

TSCF BY-LAWS

Title I – Name, purpose, nature, and duration

Art. 1. The organization is named “The Social Capital Foundation” (acronym: TSCF).

Art. 2. The purpose of TSCF is to contribute to strengthen the social link through the dissemination of knowledge and the generation of awareness around related issues. TSCF includes notably in its scope: the conception and conduct of research-development projects, the conception and conduct of programs for the modernization of governance, the organization of international conferences, and the use of any publication or media in an education objective.

Art. 3. TSCF is a Civil Society Organization (CSO) and a Non-Governmental Organization (NGO). A CSO is a formal organization that is non-governmental, not-for-profit, not representing commercial interests, and pursuing a common purpose in the public interest. An NGO is an international CSO.

Art. 4. TSCF is created for an unlimited time.

Title II – Relationships with third parties

Art. 5. TSCF is an independent institution, free of any other established interest.

Art. 6. TSCF policies and decisions are sovereign and with no recourse.

Art. 7. TSCF does not receive support from governments, nor does it contribute to their funding, directly or indirectly.

Art. 8. TSCF is not for profit and does not stand for any commercial interest, nor does it support any, directly or indirectly.

Art. 9. Should the policies determined by TSCF and those determined by another organization conflict on a particular matter, the policies determined by TSCF shall prevail.

Art. 10. TSCF institutes rules of etiquette and rules of ethics aiming at ensuring appropriate balance and consistency in its relations with its environment and members.

Art. 11. TSCF can perform all actions linked directly or indirectly with its purpose. It can be interested in and support any activity associated with this purpose.

Title III -The Board of Directors

Art. 12. TSCF is led and managed by a Board of Directors (or "Managing Board") composed of 2 members at minimum and 9 members at maximum.

Art. 13. The mission of the Board of Directors is to ensure the perennality and the development of TSCF, and to maintain it into the spirit that presided over its initial creation. It defines a policy in accordance with the general purpose of the institution, implements it, evaluates the results obtained, and takes possible corrective measures.

Art. 14. The Board has the most extensive powers to lead and manage TSCF. It can notably, without prejudice of other powers deriving from the by-laws:

- conclude all acts and contracts,
- negotiate,
- commit itself,
- acquire,
- exchange,
- sell any personal or real estate,
- mortgage,
- borrow,
- conclude short-term leases,
- accept any legacy, subsidy, donation or transfer,
- renounce any right,
- give any delegations to persons of its choice, members or not,
- represent TSCF in court, as a defender or a plaintiff,
- name or dismiss the staff,
- perceive all amounts and values,
- withdraw all amounts and countersigned values,
- open any account to the banks or the Post,
- make on these accounts any operations and notably any withdrawal by check, transfer or other means of payment,
- rent bank strongboxes,
- pay all amounts due by TSCF,
- withdraw from Post, customs, or railways letters, telegrams, parcels, registered letters insured or not,
- collect any postal order as well as postal assignments or invoices.

Art. 15. The Board can, under their own responsibility, delegate the day-to-day administration of TSCF to one of its members or to a third party, should the latter be a TSCF member or not. The beneficiary reports to the Board of all actions he/she takes.

Art. 16. Commitments others than those taken on a day-to-day management basis, are signed, unless there is a special delegation from the Board, either by the President,

or by two Board members, who will not have to prove their powers to third parties.

Art. 17. Board members do not contract personal obligations as a consequence of their position, and are responsible solely for the execution of their assignments. Their mandate is free of charge.

Art. 18. The Board meets three times a year upon notice of the President, and each time at least one Board member requires it. Board meetings can be held virtually.

Art. 19. Decisions are taken at the simple majority of the Board members present or represented, but are preceded by all negotiations necessary to reach unanimous agreement. In case the opinions split, the President, or the Board member who replaces him, has the casting vote. The President, or the Board member who replaces him, has a veto right over all decisions. Any Board Member can be represented by another Board member at the Board meetings. The latter may however not benefit from more than one proxy.

Art. 20. The Board recruits its members through cooption.

Art. 21. Affiliation with an existing political party or religious movement, or militancy in favor of any of these parties or movements, is incompatible with the quality of TSCF Managing Board member.

