



hdri ★
Human Development
Research Initiative

STATUTES

Human Development Research Initiative (HDRI)

As adopted by the Extraordinary General Assembly of HDRI
10 September 2026



Human Development Research Initiative (HDRI)

50 Rue des Tournelles, 75003 Paris, France

Registration Number: W751275674

EU TRN: 892689452279-12

info@hdevri.org | www.hdevri.org

Preamble

The present Statutes constitute the foundational legal instrument of the **Human Development Research Initiative**, hereinafter referred to as '**HDRI**' or '**the Organisation**'. They are established for the purpose of defining, in a comprehensive, precise, and legally binding manner, the organisational identity, mission, values, governance architecture, membership framework, financial management principles, decision-making procedures, and the conditions governing the amendment and dissolution of the Organisation.

HDRI is constituted as a non-profit association in accordance with the French Law of 1 July 1901 on the contract of association (hereinafter 'the Law of 1901') and its implementing Decree of 16 August 1901 (hereinafter 'the Decree of 1901'). These two texts form the primary legal basis upon which HDRI exists, operates, and is governed. All provisions of these Statutes shall be interpreted and applied in conformity with the Law of 1901, the Decree of 1901, and any other applicable provision of French law.

These Statutes have been drafted with the dual objective of, first, ensuring full compliance with the mandatory requirements of French association law, and second, providing a sufficiently detailed and forward-looking governance framework to guide the Organisation through all phases of its development. To that end, these Statutes address not only the minimum requirements imposed by law, but also best practices observed in the governance of international non-profit organisations, particularly those engaged in policy research, advocacy, and youth engagement.

These Statutes are binding upon all members, Board members, Advisory Board members (where applicable), employees, volunteers, and any other persons acting on behalf of or in association with HDRI. Ignorance of these Statutes shall not constitute a valid defence in any internal disciplinary or governance proceeding.

Any matter not expressly regulated by these Statutes shall be governed, in order of priority, by: (i) internal regulations (*règlement intérieur*) adopted by the Board of Directors in accordance with Article 31 of these Statutes; (ii) decisions of the Board of Directors lawfully taken in accordance with these Statutes; and (iii) the Law of 1901, the Decree of 1901, and any other applicable provision of French law.

Title I – General Provisions

Article 1 – Name and Legal Form

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The Organisation shall be known under the official denomination 'Human Development Research Initiative', and shall operate under the acronym 'HDRI'. This name and acronym shall be used exclusively in all official communications, legal documents, publications, digital platforms, and any other material produced by or on behalf of the Organisation. No person or entity may use the name 'HDRI' or 'Human Development Research Initiative' without the prior written authorisation of the Board of Directors.

HDRI is constituted as a non-profit association (association à but non lucratif) governed by the French Law of 1 July 1901. As such, HDRI is endowed with full legal personality upon completion of its declaration to the competent prefecture and the publication of that declaration in the Journal Officiel de la République Française, in accordance with Articles 5 and 7 of the Law of 1901. By virtue of this legal personality, HDRI is entitled to: (i) enter into contracts and undertakings in its own name; (ii) acquire, hold, administer, and dispose of property, both movable and immovable; (iii) receive gifts, donations, and legacies subject to the conditions set out in applicable law; (iv) institute and defend legal proceedings before any competent court or tribunal; and (v) employ staff and engage service providers.

HDRI is a strictly non-profit entity. No part of its income, surplus, or assets shall be distributed, directly or indirectly, to its members, Board members, or any related persons, whether by way of dividend, profit share, bonus, or any other mechanism. All resources of the Organisation shall be devoted exclusively to the pursuit of its stated mission and objectives as set out in these Statutes.

Article 2 – Registered Office

The registered office (siège social) of HDRI is established at **50 Rue des Tournelles, 75003 Paris, France**. The registered office constitutes the legal domicile of the Organisation for all purposes of French law, including the receipt of official communications and legal notices from public authorities, courts, and third parties.

The registered office may be transferred to any other address within the territory of the French Republic by a decision of the Board of Directors, adopted by a simple majority of Board members present or represented at a duly convened Board meeting. Such a decision shall not require the approval of the General Meeting of members, provided that the transfer does not alter the legal status or tax domicile of the Organisation in a manner that would require statutory amendment.

