



CONSTITUTION INTERNATIONAL CLUB OF RABAT - ICOR

CHAPTER I LEGAL NATURE, NAME, ADDRESS, AND DURATION

ARTICLE 1 - LEGAL NATURE

The entity in question is established by the members who have registered and any other persons who will register subsequently, as a non-profit association based on the present constitution and governed by the legislation in force for similar organizations, in accordance with the provisions of Dahir n° 1-58-376 of November 15, 1958, as amended and supplemented by Law n°75-00 promulgated by Dahir n°1-02-206 of Joumada I 1423 (July 23, 2002), as well as by the general principles of the law applicable to contracts and obligations.

ARTICLE 2 - NAME AND LOGO

The association takes the name "INTERNATIONAL CLUB OF RABAT" and its acronym is "ICOR".

The logo of the association is the following:



The colors of the logo are green (Pantone 361C), white and blue (Process Blue C).

ARTICLE 3 - ADDRESS

ICOR is located at the following address:

% Rooster Gourmand S.A.R.L
Résidence les Camélias
Mag Numéro 2
Hay Riad, Rabat

It may be transferred to any other location by a unanimous decision of the Board of Directors, ratified by the next ordinary General Meeting, and will be communicated to the headquarters of the local administrative authority.

ARTICLE 4 - DURATION

ICOR is established for an unlimited period of time, starting with the date of approval of this constitution.

It will be terminated by decision of the extraordinary General Meeting, the conditions of which are set out in article 16.

CHAPTER II OBJECTIVES

ARTICLE 5 - OBJECTIVES

ICOR is an English-speaking non-profit social club for men and women whose goals are:

- a. To help short and long term internationals acclimatize and integrate into their host country;
- b. To help Moroccans, who are returning after spending an extended consecutive period abroad, to connect with internationals;
- c. Promote local culture;
- d. Engage with the local community;
- e. To bring added value to its members through activities and actions.

The specific purposes are defined in article 1 of the Bylaws.

CHAPTER III MEMBERS, RIGHTS, DUTIES AND LOSS OF MEMBERSHIP.

ARTICLE 6 - ACQUISITION OF THE QUALITY OF MEMBER AND CATEGORIES

ICOR has the following membership categories :

FOUNDING MEMBERS: Members who reside in Morocco or have resided in Morocco during the founding of the association, and who are identified as such in the Bylaws.

HONORARY MEMBERS: Honorary members are those who are recognized as such by an absolute majority by the General Assembly due to merits gained for the benefit of ICOR. Honorary members may not be members of the governing bodies. They are exempted from the payment of membership fees and do not have the right to vote. They are admitted for a period of one year. ICOR may accept a maximum of 3 honorary members in any one year.

ACTIVE MEMBERS: Any foreigner who wishes to become a member of the association and who is English-speaking may do so by paying the annual

membership fee, the amount of which is set by the Bylaws. The association is also open to Moroccans returning after an extended stay abroad (minimum 3 consecutive years), but the percentage of this group of members must not exceed 25%. All members must have their residence in Rabat during the time of their membership. All potential members must complete a membership form which will be subject to a selection process.

The Board of Directors may deny membership to an applicant, upon reasonable notice and without being obliged to provide explanations to members due to the privacy of the denied member.

The definitions and conditions for the three categories are specified in the Bylaws, articles 2, 3 and 4.

ARTICLE 7 - DUTIES OF MEMBERS

The duties of the members are as follows:

- a. Comply with the provisions of the Constitution, Bylaws and resolutions of the General Meeting or Board of Directors;
- b. Regularly attend the meetings of the General Assembly;
- c. To publicize the activities of the association, broaden its scope of action and participate in its development;
- d. Carry out the responsibilities and tasks entrusted to it by the General Assembly or the Board of Directors, within the framework of its activities and objectives;
- e. To pay in full and on time the membership fee or contributions set by the General Assembly or the Board of Directors.

Details regarding the duties and responsibilities of members are described in the Bylaws, articles 5 and 15.

