

The Societies Registration Act, 1860

THE ALLIANCE FRANÇAISE DE DHAKA
MEMORANDUM OF ASSOCIATION
REGULATIONS 2015

Approved by the AGM on 10 December 2015

Alliance française de Dhaka

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**MEMORANDUM OF ASSOCIATION OF
THE ALLIANCE FRANÇAISE DE DHAKA**

10. Name

The name of the society is the “ALLIANCE FRANÇAISE DE DHAKA” and is hereinafter referred to as the “Society”

11. Place of Business

The Registered Office of the society shall be situated at Dhanmondi. Any new premises shall be included as and when the needs arise, in accordance with the Executive Committee's decision

12. Mission

The Alliance Française de Dhaka is a non-profit society, the constitution of which is in accordance with the statutes and the object of the Alliance Française founded in Paris in 1883, the continuation of which has been ensuring since January 1st, 2008 by the *Fondation Alliance Française*.

The Alliance Française is independent from any political or religious commitment and prohibits any type of discrimination.

13. Objectives

The principle objectives of the society are :

- i. “To promote and encourage the knowledge of the French language, literature and culture in the city of Dhaka and in other parts of Bangladesh”.
- ii. “To foster a closer relationship and provide a greater understanding between the People of Bangladesh and of France.

14. Actions

In order to fulfil these objectives, the Society shall conduct, among others, the following activities :

- i. To conduct French language courses and related examination.
- ii. To publish pamphlets, brochures, books or other printed or digital document on any subject related with the promotion of the above objects.
- iii. To provide facilities for study tours and exchange of cultural missions between Bangladesh and French speaking countries.
- iv. To provide or arrange for concerts, cultural performances, exhibitions, film projections, radio or television programmes, web media, cultural exchange programmes and any other means, which may be judged advantageous for the objects of the Society.
- v. To encourage and aid the foundation and/or support of schools, institutions, societies and other bodies teaching the French language or promoting the study or knowledge of French literature and culture.
- vi. To establish and maintain a library and / or reading room.
- vii. To provide and / or assist in the provision of scholarships and / or free tuition to enable or encourage students to study the French language, literature and culture.

15. Members

The Society shall consist at first of the following classes of Members:

Founder Members	Associate Members
Honorary Members	Full Members
Student Members	Corporate Members

The Executive Committee in General Meeting shall however be empowered to extend or restrict the classes of membership.

A Member is a person who has formally applied and has been accepted as one by the Executive Committee of the Society and who pays the annual membership fees.

Membership validity is for 1 year, date to date.

All Members of the Society of whatever class or denomination shall be bound by the Regulations, Rules and Bye-Laws of the Society from time to time in force.

16. Administration of the Society

The control and supervision of the affairs of the society shall be vested on the Executive Committee in accordance with the Regulations and Rules of the Society from time to time in force and such Executive Committee shall be deemed to constitute the governing body of the Society within the meaning of the Societies Registration Act, 1860.

The Executive Committee is composed of not more than eleven and not less than five Members elected by secret ballot for a period of 3 years by the General Meeting.

The names, addresses and occupations of the first Members of the Executive Committee are as follows:-

Names	Addresses	Occupations
Mr. E.F. Aragon	C/O. Orr, Dignam & Co. Chamber Bldg. 87 Motijheel, Dhaka	Barrister-at-Law
Mr. M.A. Beels	Chamber Bldg., 2 nd floor, 87 Motijheel, Dhaka	Shipping Assistant
Mr. J.C. Fiske	119 Dhanmondi, Dhaka	U.S. Information Officer
Mr. F. Jahangir Khan	New Eskaton Road, Ramna, Dhaka	Mercantile Assistant
Dr. Murshid	C/O. English Dept. Dhaka University	University Professor
Dr. Nafiz Ahmed	University Bungalow N ^o 7, Ramna, Dhaka	University Professor
Mrs. Nafiz Ahmed	University Bungalow N ^o 7, Ramna, Dhaka	Assistant Head-Mistress
Mr. S. Nizamuddin	3 Eskaton Gardens, Ramna, Dhaka	Assistant Register Income Tax Appellate Tribunal
Dr. Sajad Hussein	C/O. English Dept. Dhaka University	University Professor
Mr. S.A. Shooshtary	Belal Manzil, Maghbazar, Ramna, Dhaka	Merchant