Any transfer of the registered office must be formally recorded in the minutes of the relevant Board meeting and declared to the competent prefecture (or its successor authority) within three (3) months of the date of the decision, as required by Article 5 of the Law of 1901. The transfer shall also be published in

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the Journal Officiel in accordance with Article 7 of the Law of 1901. All members shall be notified of any change of registered office within fifteen (15) days of the decision.

Pending any formal transfer in accordance with the foregoing, the Organisation may establish operational offices, correspondence addresses, or meeting venues at locations other than the registered office, at the discretion of the Board of Directors, provided that such locations do not constitute a change of legal domicile.

Article 3 – Duration

HDRI is constituted for an indefinite duration. The Organisation shall continue to exist until such time as it is voluntarily dissolved by the decision of a General Meeting in accordance with the provisions of Article 28 of these Statutes, or until it is judicially dissolved by order of a competent court in accordance with applicable French law. The mere passage of time shall not, in any circumstance, result in the automatic dissolution of the Organisation.

The indefinite duration of HDRI is consistent with the long-term and structural nature of its mission, which requires continuity of institutional presence and accumulated expertise over an extended period. Any modification to this provision, including the introduction of a fixed term, shall require an amendment to these Statutes adopted in accordance with the procedure set out in Article 30.

Article 4 – Legal Framework and Governing Instruments

HDRI operates within a hierarchy of governing instruments, which shall be applied and interpreted in the following order of precedence in the event of any conflict or ambiguity: (i) the Law of 1901 and the Decree of 1901, as amended; (ii) any other mandatory provision of French law applicable to non-profit associations; (iii) these Statutes; (iv) any internal regulations (règlement intérieur) adopted by the Board of Directors; and (v) resolutions and decisions of the Board of Directors.

These Statutes shall be interpreted in light of their object and purpose, namely the effective pursuit of HDRI's mission in a manner consistent with the principles of transparency, accountability, and good governance. In cases of doubt as to the interpretation of any provision, the Board of Directors shall be competent to adopt an authoritative interpretation, provided that such interpretation is consistent with the Law of 1901 and does not contravene any mandatory provision of French law.

HDRI shall at all times maintain and make available to its members the following documents: (i) these Statutes, as amended from time to time; (ii) any internal regulations in force; (iii) the minutes of General

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Meetings held in the preceding three years; and (iv) the annual accounts approved by the most recent General Meeting. These documents shall be communicated to any member upon written request, within a reasonable period not exceeding fifteen (15) days.

Title II – Purpose and Objectives

Article 5 – Mission Statement and Institutional Vision

The mission of HDRI is to advance human development, democratic governance, and social justice globally through the conduct of rigorous, evidence-based policy research, the pursuit of informed advocacy, and the meaningful engagement of youth and early-career professionals in the field of international affairs and public policy. HDRI is committed to producing research outputs of the highest intellectual standard, designed to influence and improve policy outcomes at the national, European, and international levels.

The long-term institutional vision of HDRI is to become a recognised centre of expertise in the areas defined in Article 6, contributing to the creation of a more inclusive, equitable, just, and sustainable global society. In pursuing this vision, HDRI shall remain guided at all times by the values of intellectual integrity, political independence, respect for human rights, commitment to the rule of law, and promotion of democratic principles. HDRI shall not be affiliated with any political party, religious organisation, or commercial enterprise, and shall maintain its independence in all its research, advocacy, and public communications.

In the conduct of its activities, HDRI shall seek to foster constructive and inclusive dialogue among academics, policy-makers, civil society organisations, international institutions, and the general public. HDRI recognises the importance of diverse perspectives and shall actively seek to include voices from underrepresented communities, developing countries, and marginalised groups in its research and advocacy work.

Article 6 – Core Thematic Areas of Focus

HDRI shall concentrate its research, advocacy, and programmatic activities on the following six (6) thematic areas, each reflecting a domain of critical importance to human development and social justice. The Board of Directors may, by a simple majority decision, expand, restrict, or redefine these thematic areas in light of emerging challenges and institutional priorities, provided that any such modification is consistent with HDRI's overarching mission as stated in Article 5 and does not constitute an amendment to these Statutes.