ARTICLE 8 - RIGHTS OF MEMBERS

The rights of active members are as follows :

- a. Attend the General Meeting, with the right to speak and vote according to the principle of one vote per family. To participate in the General Meeting and have the right to speak and vote, members must have paid their membership fees.
- b. To elect and be elected in the governing bodies provided for in this constitution. These rights do not apply to founding members and honorary members;
- c. Participate in all the activities of the association.

Details regarding membership rights are described in the Bylaws, article 5. Further specifications regarding membership privileges are made in articles 12, 13, 14.

ARTICLE 9 - LOSS OF MEMBERSHIP

Membership in ICOR is lost for one of the following reasons :

- a. Voluntary resignation accepted by the Board of Directors;
- b. End of stay in Morocco;

- c. Failure to comply with the duties imposed by the Constitution and Bylaws of the association, or carrying out actions harmful to the interests of the association;
- d. Non-payment of the annual membership fee;
- e. Death.

The decision to expel a member referred to in paragraph c. must be considered by the Board of Directors and this request must have been supported by a majority of the Board. If the misconduct is not serious, a suspension may be applied by the Board of Directors for a period of time determined at its discretion by majority vote.

The member concerned has the right to present their case to the General Assembly, if they contest the decision taken. After examination of the case submitted, the General Assembly takes a final decision by majority vote.

Paid membership dues are non-refundable.

CHAPTER IV

ADMINISTRATION AND OPERATION

ARTICLE 10 - GOVERNING BODIES

For its administration, ICOR has the following bodies at its disposal :

- a. General Assembly;
- b. Board of Directors composed of the three executive positions, the Vice-President, two Activity Committee chairs, the Membership Committee chair and the Marketing and Communication Committee chair. The executive positions are the President, the Secretary General, the Treasurer as demanded by the Moroccan authorities and they are representing the association to the Moroccan authorities;
- c. Working committees appointed by the Board of Directors.

ARTICLE 11 - GENERAL MEETING

The Annual General Meeting of members is the highest authority of the association. It meets once a year, in May, on an ordinary basis to elect the members of the Board of Directors and to approve the accounts of the outgoing Board.

ARTICLE 12 - CONVENE THE GENERAL MEETING

The Board of Directors convenes the Annual General Meeting in writing 10 working days in advance, setting the day, place, time and proposed agenda. Only the items indicated on the agenda may be decided upon.

ARTICLE 13 - QUORUM

The quorum of the Annual General Meeting is half plus one of the active members. If the quorum is not reached, a new meeting will be held to deliberate by a majority of the members present.

ARTICLE 14 - PROXY VOTING

In the event that a voting member cannot be present at the Annual General Meeting, a written proxy may be given to be represented by another active member. A member cannot be granted more than 2 proxies.

ARTICLE 15 - MANDATES OF THE GENERAL ASSEMBLY

The mandates of the General Assembly are as follows:

- a. To elect by candidate list the members of the Board of Directors, for a period of minimum one and maximum two years (cf. art.18);
- b. Declare and set membership dues or quotas;
- c. To approve the budgetary executions and the general balance for each financial year, presented by the Board of Directors;
- d. Present the general expenditure budget;
- e. Delegate or grant, upon request, extraordinary powers to the Board of Directors;
- f. To transact any other business as the General Assembly may deem appropriate.

ARTICLE 16 - EXTRAORDINARY GENERAL MEETING

The General Assembly may also meet in an extraordinary session when the Board of Directors deems it necessary or when it is convened by a quarter of the members having the right to speak and vote.

The quorum for taking decisions is two thirds of the members with voting rights. The call will be made when the Board of Directors deems it necessary, with 10 working days advance notice, including the agenda.

CHAPTER V BOARD OF DIRECTORS

ARTICLE 17 - COMPOSITION

The Board of Directors is composed of 8 members who sit for a period of minimum one year and maximum two years, as follows: President, Vice-President, General Secretary, Treasurer, Activity Committee Chairs (2), Membership Committee Chair and Marketing and Communication Committee Chair.

The following composition must be respected:

- a. Minimum 2 members are international - long-term;
- b. Minimum 2 members are international - short-term;

- c. Minimum 1/Maximum 2 member(s) is/are Moroccan;
- d. Minimum 1 member is a man;
- e. Minimum 1 member is a woman.