17. Sources of income

The sources of income of the Society include, among other

- i) The subscription from its Members.
- ii) Any donation, grant, sponsorship given to the Society by official or private organisation, including the French Government.
- iii) Income derived from its activities and/or generated by its service

In that perspective, the Society can

- i) collect subscriptions, gifts, subsidies and donations of all kinds and also raise funds through any other legal means.
- ii) acquire by purchase, lease exchange or otherwise lands, buildings and hereditaments of any-estate or interest therein, and any rights over or connected with land, and either to retain for the purpose of the society or to turn the same to account as may seem expedient.
- iii) invest and deal with moneys of the society not immediately required upon such securities

and in such manner as may from time to time be determined and to vary or dispose of any such investments.

- iv) borrow or raise or secure the payment of money in such manner as the society shall think fit.
- v) sell, improve, manage, develop, exchange, lease, surrender, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the society.

Any property of the Society may be held by and / or vested in such person or persons as trustee or trustees on behalf of the Society as the Executive Committee shall decide.

The income and property of the Society wherever derived shall be applied solely towards the promotion of the objects of the Society set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, otherwise howsoever by way of profit to the Members of the Society.

18. Dissolution of the Society

If upon the dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Society or any of them but shall be given or transferred to some institution or institutions having objects similar to the objects of the Society to be determined by the votes of not less than three-fifth of the Members of the Society entitled to vote present personally or by proxy at the time of the dissolution and in default thereof by the principal Court of Original Civil Jurisdiction of the district in which the registered office of the Society is then situate.

We, the several persons whose names are subscribed are desirous of being formed into a Society under the Societies Registration Act, 1860 in accordance with the foregoing Memorandum of Association and subject to the Regulations, Rules and / or Bye-Laws of the society which may from time to time be in force.

Names	Signature	Occupation	Addresses
Mr. F. Akbar		Judge High Court	29 Minto Road, Dhaka
Mr. G.M. Adamjee		Company Director	Rahmatullah Mension, New Baily Road, Ramna, Dhaka
Mr. M. Mehdy Ispahani		Merchant	116 Old Trenching Ground, Ramna, Dhaka
Dr. Nafiz Ahmed		University Professor	University Bungalow N ^o 7, Ramna, Dhaka
Mr. F. Jahangir Khan		Mercantile Assistant	New Eskaton Road, Romna, Dhaka
Mr. E.F. Aragon		Barrister-at-Law	C/O. Orr, Dignam & Co. Chamber Bldg. 87 Motijheel, Dhaka
Mr. S.A. Shoostary		Merchant	Belal Manzil, Maghbazar, Ramna, Dhaka

Verified that the above persons or their proxies have written signatures in our presence on this Second day of January, nineteen fifty nine.

Names	Signature	Occupation	Addresses
Mr. M.A. Beels		Shipping Assistant	Chamber Bldg., 2 nd floor, 87 Motijheel, Dhaka
Miss. M. Geffroy		University Teacher	3 Fuller road, Ramna, Dacca

THE SOCIETIES REGISTRATION ACT, 1860

REGULATIONS OF THE ALLIANCE FRANÇAISE DE DHAKA

these statutes complement the memorandum of Association creating Alliance Française de Dhaka

A. MEMBERSHIP & MEMBERSHIP CATEGORIES OF THE ALLIANCE FRANÇAISE DE DHAKA

A1. Every person becoming a Member of the Society of whatever class, shall be deemed to have agreed to accept and be bound by the Regulation, Rules and Bye-Laws of the Society from time to time in force.

A2. As per as disposition of article 6 of the memorandum, there shall be the following classes of Members of the Society namely: **Founder Member**, Honorary Member, Associate Member, Full Member, Student Member, Corporate Member.

The following are **eligible** to be a Member of the Society :

- i. Any person residing in Bangladesh aged 18 and above.
- ii. any company/society legally constituted or represented in Bangladesh.

Founder Members, The 10 founder Members listed in article 7 of the memorandum or any person registered as a Member of the Society who during the first year of the Society's existence paid in a single payment the sum of Rs.100 shall be deemed to have been a Founder Member and shall not be liable to pay any annual subscription thereafter. Founder Members have privileges of Full Members.