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- **Environment, Climate Change and Energy:** HDRI researches and advocates for the transition to sustainable, low-carbon energy systems and climate resilience, with particular attention to the impacts of climate change on vulnerable populations.
- **Migration and Security:** HDRI examines the legal and policy frameworks governing migration, asylum, and border governance, and advocates for policies that respect the dignity and rights of all persons on the move.
- **Global Health:** HDRI advocates for universal health coverage and equitable access to health systems and technologies, with attention to the structural determinants of health such as poverty and inequality.
- **Gender Equity:** HDRI researches and advocates on gender-based violence, discrimination, and underrepresentation, applying a gender-sensitive lens across all its thematic areas.
- **Economic, Social and Cultural Rights:** HDRI advocates for the full realisation of the rights to work, social security, an adequate standard of living, health, education, and cultural participation, as enshrined in international human rights law.
- **Civic Space, Governance & Rule of Law:** HDRI researches and advocates for open civic space, government accountability, and the rule of law, including the protection of civil society, judicial independence, and democratic participation.

Article 7 – Annual Strategic Objectives and Work Programme

In order to operationalise its mission and give concrete effect to its thematic focus areas, the Board of Directors shall adopt, at or before the commencement of each financial year, an annual work programme setting out the specific objectives, activities, and expected outputs of HDRI for that year. The annual work programme shall be developed in consultation with the Advisory Board (where one exists), staff, and members, and shall be guided by a set of recurrent strategic priorities identified as essential to the long-term success of HDRI's mission.

The following recurrent strategic priorities shall inform the content of each annual work programme:

- **Partnerships and Institutional Alliances:** HDRI shall actively seek to build and maintain strategic partnerships with universities, research institutes, international organisations, governmental bodies, civil society organisations, foundations, and other stakeholders whose work is complementary to HDRI's mission. All partnership agreements shall be formalised in writing and shall specify the respective responsibilities, contributions, and expectations of

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each party. Partnerships shall be reviewed annually by the Board of Directors to assess their continued value and alignment with HDRI's strategic objectives.

- **Research Excellence and Policy Impact:** HDRI shall conduct in-depth, rigorous, and methodologically sound research on issues falling within its thematic areas of focus. All research outputs shall be subject to appropriate quality assurance processes, including internal review and, where appropriate, external peer review. HDRI shall disseminate its research findings through a variety of channels, including the publication of policy papers, briefing notes, reports, and opinion pieces, and through participation in conferences, roundtables, and public events.
- **Youth and Early-Career Engagement:** HDRI shall regard the development of the next generation of policy researchers and advocates as a core institutional responsibility. To that end, HDRI shall maintain robust programmes for youth and early-career involvement, including internships, research fellowships, mentorship schemes, and capacity-building workshops. All youth engagement programmes shall be designed to provide genuine learning and professional development opportunities, with clear objectives and measurable outcomes.
- **Policy Publications and Public Communications:** HDRI shall publish its policy research outputs in formats accessible to a range of audiences, from academic specialists to general readers. HDRI shall maintain a public-facing communications strategy designed to maximise the visibility and impact of its research, to position HDRI as a credible and authoritative voice in its areas of focus, and to engage constructively with policy-makers, the media, and civil society.

Title III – Membership

Article 8 – Admission to Membership

Membership of HDRI is open to any natural person or legal entity that shares and supports the mission, values, and objectives of the Organisation as set out in these Statutes. There shall be no discrimination in the admission to membership on grounds of nationality, race, ethnicity, religion, gender, sexual orientation, disability, political opinion, or any other characteristic protected under applicable French or international law. However, HDRI reserves the right to refuse membership to any applicant whose activities, affiliations, or public positions are manifestly incompatible with the values and mission of the Organisation.



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Any person or entity wishing to become a member of HDRI shall submit a written application to the Board of Directors, either by post to the registered office or by electronic means to the official contact address designated by the Board. The application shall include: (i) the full name and contact details of the applicant; (ii) for legal entities, the registered name, legal form, registered address, and the name of the authorised representative; (iii) a brief statement of the applicant's interest in and commitment to HDRI's mission; and (iv) any other information requested by the Board of Directors.

The Board of Directors shall examine each application and shall communicate its decision to the applicant within thirty (30) days of receipt of a complete application. The decision of the Board is final and may be taken without any obligation to provide reasons. In the event of refusal, the applicant may submit a new application after a period of six (6) months, provided that the circumstances giving rise to the initial refusal have materially changed. Membership takes effect on the date on which the applicant receives written notification of the Board's acceptance.

