

STATUTES

OF THE KACHEU MEDICAL FOUNDATION

Preamble

With this preamble, the founding fathers of this association want to show the context, the history that preceded its creation.

There was a meeting in 2011 between Dr. Giles KAGMENI and Dr. Raoul Edgard CHEUTEU following a training seminar for ophthalmologists from Africa organized by the DAAD in Yaoundé, Cameroon. Dr. Giles KAGMENI suggested to Dr. Raoul Edgard CHEUTEU, who had 10 years less experience than him and was preparing to return to Cameroon, to set up a specialized eye center with him in Yaoundé based on what is being done in Germany.

Considering this opportunity, Dr. Raoul Edgard CHEUTEU returned to Cameroon and settled in Yaoundé on April 23, 2012;

Dr Giles KAGMENI had previously chosen a building which currently houses the eye clinic they have set up;

The eye clinic is in collegial administration with 50% of the shares each.

After the first year of cooperation, a branch clinic was set up on July 20, 2013 in a remote area of the country, the Ophtalmology Center in Ambam.

A strong commitment to the social sector through the care of disadvantaged patients in cooperation with the German organization Augenhilfe Afrika began.

There was a determination to pursue the challenges ahead of us in the fight against blindness and its root causes, taking into account the limited financial resources available to fight blindness in ophthalmic care.

In an effort to promote their vision and act in the purely social interest, the members of these statutes agree to create a medical basis subject to the Cameroonian Law of 1990 on Freedom of Association and the international conventions ratified by Cameroon. This association is apolitical and non-profit.

TITLE I: NAME, PURPOSES AND REGISTERED OFFICE

Article 1: Name

The association covered by these statutes is called "KACHEU MEDICAL FOUNDATION". This denomination results from the family names of the two founders which are KAGMENI (Dr. KAGMENI Giles) and CHEUTEU (Dr. CHEUTEU TSANE Raoul Edgard). The founding members agree that the Foundation cannot change its name in recognition of this fact.

Article 2: Goals

The goals of the foundation are:

(1) To provide medical and surgical assistance to populations in need, especially to those most in need;

(2) To promote and organize at national or even international level:

- The organization of ophthalmological consultation campaigns and eye surgeries;
- The organization of conferences, colloquiums and symposia;
- The provision of glasses, prostheses and drugs;
- The organization of awareness campaigns, advocacy and donations, etc.;
- The activities of organizations relating to the health of persons in general and particularly poor ones;
- Education against plagues and poverty by
 - o Quality care on a voluntary basis for the indigent and the disabled
 - o Primary health care;
- The establishment, management and development of medical, pharmaceutical, social and educational facilities;
- Cooperation with other national and international organizations by the establishment of cooperation and partnership agreements;
- Any scientific activity and continuing education and retraining activities related to objects indicated above;
- Professional events at the national and / or international level: congresses, seminars, exhibitions, symposiums allowing professional and inter-professional exchanges between the various health professions;
- Events for the benefit of works and humanitarian organizations in Cameroon, Central Africa and in other countries;
- Promotion of medical ethics and development of scientific exchange between Cameroon and other countries;

(3) To create and edit various medical communication media such as

- Newspapers;
- Journals;
- Letters and other audiovisual aids, etc.

(4) To find and contact any organization or legal person capable of working for the development of the Foundation.

Article 3: Head office and duration

The foundation is set to run for 99 years and is renewable. The Foundation has its headquarters in Ambam. This seat can be transferred to another city by decision of the Board of Directors. The Foundation has a national vocation and will exercise its activities throughout Cameroon.

It can, by decision of the Board of Directors, create branches in other towns in Cameroon, notably in the towns of Ambam, Bertoua and Mora etc.

TITLE II: QUALITY OF MEMBER, MEMBERSHIP, CANCELLATION

Article 4: The Association is made up of

- Founders
- Benefactor members
- Active members.

Founding members of the Foundation are the Doctors CHEUTEU TSANE Raoul Edgard and KAGMENI Giles.

Benefactor members are those who pay a contribution equal to at least ten (10) times the annual subscription of active members.

Active members are those who pay the annual subscription set by the Board of Directors.

Article 5: Membership

(1) Conditions: To be a member, you must:

- Be sponsored and presented by two members of the foundation including at least one founding member or the founding president;
- Send a written request accompanied by a detailed and updated curriculum vitae to the board of directors.

(2) Commitments: Being a member of the KACHEU Medical Foundation means engage yourself to:

- Do not use the foundation or the name of the foundation to receive personally remuneration or profit in whatever form that is;
- Not to receive any remuneration for the functions entrusted by the Board of Directors, the Executive Secretariat or any other body, may it be either permanent or temporary
- Do not use the foundation for the purpose of political promotion;
- Respect human rights;
- Do not discriminate racially, socially, religiously, etc.