Honorary Members. Whenever the Executive Committee considers any person permanently or temporarily residing in or visiting Bangladesh to be prominent person who can promote the cause of the Society, such a person may be invited to become an Honorary Member. Anyone invited to be an Honorary Member shall not be required to pay any annual fee or any other dues whatsoever but gets no rights to attend meetings or general meetings nor to vote.

Associate Members get full rights regarding the use of AFD facilities and services : extended loans in the library but no rights to attend meetings or general meetings nor to vote or stand for elections contrary to full Members.

Full Members are given extended rights regarding the use of AFD facilities and services : extended loans in the library and right to participate in decision taken for the association by attending General meetings, participate to the votes in General meeting and to stand for elections.

Only Student of the Alliance Française de Dhaka can become **Student Members** and get only limited rights regarding use of AFD facilities and services : limited loans in the library and no rights to attend meetings or general meetings nor to vote. Renewal of Student membership is possible only to Members who are still students at the Alliance française de Dhaka.

Corporate Membership is collective and entitles a restricted number of persons to benefit from a single Membership of the same company/society, as defined in the House rules.

A3. Each Member (except Founder and Honorary Members) will be required to pay **annual fees**. The schedule of fees will be submitted every year by the Executive Committee to the Annual General meeting for approval. Upon approval by the General Meeting, the Executive Committee can extend or restrict the classes of membership.

A4. Membership submission. A person desiring to become a Member of the Society shall send to

the General Secretary a written application duly filled in and signed and shall register with the Society an address in Bangladesh for the purpose of giving notices to him. Applicant shall specify the class of membership applied for.

A5. Membership approval. The new applicant to Full Membership would be given a temporary authorization by General Secretary for use of AFD facilities on payment of usual fees and observance of rules and regulations pending final decision by the Executive Committee. All such membership applications shall be placed before the Executive Committee for final decision and such decision shall be final and binding.

The General Secretary shall place the application for **Full membership** before the Executive Committee for decision and in the event of there being three negative votes the application shall be rejected, otherwise the applicant shall be declared Full Member. The voting by the Executive Committee shall be by raise of hand, unless 2 Members require a secret ballot.

In the event of the application for Full Membership being rejected, the membership should be turned to Associate Membership and fees adjusted.

A6. Membership renewal. Membership has to be renewed within 30 days of its expiration. Should a Member fail to renew his/her membership, a reminder will be sent requesting to settle the matter within another month after which membership will be cancelled.

A7. Termination of Membership: A Member shall cease to be a Member of the Society on occurrence of any of the following events:

- i. If by notice in writing sent to the General Secretary of the Society s/he resigns.
- ii. If his/her annual membership fees are in arrears for two months.
- iii. If s/he is adjudicated as insolvent
- iv. If s/he is found guilty by a competent court/tribunal of an offence which in the opinion of the Executive Committee constitutes a gross misconduct.
- v. If s/he is expelled by a resolution passed by a majority of not less than two-thirds of the Members of the Executive Committee present and voting at a meeting specially convened for that purpose.

B. GENERAL MEETINGS

B1. The supreme authority of the Society is vested in the Annual General Meeting of the Members. A general meeting is made of the **Full Members** enrolled in the Register of the society and who are up to date with their subscription on the date notice is sent.

The President of the Society, or in his absence the Vice-President, shall preside at every General Meeting as the Chairperson. If they are absent or unwilling to act, the Members present shall elect a chairperson of the Meeting.

Honorary and ex-officio Members can attend meetings of the Society but shall have not the right to vote.

B2. The Annual General Meeting (AGM) of the Society shall be convened and held once in each year at such place and on such date and at such time as shall be determined by the Executive Committee.

The **purpose** of the AGM shall be:-

- i. To receive, consider and pass the audited Accounts of the Society for the previous financial year which shall be submitted to the Meeting.
- ii. To receive and discuss the Annual Report of the Executive Committee
- iii. To appoint auditors for the next financial year.

- iv. To discuss the general work and policy of the Society.
- v. To approve the annual schedule of fees.
- vi. To transact any other business put in the Agenda only.
- vii. Every three years, to elect or re-elect persons to be Members of the Executive Committee.

B3. The Agenda of any General Meeting is fixed by the Executive Committee.