Membership may be held by, without limitation, natural persons who are also engaged with HDRI as interns, volunteers, or external consultants under a specific agreement or contract with the Organisation, as well as by any other individual or entity admitted to membership in accordance with this Article. Engagement under such an agreement or contract does not, by itself, confer membership; a person in such a role who wishes to become a member shall apply for admission in accordance with the procedure set out above. The duration, renewal, continuation, and lapse of membership held by an individual engaged under such an agreement or contract, including any period during which membership is maintained following the end of that agreement or contract, shall be further specified by internal regulation adopted by the Board of Directors in accordance with Article 31.

Article 9 – Equality of Members

HDRI recognises a single, unified category of membership. All members of the Organisation shall enjoy equal status, equal rights, and equal obligations, without distinction or differentiation of any kind. No member shall hold a privileged position by virtue of the duration of their membership, the magnitude of their financial contributions, their professional status, or any other personal or institutional characteristic. The principle of equality of membership is a fundamental value of HDRI and shall be respected at all times in the governance and administration of the Organisation.

Notwithstanding the foregoing, the Board of Directors may, in the exercise of its discretion, distinguish between members for operational purposes, such as the assignment of different levels of access to organisational resources or the allocation of different tasks and responsibilities within the framework of

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HDRI's activities. Any such operational distinctions shall be applied transparently, consistently, and without discrimination, and shall not affect the equal legal status of members within the governance structures of the Organisation.

Article 10 – Rights of Members

Each member of HDRI is entitled to exercise the following rights in connection with their membership. These rights shall be respected at all times by the Board of Directors and any other body or person acting on behalf of the Organisation, and may not be suspended or curtailed except in the circumstances expressly provided for in these Statutes or in applicable French law:

- **Right of Attendance and Participation:** Each member is entitled to attend all General Meetings of HDRI, whether ordinary or extraordinary, and to speak and contribute to the deliberations of those meetings on any item included in the agenda. Members may request the inclusion of additional items on the agenda of any General Meeting, subject to the procedural requirements set out in Article 19.
- **Right to Vote:** Each member is entitled to cast one vote on all matters put to a vote at General Meetings. Voting rights may be exercised in person or by proxy, in accordance with the procedures set out in Article 21. No member may hold more than three (3) proxies at any single General Meeting.
- **Right to Stand for Election:** Each member is entitled to stand for appointment to the Board of Directors, subject to the eligibility conditions set out in Article 14. Members wishing to be considered for Board appointment shall notify the Board of Directors in writing at least seven (7) days prior to the relevant Board meeting.
- **Right to Information:** Each member is entitled to access the governing documents of HDRI, including these Statutes, any internal regulations in force, and the minutes of General Meetings held in the preceding three (3) years. Members are entitled to request access to the Organisation's annual accounts and to receive a written response within fifteen (15) days. The Board of Directors may withhold or redact information that is commercially sensitive, legally privileged, or the disclosure of which would be prejudicial to the interests of the Organisation or third parties.
- **Right to Participate in Activities:** Each member is entitled to participate in the events, programmes, workshops, and activities organised by HDRI, subject to any applicable capacity limitations or eligibility criteria established by the Board of Directors. Members shall receive advance notice of all HDRI activities open to member participation.

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- **Right to Receive Communications and Publications:** Each member is entitled to receive all official communications issued by HDRI, including notices of meetings, newsletters, policy publications, and annual reports, through the communication channels designated by the Board of Directors.

Article 11 – Obligations of Members

Membership of HDRI carries with it a set of affirmative obligations, the fulfilment of which is essential to the effective pursuit of HDRI's mission and the maintenance of the integrity and reputation of the Organisation. All members of HDRI unconditionally undertake the following obligations upon acceptance of their membership:

- **Compliance with Governing Documents:** Each member undertakes to comply, at all times and in all respects, with the provisions of these Statutes, any internal regulations adopted by the Board of Directors in accordance with Article 31, and any resolutions or decisions of the Board of Directors or the General Meeting that are applicable to members generally. Members who become aware of any provision of these Statutes or internal regulations that they believe to be inconsistent with applicable law are encouraged to bring this to the attention of the Board of Directors in writing.
- **Support for the Mission and Values:** Each member undertakes to actively support HDRI's mission, vision, and core values as described in these Statutes. Members shall refrain from any conduct, public statement, or affiliation that is materially inconsistent with the values of the Organisation or that could bring HDRI into disrepute. In their public dealings, members who identify themselves as members of HDRI shall ensure that their conduct reflects positively on the Organisation.
- **Payment of Membership Fees:** Where the Board of Directors has established a system of membership fees in accordance with Article 22, each member undertakes to pay such fees in full and within the time limits specified by the Board. Non-payment of membership fees within the applicable grace period may result in suspension of membership rights or loss of membership in accordance with Article 12.
- **Active Participation:** Each member is encouraged to contribute actively to HDRI's activities, programmes, and governance. While the level of participation is left to the discretion of each member, HDRI regards the engagement of its members as an essential element of its organisational culture and invites all members to participate in its research, events, and advocacy activities to the extent possible.

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- **Notification of Changes:** Each member undertakes to notify the Board of Directors promptly of any change in their contact details, professional affiliation, or, in the case of legal entities, any material change in their legal status, name, or registered address. Failure to notify such changes shall not relieve a member of any obligation under these Statutes.

Article 12 – Loss of Membership

Membership of HDRI may be lost in any of the following circumstances. Loss of membership shall result in the immediate cessation of all membership rights set out in Article 10, including the right to attend and vote at General Meetings. Loss of membership shall not relieve a former member of any obligation incurred prior to the date of cessation, including any unpaid membership fees.

- **Voluntary Resignation:** Any member may resign from HDRI at any time by submitting a written notice of resignation to the Board of Directors, by post to the registered office or by electronic means to the designated contact address. Resignation shall take effect on the date on which the written notice is received by the Board of Directors, unless the notice specifies a later effective date. A resigning member shall remain liable for any membership fees that became due prior to the effective date of the resignation and shall return any property of HDRI in their possession.
- **Loss of Membership for Non-Payment of Fees:** Any member who fails to pay applicable membership fees within thirty (30) days of the issuance of a formal written reminder by the Board of Directors shall be deemed to have forfeited their membership. Before a forfeiture is declared, the Board shall issue a reminder notifying the member of the outstanding amount and providing a final opportunity to pay within the thirty-day grace period. The Board may, in exceptional circumstances and at its sole discretion, grant an extension of the grace period upon written request of the member concerned.
- **Expulsion for Misconduct or Conduct Prejudicial to the Organisation:** The Board of Directors shall have the authority to expel any member who has engaged in serious misconduct, including but not limited to: conduct that materially undermines the mission, values, or reputation of HDRI; violation of these Statutes or internal regulations; fraudulent or dishonest conduct in connection with the activities of the Organisation; or any conduct constituting a criminal offence under French law. Prior to any decision to expel a member, the Board of Directors shall notify the member in writing of the grounds for the proposed expulsion and shall invite the member to submit written observations within a period of not less than fourteen (14) days. The member shall also have the right to request to be heard orally before the Board, which request shall not be unreasonably refused. The decision to expel shall be taken by a simple majority of the Board

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and shall be communicated to the member in writing with reasons. An expelled member may not re-apply for membership for a period of two (2) years from the date of expulsion.

Title IV – Governance Structure and Administration

Article 13 – The Board of Directors: Composition and Structure

The supreme administrative and executive body of HDRI shall be its Board of Directors (hereinafter referred to as 'the Board'). The Board shall be responsible for the strategic direction, operational management, financial oversight, and legal compliance of the Organisation. The Board shall exercise its authority collectively, and no individual Board member shall have the power to bind the Organisation or take decisions on its behalf except to the extent expressly authorised by these Statutes, internal regulations, or a resolution of the Board.

The Board of Directors shall be composed of at least six (6) members, each holding one of the following designated positions:

- President
- Secretary General
- Operations Officer
- Events Director
- Communications Director
- Publications and Research Director

Each of these six positions is distinct and carries specific responsibilities as defined in Article 16. No person may simultaneously hold more than one Board position. All six positions must be filled at all times for the Board to operate at full capacity, subject to the transitional vacancy provisions of Article 17.

The Board may, by a resolution adopted by a two-thirds (2/3) majority of its members, create up to two (2) additional Board positions, for a maximum Board composition of eight (8) members at any time. A resolution creating an additional position shall specify its title, duties, and eligibility conditions, which shall be no less rigorous than those set out in Article 14, and shall be recorded in the minutes of the Board meeting at which it is adopted and reported to members at the next General Assembly. A position created under this paragraph may be abolished by the same two-thirds majority procedure.

