

CFA Society France

BYLAWS

STATUTS DE L'ASSOCIATION

Final version approved by the Board

4 December 2020

English translation - for information purposes only

Article 1: Name

An association is hereby formed between the members adhering to these Bylaws, governed by the Law of 1 July 1901 and the Decree of 16 August 1901 and with the name **CFA Society France**.

Article 2: Purpose

CFA Society France is committed to creating and promoting the strictest standards of ethics, education and professional excellence at global level, through its advocacy in favour of investors' interests and for the benefit of society.

Ethics: shaping the finance of the future through its commitment to stakeholders

Education: providing the resources and training necessary for the excellence of the financial profession

Advocacy: promoting investor protection and contributing to building trust in the financial industry and in its integrity

CFA Society France is affiliated to the international network of the CFA Institute.

Article 3: Headquarters

The Society's headquarters is located at the following address: 54-56 Avenue Hoche, 75008 PARIS.

It may be transferred by an ordinary decision of the Board of Directors

Article 4: Definitions

The **“Members’ Agreement”** is a document drafted by the CFA Institute describing the obligations and responsibilities of all CFA Institute members.

“Chartered Financial Analyst®” and **“CFA®”** are trademarks registered by the CFA Institute.

The **“CFA Program”** is the program of study and examinations managed by the CFA Institute.

A **“CFA Charterholder”** is an individual with the title of “Chartered Financial Analyst” as issued by the CFA Institute.

The **“Code and Standards”** are the **“Code of Ethics and Standards of Professional Conduct”** in the latest version published by the CFA Institute.

The **“Professional Conduct Statement”** is a questionnaire on professional conduct prepared by the CFA Institute, which must be signed and returned to the CFA Institute every year (or whenever required by the CFA Institute) by all individuals who are members of the CFA Institute, with the exception of those holding an exemption under the CFA Institute’s Bylaws.

The **“Candidate Responsibility Statement”** is the latest version of that document published by the CFA Institute.

Article 5: Composition of the Society

The Society consists of:

1. Regular members
2. Candidate members
3. Associate members
4. Honorary members

Article 6: Membership

Membership of the Society is subject to approval by the Board of Directors, which makes a decision on membership applications received.

Article 7: Members

All members undertake to comply with all the rules relating to professional conduct, and in particular with the Society's regulations and Bylaws, with the regulations of the CFA Institute and with the Code of Ethics and Standards of Professional Conduct.

1 – Regular members

Any persons who are members of the CFA Institute and who satisfy any other criteria imposed by the CFA Institute and applied by the Society can apply to be regular members of the Society.

2 – Candidate members

Any persons:

who are registered as candidates for one of the CFA program examinations at the time of their application for membership of the Society;

or

who have passed level III of the CFA Program but who do not have qualifying professional experience to obtain CFA certification at the time of their application for membership of the Society;

can apply to be candidate members of the Society.

3 – Associate members

The Society reserves the right to accept as associate members persons who satisfy the following conditions:

- That they are accepted as affiliate members by the CFA Institute;
- That they have signed and delivered the Members Agreement, a declaration of professional conduct and any other document required by the CFA Institute;
- That they undertake to comply with the CFA Institute's Code of Ethics and Standards of Professional Conduct.

4 – Honorary members

On a proposal from the Board of Directors, high-profile individuals, known for representing the values upheld by the Society, may be appointed as honorary members of the Society. Honorary members must satisfy the general conditions of membership of the Society.

Regular, candidate and associate members must pay an annual subscription set every year by the Board of Directors.

Article 8: Termination of membership

Regular membership is terminated by:

- Resignation;
- Death;
- Suspension ordered by the Board of Directors for non-payment of the subscription;
- Loss of membership of the CFA Institute.

Candidate, associate and honorary memberships are also terminated by resignation, death or non-payment of the subscription (except in the case of honorary members who are exempt from the subscription).