Any Member of the Society may propose item for inclusion in the agenda. Proposal shall be forwarded in writing with adequate justification at least 15 days prior to the date of the General Meeting to the Executive Committee for discussion and shall have a vote by 3/4th (three fourth) Members present in the meeting in favour to allow such a proposal to be included in the agenda of a General Meeting.

B4. Any general meeting other than AGM will be regarded as an **Extraordinary General Meeting (EGM)** of the Society. EGM may be convened on request of either :

- i. The Executive Committee at any time for the transaction of any important business,
- ii. The Executive Committee upon receipt of a requisition in writing signed by a minimum of twenty full Members of the Society specifying the object of the Meeting. If the Executive Committee does not, within thirty days from the date of receipt of the requisition, proceed to call an Extraordinary General Meeting for the objects specified in such requisition to be held within sixty days from such date, the Members seeking the requisitioned meeting may themselves convene the EGM. In such a situation any Member from amongst the signatories may be authorized by the other signatories to issue the notice to hold the said EGM within 60 days from the date of such requisition.
- iii. Only business in respect of which notice has been given shall be discussed in an EGM. No matters other than those of which the EGM was convened shall be discussed.

B5. Notice of General Meeting. Notice shall be send by post or by electronic mail at least thirty days before the date of the meeting, specifying the place, date and hour of the Meeting, together with the agenda to each full Member. Information will be available on the official Society's website together with protected relevant documents and reports. Any notice of AGM or EGM shall be deemed to have been served on a Member if posted to his last declared postal or email address. The non-receipt of such notice by any Members shall not invalidate any resolution passed or proceedings held at such Meeting.

B6. Quorum for general meetings:

No business shall be transacted at any general meeting if there is no quorum. Half of the total number of full Members of AFD plus one as enlisted in the roll of Members, or twice the number of the Executive Committee Members, which ever is the lesser, shall form a quorum for any ordinary or extraordinary meeting.

B7. If within half an hour from the time appointed for the holding of the Meeting a **quorum is not present**, the Meeting shall stand adjourned to the same day of the following week at the same time and place, and if at such adjourned Meeting a quorum is not present within fifteen minutes from the time appointed for holding the Meeting, the Members present shall constitute a quorum.

B8. Vote during general meetings.

Vote by proxy are accepted. A person cannot be a proxy for more than three (3) Members. Only Full Members can be a proxy. Use of specific proxy form is compulsory, forms are available from the General Secretary.

Voting is conducted by show of hands unless a secret ballot is requested by at least 3 attending Full Members. For any decision, a simple majority of votes shall suffice. In the case of a tie, the President shall have a casting vote. For elections, voting is conducted by secret ballot only.

B9. Adjournment of meeting: The Chairman may, with consent of a majority of the Members present, adjourn any Meeting from time to time and from place to place; but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

B10. Election of the Executive Committee

Members of the Executive Committee are elected every three (3) years at the AGM. The names of the candidates for the election of the Executive Committee must be submitted to and received by the General Secretary at the registered place of business of the Society at least 15 days before the AGM is to be held.

Any Full Member of the Society up to date with his/her subscription is eligible to be a candidate as long as she/he is proposed by two full Members.

An outgoing Executive Committee Member is eligible for re-election for a maximum of (3) consecutive tenures.

In the case of **vacancy** in the Executive Committee, the Executive Committee Members may co-opt any full Member of the Society for the remaining of the term of the Member replaced. Should Presidency fall vacant, vice-President will become acting President. In case of a vacancy of any other office bearer, the Executive Committee will elect the replacement from among its Members.

If for any reason an Annual General Meeting is not held at the due date for the holding thereof, the Members of the Executive Committee shall continue to serve until the General Meeting is held.

The Executive Committee shall forward to the Registrar of Joint Stock Companies, within the fourteenth day after holding of Annual General Meeting every year, a list of the name, address and occupation of the Members of the Executive Committee as required by the Societies Registration Act, 1860.

C. COMPOSITION, FUNCTION AND DUTIES OF EXECUTIVE COMMITTEE

C1. Honorary duties. No Member of the Executive Committee shall be entitled to any remuneration whatsoever from the society, either for services rendered in their professional capacity or as reward for employment or in-house service. No employee of the Society can be a Member of the Executive Committee.