Any modification to the six positions listed above, including the renaming, merger, or removal of any of them, shall constitute an amendment to these Statutes and requires the procedure set out in Article 30.

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Article 14 – Eligibility and Appointment of Board Members

In order to be eligible for appointment to any position on the Board of Directors, a candidate must satisfy all of the following conditions at the time of their appointment: (i) be a current member of HDRI in good standing, with no outstanding membership fees or unresolved disciplinary matters; (ii) be at least eighteen (18) years of age; (iii) have full legal capacity under applicable law; and (iv) not have been subject to any legal prohibition, court order, or professional sanction that would prevent them from serving as an administrator of a non-profit association under French law.

Board members shall be appointed by the existing Board of Directors, acting by a simple majority of its members. Where the Board identifies a suitable candidate from among the existing membership of HDRI, internal appointment shall be strongly preferred. Where no suitable internal candidate is identified or available, the Board may initiate an external recruitment process, subject to the restriction applicable to the position of President as described below. Any externally recruited candidate must commit to joining HDRI as a member, and such membership must take effect simultaneously with or prior to their appointment to the Board.

The position of President of HDRI is subject to a specific eligibility requirement that applies in addition to the general eligibility conditions set out above: a candidate must, at the time of their appointment, have been a member of HDRI in good standing for a continuous and uninterrupted period of at least one (1) full year immediately preceding that appointment.

Internal appointment to the position of President is strongly preferred, consistent with the general approach to Board appointments under this Article. The Board of Directors may appoint a person to the position of President who does not meet the one-year membership requirement, or through an external recruitment process, only where the Board determines, by a two-thirds (2/3) majority of its members, that no member of HDRI who meets the one-year membership requirement is both eligible and willing to serve. That determination, together with the steps taken by the Board to identify an eligible internal candidate, shall be recorded in the minutes of the Board meeting at which the appointment is made and reported to members at the next General Assembly.

Any person appointed to the position of President under the preceding paragraph must, in any event, satisfy the general eligibility conditions set out in the first paragraph of this Article and, where not already a member, must commit to joining HDRI as a member with effect simultaneously with or prior to their appointment.

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Article 15 – Terms of Office and Renewability

The President of HDRI shall serve a term of two (2) years from the date of their appointment. All other Board members shall serve terms of one (1) year from the date of their respective appointments. Terms of office shall be calculated from the date on which the Board formally records the appointment in its minutes, unless a different effective date is expressly specified in the appointment resolution.

All Board positions are renewable without restriction as to the number of consecutive terms, unless the Board of Directors adopts, by a simple majority decision, a resolution introducing term limits for one or more positions. Any such resolution shall apply prospectively only and shall not affect the current term of any sitting Board member.

A Board member whose term of office has expired shall remain in post on an interim basis until such time as their successor has been formally appointed, in order to ensure continuity of governance. The interim period shall not exceed sixty (60) days. If, at the expiry of sixty days, no successor has been appointed, the Board shall be convened as a matter of urgency to address the vacancy.

Article 16 – Duties and Responsibilities of Board Members

Each member of the Board of Directors shall fulfil the duties and responsibilities assigned to their respective position, as set out below. In addition to these specific responsibilities, all Board members share a collective duty to act in the best interests of HDRI, to maintain the highest standards of integrity and professionalism, to declare and appropriately manage any conflicts of interest, and to maintain the confidentiality of sensitive organisational information. Board members shall devote sufficient time and attention to their role to enable the effective governance of the Organisation.

- **President:** The President shall serve as the chief executive and institutional representative of HDRI. The President is responsible for providing strategic leadership and vision; representing HDRI in all dealings with third parties, public authorities, partner organisations, donors, and the media; ensuring the faithful implementation of the Organisation's strategic plan and annual work programme; convening and chairing all meetings of the Board of Directors and General Meetings of members; and overseeing the overall coherence and integrity of HDRI's activities. In addition to these general executive responsibilities, and in the absence of a dedicated Board position created under Article 13 with responsibility for fundraising and institutional partnerships, the President assumes direct responsibility for all matters relating to fundraising and institutional partnerships. In this capacity, the President shall develop and oversee the implementation of



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HDRI's fundraising strategy; identify and cultivate relationships with institutional donors, grant-making bodies, and philanthropic foundations; negotiate and conclude partnership agreements on behalf of HDRI; maintain ongoing relationships with key partners and donors; and report regularly to the Board on the financial health and fundraising pipeline of the Organisation. The President shall exercise these responsibilities with the assistance of other Board members as appropriate, but shall retain ultimate accountability for HDRI's financial sustainability and institutional relationships for so long as no such dedicated position exists.

