The President is the legal representative of the association. He / she ensures the functioning of the association, coordinates activities, directs association management and presides over the General Assembly. He / she implements the directions and decisions voted at the General Assembly. He / she leads the work of the Administration Council.

He / she represents the association for legal and civil matters. In case of being unable to fulfil his / her duties, the President may give a special and written delegation to another member of the Administration Council to represent him / her in legal and civil matters. The representative receiving this special power of attorney must have full civil rights.

The role of the Vice-President is to assist and support the President. He / she also replaces them when they are absent, especially during events, meetings or workshops.

The Vice-President shall have the same powers as the President in the event of his or her incapacity.

In the event of an emergency, the President, or the Vice-president, may, with the written agreement (electronic format valid) of two other members of the board make decisions required by the situation, provided that they report it at the next Board Meeting and Administration council.

The Treasurer shall ensure the preparation of the association's annual accounts. Like the President, he / she is empowered to open and operate the association's accounts. The Treasurer shall make all payments and collect any revenue under the vigilance of the Board. He / she is in charge of the association's financial management and treasury monitoring. He / she ensures regular accounting and reports annually to the General Assembly.

The Secretary is in charge of keeping the association's various registers up to date and of fulfilling declarative and administrative formalities. He / she drafts and signs the minutes of the General Assembly, the Board Meetings and the Administration council statements. He / she also keeps the special register up to date (Act of 1 July 1901). He / she ensures the proper functioning of the association.

The Assistant Secretary shall be responsible for assisting and assisting the Secretary. In addition, he / she must be able to replace the latter when necessary.

Article 9 : Secretariat

The association's paid employees constitute its Secretariat.

It contributes to the implementation of the association's objectives and of the decisions taken by the main bodies of the association and its functioning.

The staff has the right to assist to the General Assemblies, the Board Meetings and the Administration council.

Article 10 : Assessment Committee

The Assessment Committee is composed of people who are not members of the association, recognised for their expertise in the fields covered by the label.

The Committee is independent. No member of the Assessment Committee can be linked to the island that is being assessed, or to any stakeholder involved in the labelling process of the island.

IV. ASSOCIATION RESOURCES AND ACCOUNTING

Article 11 : Remuneration

The functions of the members of the Administration Council shall be carried out free of charge.

The expenses and costs incurred by the members of the Board in fulfilling their mandate may be reimbursed. The profit and loss account presented at the Ordinary General Assemblies states the reimbursements of operations, travel or representation expenses paid to members of the Board.

Article 12: Expenses

A manual of procedures details all the steps taken for the external expenses of the association.

Internal expenses are subject to a decision of the Board.

Article 13: Accounting

Accounting is kept day to day, to record all financial transactions.
The annual accounts are prepared by a certified public accountant.

Article 14: Auditors

The annual accounts can be audited by the Statutory Auditor if necessary.

The Auditor and, if necessary, his / her substitute shall be appointed for 6 years by the General Assembly. Their mandates are renewable.

They must, when mandated, prepare a written report on their verification operations, which will be presented to the General Assembly.

The Auditors may not carry out any other role within the Administration Council.

V. MODIFICATION OF STATUTES, RULES OF PROCEDURE AND DISSOLUTION

Article 15: Modification of statutes

Statutes can only be modified by decision of the Extraordinary General Assembly.

The new statutes will be presented to the members of the association electronically and must be filed with the registry of associations, within 3 months of the statutes modifications in accordance with French law.

Article 16: Modification of rules of procedure

Rules of procedure are established and can be modified by the Administration Council. It must be approved by the Ordinary or Extraordinary General Assembly.

The new rules of procedure will be presented to the all the members of the association electronically.

Article 17: Association dissolution

The dissolution must be pronounced at the request of the Administration Council by an Extraordinary General Meeting convened specifically for this purpose.

This assembly's conditions of convocation and decision making procedures are those provided for in article 6.7 of these rules of procedure.

In the event of a dissolution, the Extraordinary General Assembly appoints one or more liquidators who will be in charge of liquidating the association's assets and for whom it determines the powers.

In no case shall the members of the association be entitled to any share of the association's assets, apart from the recovery of their contributions. The remaining net assets will be allocated to one or more other associations pursuing similar objectives.

VI. DISPOSITIONS DIVERSES

Article 18: Administrative formalities

The President of the Administration Council is in charge of carrying out all the declaration and publication formalities required by law and current regulations so that the association can become a legal entity, both at the time of the association's creation and during its later existence.

Article 19: Public interest

The SMILO association is considered to be of public interest because:

- Its headquarter is located in France;
- Its objective is of a scientific, social and cultural nature;
- It does not act for the benefit of a restricted group of people;
- Its management is disinterested;
- Its activities are not for profit.

These rules of procedure are shall apply from the 29th of September 2017.