



## **By-laws of the Association**

**Only the French version of this text shall prevail**

LEGAL FORM - NAME - PURPOSE - DURATION – REGISTERED OFFICE

### **Article 1 - Form and name**

An association governed by the law of 01.07.1901 and the Decree of 16.08.1901 has been established by the parties to these By-laws, with the following title:  
Centre de Liaison International de la Maçonnerie Féminine, with the registered acronym C.L.I.M.A.F.

### **Article 2 - Purpose and objectives**

The C.L.I.M.A.F. is an international organisation of women's Masonic Obediences.  
Its objective is to create a forum for its member Obediences for reflection, discussion and even joint action in order to promote the values of universal Freemasonry in general, and women's Freemasonry in particular, as well as the values that derive from democracy.

By joining the C. L. I. M. A. F., member Obediences intend:

- to establish steady links between masons across national borders,
- to promote the conclusion of agreements between Obediences,
- to work together to create women's Obediences, where they do not exist,
- to provide help and assistance during this creation and afterwards if necessary,
- to generate actions under its aegis, to reinforce women's Freemasonry and more generally, to empower women,
- to allow women access to masonry in countries where there is no national women's obedience.

Member Obediences must operate according to the traditional rules of Freemasonry and comply with the By-laws, Preamble, Declaration of Principles and Rules of Procedure of the C.L.I.M.A.F.

### **Article 3 - Duration**

The duration of the C.L.I. M.A.F. is unlimited in time.

### **Article 4 - Registered office**

The registered office is located at 4, cité du Couvent (101, rue de Charonne) - 75011 Paris  
It may be moved by a simple decision of the Council as specified in the Rules of Procedure.  
Ratification by the Ordinary General Assembly will be required.

### **Article 5 - Official languages of the C.L.I.M.A.F.**

The languages used by the C.L.I.M.A.F. are French and English.

## **MEMBERS**

### **Article 6 - Composition of the C.L.I.M.A.F.**

The C.L.I.M.A.F. is composed of:

- a. active members

b. probationary members

Members undertake to pay an annual membership fee, the terms of which are set out in the Rules of Procedure. They also undertake to respect the By-laws, Preamble, Declaration of Principles and Rules of Procedure currently in force.

### **Article 7 – Admission**

An application to join the C.L.I.M.A.F. must be approved by the Council, and is subject to a vote in the Ordinary General Assembly.

### **Article 8 - Resignation, expulsion and exclusion**

Membership is lost through:

a. Resignation.

b. Expulsion: this measure is pronounced by the Ordinary General Assembly by a majority of  $\frac{3}{4}$  for the following three reasons:

1. Non-payment of the previous year's contributions, after two reminders are sent by registered post with acknowledgement of receipt and one month apart.

2. Non-renewal of probationary membership after the time limit set, in accordance with the Rules of Procedure.

3. Unjustified absence: when an active or probationary member no longer attends meetings or the ordinary General Assembly of the C.L.I.M.A.F. for three years without any apology or valid reason.

c. Exclusion is pronounced for a serious reason implying non-compliance with the By-laws, Preamble, Declaration of Principles, or Rules of Procedure.

## **ADMINISTRATION – OPERATION**

### **Article 9 - Composition of the Council**

The C.L.I.M.A.F. Council consists of representatives of active member Obediences in good standing, and appointed by them in accordance with the Rules of Procedure.

The term of office of Council members is one year, renewable for a maximum of six consecutive years.

### **Article 10 - Powers of the Council**

a. The Council is the executive arm of the C.L.I.M.A.F. and meets at least 3 times a year, including the meeting held just before the General Assembly. (see Article 13).

b. It rules validly by a simple majority when  $\frac{2}{3}$  of its members are present.

c. It manages and administers the accounts and budget.

d. It ensures compliance with the By-laws, Preamble, Declaration of Principles and Rules of Procedure.

e. It decides in advance on the amount of financial commitments connected with the activities of its members in the exercise of their mission within the C.L.I.M.A.F.

f. It is responsible for the organisation of the Ordinary General Assembly.

g. It submits an annual progress report on its activity, the status of the accounts and presents the provisional budget to the Ordinary General Assembly.



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- h. It convenes General Assemblies.
- i. It proposes the composition of the Bureau, which is ratified by the Ordinary General Assembly.

### **Article 11 - The Bureau**

The Council appoints from among its members:

1. A President
2. A Vice-President
3. A Secretary
4. A Treasurer

The term of office of the members of the Bureau shall be one year, renewable for a maximum of six consecutive years.

The functions of the Bureau may not be cumulative.