In the absence of new candidates, the members of the Board of Directors may stand for re-election for a further period of up to two years, except for the President and the Treasurer for whom the maximum is two years in total in that position. Any member of the Board of Directors may stand for another position to a maximum of four consecutive years.

Following the principle of one vote per family, only one member per family can be represented on the Board of Directors during the same period.

The specifications are described in article 6 of the Bylaws.

ARTICLE 18 - ELECTIONS

The President forms an Election Committee with three members, who are not standing as candidates.

Candidates for positions on the Board of Directors shall be organized in a candidate list to be presented for election at the Annual General Meeting convened for this purpose.

The specifications are described in article 7 of the Bylaws.

ARTICLE 19 - RESIGNATION OR ENDING OF MANDATE

The position on the Board of Directors is lost due to resignation accepted by the other members of the Board or at the end of their stay in Morocco. A member of the Board of Directors who does not attend 3 meetings without a valid excuse, accepted by the other Board members, will be excluded. In either case, the Board of Directors shall have the option to fill the vacancy. In the event that one of the functions of the Executive Board (President, Secretary General, Treasurer) is vacated, an ad hoc Committee will be formed, which within one month will convene a new Extraordinary General Meeting for the election of these members of the Board.

ARTICLE 20 - MANDATES OF THE BOARD OF DIRECTORS

The main mandates of the Board of Directors are as follows :

- a. Convene the General Assembly at ordinary and extraordinary sessions;
- b. To develop projects and activities aimed at achieving the objectives of ICOR, to study and approve expenditures and donations related to these projects or activities and to report to the General Assembly;
- c. Execute or have executed the decisions of the General Assembly;
- d. To prepare the budget for the expenses of ICOR and submit it to the General Assembly for consideration;

e. To submit the balance sheet and the income and expenditure accounts of ICOR, duly approved by the treasurer, to the General Assembly for examination.

Other mandates are defined in the Bylaws, article 8.

ARTICLE 21 - DUTIES OF THE MEMBERS OF THE BOARD OF DIRECTORS

The PRESIDENT is the legal representative of ICOR in all acts, events and before any public or private legal entity;

The SECRETARY GENERAL ensures consistent and transparent administration;

The TREASURER ensures the consistent and transparent management of the funds of ICOR, prepares the annual budget and regular reports on the finances of the association.

The VICE-PRESIDENT represents the President when necessary and can sign in his/her place, can replace any member of the Board of Directors and carries out any other action indicated by the General Assembly or the Board of Directors.

The ACTIVITY COMMITTEE CHAIRS (2) ensure the preparation of the planning of activities (annual, half-yearly or quarterly) and coordinate the cooperation between the sub-committees responsible for the planning of activities in the different areas.

The MARKETING AND COMMUNICATION CHAIR manages all internal and external communications and ensures that all promotional material complies with the association's standards.

The MEMBERSHIP CHAIR manages the entire membership process and is responsible for contact with members.

More detailed specifications of the mandates are defined in the Bylaws, article 9.

ARTICLE 22 - MEETINGS AND DELIBERATIONS

The Board of Directors must meet at least nine times a year. In order to have a quorum and be able to resolve voting matters, a minimum of five members of the Board of Directors must be present (physically or virtually). The majority is 50% plus 1 of the entire Board is required to pass a vote.

Further details are described in article 6 of the Bylaws.

ARTICLE 23 - SIGNATURES

To commit the association before third parties, the signature of two members of the Board of Directors is required in the following order:

- a. The President and the Treasurer;
- b. In case of absence or impediment of the President, the signatures of the Treasurer and the Secretary General, the Treasurer and the Vice-president or the Secretary General and the Vice-President.
- c. The President may also sign with the Secretary General or the Vice-president in case of absence or impediment of the Treasurer.