C2. At its first meeting following the election of the Executive Committee at the AGM, the Members of the Executive Committee shall elect from among its Members the **Office bearers** by secret ballot

- one President
- one Vice-President
- one Secretary
- one Treasurer

C3. The Ambassador of France and the Director appointed by France shall be **ex-officio** Members of the Executive Committee with no voting rights.

C4. Any Member of the Executive Committee who **shall absent** herself/ himself without good reason from three consecutive meeting of the Executive Committee or cease to be a Member of the Society shall be deemed to have vacated her/his office.

C5. Each Member of the Executive Committee shall **have one vote** and in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

C6. The Executive Committee may **meet together for** the dispatch of business adjourned or otherwise and regulate its meetings and proceedings as it think fit. The Executive Committee shall

meet at least four times a year and the gap between two meetings shall not be over six months. An Executive Committee meeting shall be called upon by the President or at the request of one third of the Executive Committee Members. At least a 3 working days notice shall be given before the date of Executive Committee Meetings. The quorum necessary for the transaction of business by the Executive Committee shall be one half of the elected Members

C7. In compliance with Article 7 of the Memorandum, the **Executive Committee** shall administrate the Society in order to fulfil its objectives and shall have the following **powers and duties** :

- admit Members, suspend, terminate or accept resignation of Members
- fix date, place and main agenda of Executive committee and general meetings
- convene the annual or extraordinary General meetings
- determine the persons by whom bank accounts shall be opened and operated and cheques signed or endorsed on behalf of the Society.
- determine by whom and in what manner any deeds, documents and instruments of whatever nature shall be signed or executed on behalf of the Society.
- by resolution, nominate or appoint any person or persons to hold property belonging to or intended to be acquired by the Society as a trustee or trustee on behalf of the Society and may authorize him or them to sign, execute and register any deeds, documents or instruments on their behalf.
- appoint any person or persons or corporate body to be the constituted attorney or attorneys of the society for any purpose or purposes.
- approve by resolution the use of the seal of the Society. A document to which the seal of the Society is affixed shall be signed on behalf of the Society by any two Members of the Executive Committee.
- review annual and special budget of the Society
- formulate policies
- propose schedule of fees to the general meeting
- scrutinise the Auditor's report and management report

C8. The Executive Committee may **delegate** any or several of the above duties to a **Sub-Committee** and may delegate to any such Sub-Committee such of the powers of the Executive Committee (other than the powers to borrow) as the latter may see fit.

Any such Sub-Committee shall in exercise of the powers delegated to it, conform to any relative rules or bye-laws that may from time to time in force.

Any delegation of powers may be revoked by the Executive Committee any time without assigning any reason.

Meetings and proceedings of any such Sub-Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Executive Committee so far as the same are applicable thereto and are not superseded by any rule or bye-law made by the Executive Committee. The quorum of any such Committee or Sub-Committee shall be determined by the Executive Committee at the time of appointing the same.

C9. A **circular resolution** in writing approved by a majority of the Executive Committee Members shall be as valid and effectual as a resolution passed by an Executive Committee meeting. For this purpose, the resolution to be passed shall only contain matters which are ordinary and urgent in nature. However, any resolution passed in this manner shall be presented by the General Secretary at the subsequent Executive Committee meeting for purpose of noting.

C10. The proceedings of all meetings of the Executive Committee shall be recorded in a **Minute Book** and the minutes signed by the Chairman or by the Chairman of the next meeting and shall be deemed to be a true record of the business transacted at the meeting. Meetings and minutes shall be in English. French or Bengali can be acceptable for supporting documents to the minutes.

C11. Duties of the office bearers

The President is the legal representative of the Society. S/he shall preside all general meetings and all committee meeting and be responsible for the conduct of all such meetings in accordance with the statutes and decisions of the General Meeting and of the Executive Committee.

S/he shall sign the minutes of each meeting after they are approved.

S/he recruits and dismisses the employees of the Society upon proposal from the Director.

The vice President shall act on behalf of the President in his/her absence and carry out the duties of the President. She/he is signatory on the bank accounts.

The Director of AFD may be seconded to the Society by the French Ministry of Foreign Affairs. In case he is locally recruited by the EC, he will be so only after agreement from The French Embassy and/or the *Fondation Alliance française* in Paris.