Article 6: Loss of membership

Apart from the founding members, the other members may lose their membership under the following conditions:

- By death;
- By resignation addressed to the Board of Directors;
- By radiation pronounced as a precaution by the Council administration for serious reasons defined by the Internal Regulations;
- In the event of non-payment of the contributions for one year and three months after an unsuccessful reminder;
- For non-payment of debts contracted with the KACHEU Medical Foundation, after a formal notice of 3 (three) months remained unsuccessful;

- The decision to strike off taken by the Council administration must be notified to the member concerned within 15 days, from the date of pronouncement;
- An appeal remains open for the concerned person at the next session of the General Assembly following the notification of the delisting.

TITLE III: BODIES OF THE ASSOCIATION

Article 7: The Association comprises the following bodies

- The General Assembly;
- The Board of Directors;
- The Disciplinary and Conflict Arbitration Council;
- The Executive Director.

Article 8: The General Assembly

a) The General Assembly is the sovereign body of the Association. It is composed of active members, benefactor members and founding members.

b) The General Assembly meets in ordinary session once every two (02) years at the invitation of the Chairman of the Board of Directors, following a deliberation of the said council;

- It gives its opinion on the choice of the staff representative within the Board of Directors and approves the composition of the Board of discipline and conflict arbitration;
- It receives the various reports (moral and political general report, management report, report on financial situation, technical report);
- It approves the accounts and balance sheets for the financial years according to the report of the Statutory Auditor;
- It adopts the agenda and deliberates on the issues that are relevant to it submitted by the Board of Directors. Only the items on the agenda can be discussed;
- It appoints the Statutory Auditor, on a proposal from the Board administration.

The quorum required for the holding of an ordinary or extraordinary General Assembly meeting is half of the active members.

Article 9: Extraordinary General Assembly

If necessary, the president can convene an Extraordinary General Assembly, following the formalities provided for in Article 9. It can also be convened by 2/3 of the active members for an objective reason considered serious.

Article 10: Representatives of organizations linked to the Association by conventions, personalities from outside the Association.

One delegate per partner organization may be invited to the sessions of the General Assembly as an observer.

Observers do not participate in the vote during deliberations.

Article 11: Board of Directors

The Association is administered by a Board of Directors of three (03) members including:

a) The two founding members;

b) A member representing the staff of the Association

1. With the exception of the founding members, the other member of the Board is elected for a period of four years. The mandate is renewable.
2. The internal regulations specify the terms of designation and renewal of the non-founding member of the board;
3. With the exception of the two founding members, the third member of the Board of Directors may lose his or her Board member status for any reason determined by the Board of Directors;
4. In the event of death, resignation, permanent incapacity or dismissal of this member of the Board of Directors, his or her replacement takes place within two months.
5. In case of impediment, a member can give mandate to another member to represent him or her. A member can only hold one mandate.

Article 12: The powers of the Board of Directors

The Board of Directors meets once a month, convened by chairman or at the request of two-thirds of its members. The board Administration is informed by the President of all technical problems, administrative and financial matters relating to the smooth running of the Foundation. The board of Administration is vested with the broadest powers to act in all circumstances on behalf of the foundation. In particular, it has the following powers:

- It controls the strategic orientation policy of the Foundation and its functioning;
- It discusses, votes on the budget and reports to the General Assembly on its management;
- It adopts the consolidated accounts and balance sheet for each fiscal year subsequently approved by the General Assembly;
- It appoints and dismisses the Executive Director, by vote under the conditions provided for by these statutes. It ensures recruitments, appointments, transfers and dismissals of executives including the Executive Director;
- It may entrust the Chairman, any member of the Board of Directors or any external consultant any mandate it deems appropriate, unspecified moreover in these statutes;
- It proposes to the General Assembly the appointment of the Commissioner for Accounts.

THE CHAIRMAN OF THE BOARD OF DIRECTORS

New Article 12: The powers of the Chairman of the Board of Directors

- He or she chairs the meetings of the Board of Directors and the General Assemblies;
- He or she represents the association in justice and in all acts of civil life;
- He or she must ensure that the Board of Directors ensures the control of management of the Association led daily by the Executive Director;

- He or she spontaneously and unexpectedly performs the checks he or she judges timely and can obtain any documents it deems useful for the accomplishment of the mission;
- On the proposal of the Executive Secretary and after approval by the Council Administration, he or she recruits the executives, appoints, transfers, dismisses, in compliance with the law and the conditions provided for in the internal regulations, the chiefs of establishments, central managers and other senior technicians and agents working on behalf of the Foundation;
- He or she can delegate all or part of his or her powers under the conditions set by the internal regulations.
- The President is elected by all the members of the Board Administration.
- He or she is assisted by the Vice-President in carrying out his or her responsibility.

Article 13: Vacancy of the director's seat and end of function

In the event of vacancy of one or more directors' seats, their replacement will be on the agenda of the next General Assembly.

Article 14: With the exception of resignation, dismissal or death, the duties of the directors end at the end of the General Assembly which has decided on the conduct of the financial year and is held in the year in which their term of office expires. In the event of resignation, however, the director remains responsible for the actions carried out in the course of his or her management.

