

# **Rules of Procedure of the Kacheu Medical Foundation**

**Article 1:** The KACHEU MEDICAL FOUNDATION is a non-profit association, apolitical and secular. These internal regulations set out the terms and conditions of its operation.

## **Article 2: Internal functioning**

- a) Members of the Foundation are prohibited from using and exploiting the documents, headquarters and other property of the Foundation for personal purposes.
- b) The creation by a member of an association with the same objectives de facto entails his resignation from the present Foundation.
- c) The Foundation operates according to governance standards universally recognized (transparency, integrity, obligation to render account and non-instrumentalization, respect for gender, respect for laws of the Republic) and all its members and persons involved in its activities undertake to observe them.

## **Article 3: Implementation of the Foundation's activities**

- a) The activities of the Foundation are carried out by its members or by recruited staff.
- b) They are implemented under the supervision of the Board of Directors.
- c) Under the supervision of the Chairman of the Board of Directors, the Executive Director ensures the daily planning, implementation and monitoring / evaluation of the Foundation's activities;
- d) The Chairman and the Executive Director report to the Board of Directors during its statutory meetings or through other agreed means.

## **Article 4: Rights and obligations of members**

### **1. Members' rights**

- Members have the right to be informed, to be involved and to participate in the activities of the Foundation;
- They can, in a spirit of peace and construction, formulate their opinions or opinions on its activities and its progress.

### **2. Duties of members**

- Participate in its activities;
- Meet their financial obligations;
- Observe an obligation of loyalty and reserve;
- Contribute to ensuring the cohesion of the Foundation;
- It is forbidden for any member to adopt an attitude that could tarnish the brand image of the Foundation and its members;
- Respect the Foundation's code of ethics.

## **Article 5: Faults and sanctions**

### **a) Faults**

These include:

- Any breach of its associative obligations;
- Any unjustified absence from meetings and organized activities of the Foundation;
- The misappropriation or improper use of Foundation property;
- Taking a position contrary to the ideals and objectives of the Foundation;
- Failure to respect the commitments made by the Foundation;
- Any attitude contrary to the associative spirit and cohesion;
- Any instrumentalization of the Foundation for political purposes.

### **b) Sanctions**

The penalties provided for in the event of misconduct are:

- Warning;
- Blame;
- Temporary exclusion;
- Cancellation, in the event of gross negligence duly noted by the Board Administration.

## **Article 6: Automatic loss of membership**

Any person automatically loses the membership of the Foundation who voluntarily refuses to participate in its activities for a period of two years.

## **Article 7: Resignation**

In the event of resignation of a member, the respective person loses all its rights and cannot claim any refund of contributions made.

## **Article 8: Settlement of disputes**

Disputes between members of the Foundation are settled by the Committee. Disputes that cannot be solved by the Committee are settled by way of conciliation or mediation.

## **Article 9: Appointment of a 3rd member of the Board of Directors**

A 3rd member of the Board of Directors is elected for a term of 4 years renewable. The vote is unanimous by the two members of the Council. The following conditions must be fulfilled by the applicant:

- Be part of the permanent staff of the Foundation (Executive Management);
- Have at least one year of seniority;
- Be honest, hardworking and loyal to the Foundation;
- Be proposed jointly by the Executive Director and a member of the Board.

## **Article 10: Retroactivity**

No provision of these articles of association or constitution or resolution has retroactive effect.

**Article 11:** Any member of the Foundation as well as any new member undertakes to scrupulously respect these internal regulations.

**Article 12:** These internal regulations may be amended at the initiative of 2/3 of the members of the Foundation and for reasons considered serious.

**Adopted by the General Assembly on July 01, 2016**

## **MINUTES OF THE CONSTITUTIVE GENERAL MEETING OF THE KACHEU MEDICAL FOUNDATION**

In the year two thousand and sixteen and the 1st of July, the founding members of the KACHEU Medical Foundation met in Yaoundé for its constitutive General Assembly.

The agenda for said meeting provided:

- The clarification of the association's objectives and its structure;
- The adoption of the draft statutes;
- The establishment of the provisional office of the association.

Started at 2 p.m., the GA's work was completed at 7 p.m.

At the end of the work, the following resolutions were taken:

1. The statutes of the Foundation and its internal regulations have been adopted as of July 1, 2016.
2. Dr. KAGMENI Giles and Dr. CHEUTEU TSANE Raoul Edgard are invested with status of founding members.
3. Dr. CHEUTEU TSANE Raoul Edgard has been appointed Executive Director in part of the provisional office and was responsible for initiating the procedure declaration of the Foundation in associative form.
4. A provisional office consisting of the following persons has been set up:
  - Chairman of the Board of Directors: Dr. KAGMENI Giles;
  - Vice-Chairman of the Board of Directors: Dr. CHEUTEU TSANE Raoul Edgard;
  - Responsible for the Disciplinary and Conflict Arbitration Council: Ms. DONGMO FANGUE Beatrice;
  - Provisional Executive Director: Dr. CHEUTEU TSANE Raoul Edgard;
  - Statutory Auditor: Ms. YONGUE NDJASSAP Arielle.

The 3rd member of the Council will be elected after the entry into office of the Foundation.

**Done in Yaoundé, July 01, 2016**