Termination for other reasons can be ordered by a two-thirds majority of the Board of Directors.

Article 9: The Society's resources

The Society's resources comprise:

- Membership subscription;
- Income from the professional development activity;
- Payments, donations or bequests;
- Funding from the CFA Institute;
- Funding from the State, *départements* and municipalities;

And any source of funding provided by law.

Article 10: The Board of Directors

1 – Authority and responsibility

All the powers of the Society will be exercised by the Board of Directors or under its authority.

The day-to-day business of the Society will be managed by the Executive Committee using powers delegated by the Board of Directors and in accordance with the applicable laws, these Bylaws, the internal regulations and the delegated powers.

2 – Election of the Board of Directors

The Society will be governed by a Board of Directors composed of between 5 and 9 members elected for two years by the Ordinary General Meeting.

In the event that one or more members resign or otherwise cease to be members during their term of office, the Board of Directors may provisionally replace them until the next Ordinary General Meeting, by a qualified majority of two thirds.

The application process for members of the Board is as follows:

- CFA Society France must inform its members of the launch of the appointment process at least eight weeks before the date of the Ordinary General Meeting;
- Every candidate must apply at least four weeks before the date of the Ordinary General Meeting;
- Every candidate must be a regular member of CFA Society France on the date of his or her application;
- The Nominating Committee shall provide members with a list of the candidates that it recommends for the position of director at least four weeks before the date of the Ordinary General Meeting, together with all the applications of which it has been informed.

Outgoing Presidents (“Former Presidents”) will automatically be invited to take part in the work of the Board of Directors in the year following the end of their term of office as a director, and will receive the same information as the members. They may participate in discussions but will not have voting rights.

3 – The functions of the officers appointed by the Board of Directors

The Board of Directors shall appoint officers from among its members, comprising:

- A President;
- A Vice-President;
- A Treasurer;
- A Secretary-General.

The President is responsible for enforcing the decisions of the Board and for the smooth running of the Society. He or she convenes and chairs General Meetings and meetings of the Board of Directors; in the event that he or she is unable to act, he or she is replaced by the Vice-President.

The President represents the Society in all its civil acts and is invested with all necessary powers for that purpose. In particular, the President can bring legal proceedings on behalf of the Society and agree to any settlements.

He or she can open and operate any deposit or current account in the name of the Society with any bank or credit institution, and in operating such accounts can issue, sign, accept, endorse and pay any cheque and payment order. The President can decide to take out a bank overdraft if necessary to ensure the continuity of operations, and shall inform the members of the Board of Directors of this without delay. The Board of Directors can expressly authorise the President in advance to use the bank overdraft when necessary.

With the exception of the bank overdraft, the President can, with the consent of the Board of Directors, delegate these powers relating to the operation of the account to the Treasurer and to any third party, by way of a delegated authority.

4 – Dismissal of a member of the Board of Directors

In the event that a director or a former President commits repeated breaches of his or her obligations, he or she can be dismissed by a qualified majority vote of two thirds of the directors, the director concerned not taking part in the vote.

All the directors are required to be present with the exception of the director affected by the dismissal. The proposed dismissal will be adopted if a quorum, namely the majority of the directors, and a qualified majority of two thirds of the directors voting, have been achieved.

An e-mail proposing a meeting between the director concerned and the Board of Directors will then be sent to the director concerned, specifying the reasons why they have been summoned. A minimum of ten days' notice of that meeting must be given. If the director concerned fails to attend that meeting, he or she will be dismissed from office.

If the director concerned disputes his or her dismissal, a second vote will take place under the same conditions, after their arguments have been sent to the other directors.

5 – Terms of office

Members can be re-elected for a limited period:

Position	Continuously	Intermittently
President	3 years	5 years
Vice-President	3 years	5 years
Treasurer	3 years	5 years
Secretary-General	3 years	5 years
Officers (all positions)	7 years	7 years
Directors (all positions)	9 years	9 years

Upon the expiry of the 3-year term, the outgoing President becomes the “Former President” until the next Ordinary General Meeting, and cannot hold office as a director during that period.