The details of functioning of the Bureau are described in the Rules of Procedure.

### **GENERAL ASSEMBLIES**

#### **Article 12 - Composition of the Ordinary General Assembly**

The Ordinary General Assembly consists of representatives appointed by the active member Obediences, in accordance with the Rules of Procedure.

#### **Article 13 - Convening the Ordinary General Meeting**

The Ordinary General Assembly must be convened by the Council once a year, between mid-January and mid- February, and preferably in a different country every year.

#### **Article 14 - Convening the Ordinary General Assembly**

The written summons to the Ordinary General Assembly shall be sent by the Bureau, together with the agenda, one month before the date fixed for its meeting.

#### **Article 15 - Orderly conduct of the Ordinary General Meeting**

On the day of the Ordinary General Assembly, the Bureau shall verify credentials. It draws up the list of voters present or represented, based on the attendance list and credentials.

Any modification of the agenda is submitted to the Ordinary General Meeting for approval.

Only representatives of active member Obediences who have paid their dues may vote.

Only representatives of the active member Obediences duly appointed and duly instructed have the right to vote. They may be represented by a member of the C.L.I.M.A.F. Council, with a dated and signed proxy.

#### **Article 16 - Voting procedures at the Ordinary General Assembly**

The Ordinary General Assembly only votes on points on the agenda and mentioned in the summons.

All decisions at the Ordinary General Assembly shall be taken by a simple majority of the votes cast by members present or represented, except in the following cases:

Decisions of the Ordinary General Assembly that require a majority of the  $\frac{3}{4}$  members' votes are:

1. Admission of active and probationary members.
2. The expulsion or exclusion of active or probationary members.
3. Reinstatement of members.

Special case:

The election of the Bureau requires a majority of  $\frac{3}{4}$  in the first and second rounds of voting and a simple majority in the third round.

#### **Article 17 - Powers of the Ordinary General Assembly**

The Ordinary General Assembly, which is the decision-making body of the C.L.I.M.A.F., has the following powers:

- a. To elect the Bureau members, as proposed by the Council.
- b. To approve the minutes.
- c. To approve the activity report, the accounts for the past financial year and the budget, which are submitted to it annually.
- d. To determine the bases of calculation for establishing the amount of dues paid by active member and probationary Obediences.
- e. To decide on establishing new relationships with Obediences or other organisations.
- f. To elect an Auditor from among its members, with the exception of the Council members.

#### **Article 18 – Exceptional General Assembly**

If necessary, or if three active member Obediences so require, the Council shall convene an exceptional General Assembly, in accordance with procedures defined in Article 16 of these By-Laws. The summons to the Exceptional General Assembly must be sent by the Bureau, in writing, together with a draft agenda, one month before the date fixed for this meeting.

#### **Article 19 - Extraordinary General Assembly**

The Extraordinary General Meeting shall only rule on the items on the agenda indicated in the summons, i.e. the amendment of the By-laws, dissolution or liquidation.

#### **Article 20 - Rules of Procedure**

The Rules of Procedure are defined by the Council.

These rules are intended to specify the various points not provided for in the By-laws, as well as the procedures to be respected.

These rules may provide any adjustments or clarifications necessary for the proper functioning of the C.L.I.M.A.F. as long as they do not contravene any of the provisions of the By-laws.

### **FINANCIAL RESOURCES**

#### **Article 21 – Resources**

The resources of the C.L.I.M.A.F. are:

- (a) Dues paid by active and probationary members.
- (b) Donations in kind.



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(c) Proceeds of sales of products and services.

(d) Any other financial contribution.

The annual fees of active and probationary members are set by the General Assembly.

### **DISSOLUTION - WINDING UP**

#### **Article 22 - Dissolution**

When only two members constitute an ordinary General Assembly, the dissolution of the C.L.I.M.A.F. is automatically declared.

The dissolution is declared by a majority of  $\frac{3}{4}$  of the representatives of active member Obediences.

#### **Article 23 - Winding-up**

In the event of dissolution of the C.L.I.M.A.F., the Extraordinary General Assembly shall appoint one or more liquidators.

The proceeds of the liquidation shall be vested in an organisation (or organisations) with a similar purpose and expressly designated by the Extraordinary General Assembly.

Under no circumstances may active or probationary members of the C.L.I.M.A.F. claim all or part of its assets.

#### **Article 24 - Jurisdiction**

The Court of Jurisdiction of the C.L.I.M.A.F. is in Paris.

These By-laws supersede all previous versions. They were duly approved by the Ordinary General Meeting of January 2014.

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