ARTICLE 24 - TRANSFER OF MANDATES

1. The outgoing Board of Directors must give the incoming Board of Directors, within one month after the election, access to the electronic archives and to all documents of the association. The exact list of documents is specified in the Bylaws.
2. The outgoing and incoming Board of Directors shall hold a meeting to provide, through minutes, all relevant information and documentation.
3. The outgoing Board of Directors must also register the incoming Board of Directors with the local administrative authority.

Further specifications are made in Article 10 of the Bylaws.

ARTICLE 25 - COMPENSATION OF THE MANDATE

The members of the Board of Directors and their families may not receive any direct or indirect private remuneration or benefit of any kind for the duties entrusted to them. Only reimbursements of expenses may be made by decision of the Board of Directors on the basis of supporting documents produced and verified.

ARTICLE 26 - MANDATES OF THE CHAIRS

The functions of the chairs of the various Committees are as follows:

- a. Attend Board of Directors meetings;
- b. Coordinate the Committee assigned to them;
- c. To support the realization of the various tasks of the Board of Directors in collaboration with the other members;
- d. Coordinate financial expenditures with the Treasurer.

ARTICLE 27 - ACCOUNTANT

The accountant is a certified public accountant. He is not a member of the Board of Directors but can be called to the meetings of the association to take part in the deliberations with the right to speak but without the right to vote. The accountant can be solicited, in coordination with the treasurer, to submit the necessary documents in order to declare the taxes and certify the authenticity of the budgetary executions.

ARTICLE 28 - DISMISSAL OF THE ACCOUNTANT

In the event of failure to perform the duties provided for in this constitution or in the law, or if he/she performs them in an irregular or negligent manner, the accountant may be dismissed by the Board of Directors, with half plus one of the votes.

ARTICLE 29 - RESPONSIBILITY OF THE ACCOUNTANT

The accountant is liable for any damage caused to the association, its members or third parties by negligence or willful misconduct in the performance of his/her duties.

CHAPTER VI FINANCES

ARTICLE 30 - RESOURCES OF THE ASSOCIATION

The resources of ICOR consist of :

- a. the membership fees of its members;
- b. the subsidies that could be granted to it;
- c. donations and advertising;
- d. any other resources authorized by law.

These resources will have to be obligatorily applied to the objectives of its mission.

The association is not allowed to have debts or an account with a negative balance.

The financial regulations are specified in the Bylaws, article 11.

CHAPTER VII MODIFICATION OF THE CONSTITUTION

ARTICLE 31 - DECISION

The present Constitution may be modified by the Extraordinary General Assembly convened for this purpose and with the vote of two thirds of its members.

ARTICLE 32 - PROCEDURE

The proposals for reform must be sent to all members with the right to speak and vote, at the same time as the announcement of the Extraordinary General Assembly for the modification of the Constitution. Any comments on them should be sent in advance to the Secretary General so that he/she can present a report on the matter to the Extraordinary General Meeting.

ARTICLE 33 - BYLAWS

The Bylaws include everything not mentioned in the present constitution. They are established and modified by the Board of Directors and ratified by the General Assembly.

CHAPTER VIII

DISSOLUTION AND LIQUIDATION

ARTICLE 34 - DISSOLUTION

The dissolution of ICOR is implemented with the decision of the Ordinary or Extraordinary General Assembly, convened for this purpose, for duly justified reasons. It requires the acceptance of two thirds of the active members of the association.

ARTICLE 35 - LIQUIDATION

Once the dissolution of the association has been approved, the General Assembly will appoint a liquidator who will make a general inventory of the assets and liabilities and carry out the necessary procedures to fulfill the outstanding obligations. The movable and immovable assets remaining after liquidation shall be destined, in accordance with the decision of the General Assembly, to a non-profit institution of common interest.

ARTICLE 36 - FINAL REPORT AFTER LIQUIDATION

The General Assembly is convened for a final meeting to present reports on the execution of the mandates related to the liquidation.

ARTICLE 37 - COMING INTO EFFECT

The present Constitution will come into effect as soon as it is approved by the competent local authority.

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The present Constitution in its original version in the French language has been approved by the Founding Meeting convened on March 29, 2021. The signatures of the President and the Secretary General of ICOR each attest to its authenticity.

Rozenn Babin
President

Sian Jones
General Secretary