Article 15: The chairmanship functions are not paid. Only the costs actually incurred in the Board meetings or assignments commissioned by the Board will be reimbursed.

Article 16: Representation of the Foundation

The President represents the Foundation in all acts of civil life.

He or she may give delegation under the conditions set by these statutes.

He or she can only be represented in court by an authorized representative who is subject to a special power of attorney.

The representatives of the foundation must enjoy the full exercise of their civil rights.

THE DISCIPLINARY AND CONFLICT ARBITRATION COUNCIL

Article 17: Members of the Disciplinary and Conflict Arbitration Council are elected by uninominal ballot, by a simple majority of votes by the General Assembly.

Article 18: The Disciplinary and Conflict Arbitration Council

The Disciplinary and Conflict Arbitration Council is made up of 3 (three) members. It has jurisdiction:

- Examine beforehand the membership applications for KACHEU;
- Investigate and settle any conflict arising from the functioning of the Bodies of the Association.

The meetings of the Disciplinary and Conflict Arbitration Council take place a few days before those of the ordinary General Assembly. They can also be held on demand once a conflict is reported.

TITLE IV: THE STATUTORY AUDITOR AND COMMISSIONS

Article 19: The Statutory Auditor is appointed in accordance with Article 11 of these statutes and OHADA provisions in this area.

Article 20: The auditor confirms that the summarized annual financial statements are correct and fair and give a true and fair view of the business results of the past financial year as well as the financial position of KACHEU at the end of this financial year.

The Statutory Auditor's permanent mission is to verify the values and accounting documents of KACHEU and to control the compliance of the accounts of KACHEU in accordance with the rules in force. He or she must at no time interfere in the management of KACHEU.

The Statutory Auditor must be convened to the meeting of the Board of Directors which approved the accounts and the balance sheet for the fiscal year. At this meeting he presents his or her report.

Article 21: The fees of the Statutory Auditor are fixed by the Council Administration.

COMMISSIONS

Article 22: KACHEU can set up specialized study committees to provide relevant advice on matters that can be referred to the Board of Directors or the Director in an advisory capacity.

Their skills and composition result from the resolutions of the board of directors commissioning them.

The committees appointed by the Board of Directors only need to know and investigate current or short-term problems. They are modified by the authority who created them and will be disbanded once their mission is over.

TITLE V: FINANCIAL PROVISIONS

Article 23: The Association's resources come from:

- Membership fees, donations and bequests;
- The product of its activities;
- Income generated by its movable and immovable property;
- State subsidies;
- Contributions from supporters;
- Contributions from partners;
- Borrowings;
- The recovery of debts;
- Any other source of income authorized by law and the statutes of the Foundation.

TITLE VI: MODIFICATION OF STATUTES, DISSOLUTION AND LIQUIDATION

Article 24: The statutes can only be modified on the proposal of the Council of Administration at the regularly convened Extraordinary General Meeting.

The latter can validly deliberate only in the presence of at least half (1/2) active members.

When the quorum is not reached, the Extraordinary General Meeting is summoned again, at most one month apart, and this time it can validly deliberate, regardless of the number of members present or represented.

Article 25: Any modification of the statutes will be made before a Notary and will be notified to the administrative authorities of the headquarters of KACHEU.

Article 26: The extraordinary General Assembly called for a resolution on the dissolution of the association, which was convened specifically for this purpose, must consist of at least $\frac{3}{4}$ (three quarters) plus 1 (one) of the incumbent members. If this percentage is not reached, the meeting will be convened again one month later and can effectively deliberate regardless of the number of members present.

In all cases, the dissolution can only be voted on with a two-thirds majority (2/3) of the members present or represented.

In the event of dissolution, the General Assembly appoints one or more auditors who regulate and settle the assets and liabilities of the association. They allocate the net assets to one or more associations that are classified or recognized as charitable and pursue a similar purpose.

Article 27: Any disputes that arise from the execution of these statutes with a member of KACHEU must first be heard before the Disciplinary and Conflict Arbitration Council in order to find an amicable solution. In the event of failure, the dispute can be heard in the high court of the registered office of the association.

Article 28: Liquidation of property

(1) In the event of dissolution, the General Assembly appoints one or more commissioners responsible for the liquidation of the assets of the foundation.

(2) It allocates the net assets, if any, to recognized private institutions of public utility, or possibly to declared associations, having a similar object.

Article 29: Miscellaneous and final provisions

(1) The Chairman on behalf of the Board of Directors is responsible for fulfilling the declaration and publication formalities.

(2) The President or the Executive Director is required to make known within three months to the administrative authorities all important changes that have occurred at the head of important bodies (Board of Directors, Executive Secretariat) of the foundation during important meetings.

(3) The competent court for any action concerning the foundation is that of the headquarters, when it comes to contracts with institutions in other jurisdictions.

(4) These statutes are binding on all members.

Article 30: Rules of procedure

The rules of procedure regulate the functioning of the foundation and its organs.

Adopted by the General Assembly on July 01, 2016