Title IV - The President

Art. 22. The President of TSCF determines the moral, strategic, and organizational axes of the development of TSCF. He is responsible for the management and the development of the organization. He creates any position he judges useful and assigns organization members to these positions according to their respective skills. He

represents the institution to the media and in all acts of civic life, and is fully empowered to do so.

Art. 23. Should the President be prevented from exerting his mission, his responsibilities are taken on by the Board Member he chooses.

Title V – Funding and donations

Art. 24. The ordinary resources of TSCF come from donations, membership fees, conference fees, honoraria due for research, expertise, consulting, training and assistance services delivered upon request, and any morally acceptable means.

Art. 25. Donors are natural or legal persons who bring funding to TSCF. Donors can become supporting member of TSCF if they express their wish to do so. In this case, donors who are legal persons choose within their organization the natural person who will represent them to TSCF. Candidacies to supporting membership are submitted to the Board for approval.

Art. 26. Beyond a donation threshold, which is for a natural person 800 euros and for a legal person 2500 euros, the specific conditions of the involvement of a donor can be stated by an agreement determining both his rights and his duties.

Title VI – Members

Art. 27. The supporting members contribute to covering the costs through the payment of a membership fee. The active members are supporting members who, at the request of the Board of Directors, take on a specific project within TSCF.

Art. 28. The new applications for membership are circulated among existing members to gather their reactions. The reasons on which the decisions of TSCF regarding applications for membership are based do not need to be stated. There is no recourse. The applicant whose candidacy is rejected may apply again after one year from the date of the decision.

Art. 29. Services delivered to TSCF by members are free of charge. It is only in the case of a particularly heavy, expert work delivered exclusively for TSCF, that the Board of Directors may decide of the principle and amount of a compensation.

Art. 30. The responsibilities of members can cease because of:

- decease of a natural person,
- disappearance or transformation of a legal person,
- written resignation sent to the Board at least three months before this resignation enters into force, the outstanding fees remaining due,
- dismissal decided by the Board of Directors.

Title VII - Duties of Members

Art. 31. Any member acts for the continuity of TSCF and for increasing its radiance. Members network to enhance the reputation of TSCF.

Art. 32. Members are bound to conform to the TSCF regulations (by-laws, codes of ethics, conduct and etiquette). The important decisions as well as the regulatory documents are published in the member area of the TSCF website.

Title VIII – General Assembly

Art. 33. The General Assembly of TSCF includes all members. It is run by the President of the Board or his/her representative. The General Assembly discusses the orientations taken and the strategy carried forward by the Board of Directors to implement them, formulates all useful recommendations, and approves the budgets and the accounts.

Art. 34. A General Assembly is held each time the interest of the organization requires it. It must be held when a fifth (5th) of the donor members require it. Similarly, any proposal signed by a fifth (5th) has to be examined at the General Assembly.

Art. 35. All donor members have equal voting rights at the General Assembly. Orientations are taken at the simple majority of the members present or represented. In case the voices split, the voice of the President or of the Board member who replaces him has the casting vote.

Art. 36. The recommendations of the General Assembly are communicated to all members.

Title IX - Intellectual Property Rights

Art. 37. Any work published by TSCF is submitted to copyright and may not be reproduced, in part or in whole, in any manner and in any medium, unless: the Board of Directors has given his written consent, the names of the authors appear on the work or excerpt, the name of TSCF Editions as a first publication medium appears on the work or excerpt, and no charge is made for this work or excerpt.

Art. 38. The ownership of the website of TSCF, which covers notably the whole set of texts, drawings, images, and software that are contained in it, falls by right to the

founder of TSCF, Dr Patrick Hunout. In case he succumbs, the property of the site will fall to his beneficiaries by right, and the conditions of the present by-laws will be maintained.

Title X - Accounts

Art. 39. The financial year begins on the 1st of January to end on the 31st of December. The Board may choose to elaborate statements consolidated over two or three consecutive years.

Title XI - Dissolution

Art. 40. The dissolution of TSCF can be decided only by TSCF itself. In case of dissolution, the net assets shall be transferred to an institution carrying on an analogous or compatible purpose. The Board of Directors shall determine the precise conditions under which the liquidation and devolution of the endowment of the institution must be settled.