The Director shall perform as the General Secretary of the society and shall do the following, with the assistance of the Secretary:

- i. Manage the society in accordance with the statutes, rules of Society and decisions of the Executive Committee.
- ii. Maintain a Roll of Members according to their respective classes.
- iii. Propose to the President the hiring or dismissal of the service, teaching or administrative staff of the institution.
- iv. Represent the society on the President's authority in all the cases provided for in the statutes or specified by the Executive Committee.
- v. Present the yearly budget and the schedule of activities for approval by the Executive Committee.
- vi. Present the Executive Committee with indicators necessary to the implementation of the schedule of activities and the execution of budget.
- vii. Assist the President and the treasurer in their duties.

The **Secretary**, with the assistance of the Director, shall:

- i. be responsible for all correspondences, documents and papers and keeping a copy of the financial records.
- ii. attend all meetings, and record the proceedings thereat and prepare the minutes.
- iii. prepare notices and documents for all Committee and general meetings.
- iv. be responsible for the proper submission of all documents for filing including the audited accounts of the Association to the Registrar of Joint stock Companies or other relevant Authorities.

The **Treasurer**, with the assistance of the Director, shall:

- i. be responsible for the proper maintenance of the accounts of the Society
- ii. signs the cheques, check the ongoing financial situation of the society
- iii. presents the audited accounts to the AGM.

The Treasurer has complete access to all the financial documents and data of the Society.

D. FINANCIAL MANAGEMENT OF THE SOCIETY

D1. Unless otherwise directed by the Executive Committee all **banking accounts**, deposits and other investments shall be opened, kept and made **in the name of the Society**. All income shall be deposited in a bank approved by the Executive Committee as per the specification of the house rules. Each payment shall be drawn in favour of the Society

D2. The Executive Committee shall have the **management of the funds** of the Society and shall

have power to **invest, lend** or otherwise **deal** with the same and to vary investments from time to time and to incur or sanction such expenditures as it may think necessary and proper. Day to day management shall be delegated to the Director.

D3. The Executive Committee shall have power to **borrow money** for the Society upon such terms as to security and rate of interest as the Executive Committee shall decide.

D4. The Executive Committee shall **maintain true accounts** of all sums of money received and expended by the Society and of all matters in respect of which such receipts and expenditure take place and of the assets credits and liabilities of the Society.

D5. The Director may hold **petty cash** not exceeding at any one time the amount stated in the House rules.

D6. All issued cheque or withdrawal on the Society's account shall be **signed jointly** by any two of the office bearers, including Director. Disbursement exceeding the limit stated in the House rules will require the authorisation of the Executive Committee.

D7. Audit of the accounts : The Accounts of the Society shall be audited once in each year by a firm of Chartered Accountants as may be appointed annually by the Society at the General Meeting. The Executive Committee shall determine the annual fees of the Firm of Chartered Accountants so appointed by the Annual General Meeting.

E. ASSETS, DEEDS, TITLES AND REGULATIONS

E1. All deeds and titles shall be **on the name of the Society** and deposited in its safe box. The removal of the deeds and title from the safe box requires a resolution of the Executive Committee and shall be operated by the Director in the presence of at least two Executive Committee Members.

E2. All decision concerning the **buying, selling and mortgaging** of the immovable properties shall be approved in an Extraordinary General Meeting. Building that may have been acquired with a financial contribution from the French Government of over 50% of its total value shall not be alienated or used for other functions than originally planned without prior approval of the French government in writing.

E3. The Regulations of the Society may be amended by any EGM called for that purpose by the Executive Committee or by 1/10 of the full Membership of the Society. The amendments shall be first forwarded to the *Fondation Alliance française* for approval.

The proposal of amendments shall have been circulated to all Members of the Society through the web site of the Society or any other medium which may be in use from time to time at least thirty days in advance of the General Meeting convened for its amendments.

The EGM shall approved the proposed amendments by a resolution passed by votes of two-thirds of the voting Members present and provided that and so determined by the EC. Such amendments may be accepted by the General Meeting with or without modification.

Any amendment to the rules shall be submitted to the Registrar of Joint Stock Companies and will take effect from the date of approval. New registered regulation along with their translation into French, each page signed and dated by the President, will be sent to the *Fondation Alliance Française* for registration and archiving.

E4. House Rules and Bye-Laws, being consistent with these regulations, may from time to time be made, altered, or rescinded by the Executive Committee.