6 – Declaration of conflicts of interest

Members of the Board of Directors must inform the Board if they find themselves, or anticipate finding themselves, in a situation of conflict of interest. If the Board of Directors is informed by any means of the existence of a conflict of interest, it shall take such measures as it considers necessary.

In particular, every member of the Board of Directors must declare any conflict of interest to the Secretary-General no later than four weeks after his or her election. After that period expires, the director concerned will lose all his or her rights and in particular his or her right to vote, until the declaration is provided.

Members of the Board of Directors cannot take any employment with the Society or with a structure controlled by the Society.

7 – Disinterested management

The Society is managed in a disinterested way. The various offices held, in particular by the members of the Board of Directors and its Officers, are performed free of charge and are not remunerated in any way. The same applies to any tasks entrusted to unsalaried members of the Society outside the scope of their professional activity.

Article 11: Meetings of the Board of Directors

The maximum period between the Ordinary General Meeting and the first meeting of the new Board of Directors shall be two months.

The Board of Directors shall meet at least every three months, meetings being convened either by the President or at the request of a quarter of its members.

Meetings of the Board of Directors may take place in person or using any technical means whereby the directors can express their position in a live oral discussion.

A quorum is achieved when the majority of the directors vote. No decision can be taken in the absence of a quorum.

Decisions are taken by a majority vote; in the event of a tie, the President has a casting vote.

Decisions can also be taken by electronic means by a majority of directors constituting a quorum, without a formal meeting of the Board of Directors being organised; the directors shall be given reasonable advance notice of such decisions.

The Board of Directors can ask such persons as it considers necessary to take part in its work.

Commitment to the Society is voluntary and, as such, any Director may resign at any time in writing without having to give reasons.

Article 12: Ordinary General Meetings

Ordinary General Meetings are attended by all members of the Society and are held after the end of the financial year on dates set by the Board of Directors within the time limits provided by the internal regulations.

The President chairs General Meetings and reports on the situation of the Society, assisted by the members of the Board of Directors.

The Treasurer provides a management report and submits the balance sheet for approval by the General Meeting. Once all items on the agenda have been dealt with, outgoing members of the Board of Directors are replaced by a secret ballot.

Only items listed on the agenda can be dealt with at Ordinary General Meetings.

Only regular and associate members can take part in voting under the conditions described in the internal regulations.

The quorum and majority conditions governing the deliberations of Ordinary General Meetings are set out in the internal regulations.

Article 13: Extraordinary General Meetings

Extraordinary General Meetings can be convened by:

- The Chairman; or
- The Secretary-General at the written request of a majority of the Board of Directors, or in the event of the death, incapacity or refusal of the President or of the Secretary-General, by another member of the Board of Directors also at the written request of a majority of the Board of Directors;
- If necessary, at the request of half plus one of the regular and associate members.

The formalities for convening Extraordinary General Meetings and the conditions governing their quorum and deliberations are set out in the Rules & Order.

Article 14: Internal regulations and delegated powers

Rules of Order and Delegation of Authority are drawn up by a majority of two thirds of the Board of Directors. Rules of Order make provision for the various matters not covered by the Bylaws, in particular those relating to the internal administration of the Society.

The Delegation of Authority lists all the powers and responsibilities transferred to the Executive Director to enable him or her to discharge his or her duties as efficiently as possible.

Article 15: Dissolution

In the special case of the Society's dissolution, the quorum required is half the regular and associate members.

In the event that dissolution is decided upon by at least two thirds of the members present at an Extraordinary General Meeting, one or more liquidators shall be appointed by that meeting and, if applicable, the Society's assets shall be distributed in accordance with Article 9 of the Law of 1 July 1901 and the Decree of 16 August 1901.