Where the Board creates a dedicated Fundraising and Partnership Director, or an equivalent position, under Article 13, that position holder assumes the responsibilities described in the preceding paragraph, and the President's role in respect of fundraising and institutional partnerships reverts to general oversight, exercised jointly with that Board member.

- **Secretary General:** The Secretary General shall serve as the principal administrative officer of HDRI and shall be responsible for the day-to-day management of the Organisation under the authority and direction of the President. The Secretary General's responsibilities shall include: overseeing compliance with all applicable legal and regulatory requirements, including the timely filing of declarations and notifications with the relevant prefecture and other authorities; maintaining and updating the official register of members; ensuring the accurate and complete recording of the minutes of all Board meetings and General Meetings; administering the internal correspondence of the Organisation; coordinating the preparation of the agenda and supporting documents for Board meetings and General Meetings; supervising the work of the Operations Officer; and performing such other administrative and legal functions as may be assigned by the Board or the President. In the event that the President is temporarily unable to fulfil their functions due to absence, illness, incapacity, or any other reason, the Secretary General shall assume all presidential responsibilities and act as President until such time as the President is able to resume their duties or a new President is appointed in accordance with these Statutes.
- **Operations Officer:** The Operations Officer shall serve as the principal operational deputy to the Secretary General and shall assume a role functionally equivalent to that of a Deputy Secretary General. The Operations Officer shall be responsible for: supporting the Secretary General in the day-to-day administration of the Organisation; ensuring the smooth and timely implementation of decisions and resolutions adopted by the Board of Directors; coordinating the logistical and operational aspects of HDRI's activities; liaising between the various Board positions and departments to ensure coherent and effective implementation of the annual work programme; monitoring the Organisation's compliance with its internal procedures and deadlines; and

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performing any other operational functions delegated by the Secretary General or the Board. In the event that the Secretary General is temporarily unable to fulfil their functions, the Operations Officer shall assume the responsibilities of the Secretary General until such time as the Secretary General is able to resume their duties. The Operations Officer shall maintain regular and close communication with the Secretary General and shall proactively escalate any operational issues that require the attention of the Board.

- **Events Director:** The Events Director shall be responsible for planning, organising, managing, and evaluating all events and public activities organised by or under the auspices of HDRI, including conferences, roundtables, panel discussions, workshops, training sessions, networking events, and public lectures. The Events Director shall develop and maintain an annual events calendar consistent with HDRI's strategic priorities and programmatic focus areas; manage all logistical aspects of event organisation, including venue selection, speaker engagement, participant registration, and audiovisual arrangements; prepare event budgets and ensure adherence to approved financial limits; coordinate with the Communications Director to ensure effective promotion and documentation of events; and produce post-event reports assessing the outcomes and impact of each activity. The Events Director shall also be responsible for identifying and pursuing opportunities for HDRI to participate in external events and conferences as a speaker, panellist, or partner organisation.
- **Communications Director:** The Communications Director shall be responsible for developing, implementing, and overseeing HDRI's comprehensive communications strategy, with the objective of maximising the visibility, credibility, and public impact of the Organisation and its research outputs. The Communications Director's responsibilities shall include: managing all internal communications between the Board, members, staff, and volunteers; overseeing all external communications, including the Organisation's website, social media channels, newsletters, press releases, and public statements; developing and maintaining HDRI's brand identity and visual communications guidelines; managing relationships with journalists, media organisations, and communications partners; ensuring that all communications produced by HDRI are accurate, consistent with the Organisation's positions, and in conformity with applicable legal requirements including data protection law; and monitoring media coverage of HDRI and its areas of focus. The Communications Director shall work closely with the Publications and Research Director to ensure that policy outputs are effectively communicated to target audiences.

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- **Publications and Research Director:** The Publications and Research Director shall be responsible for overseeing the full cycle of HDRI's research and publications activities, from the design of research projects to the dissemination of final outputs. This shall include: developing and managing HDRI's annual research agenda in accordance with the strategic priorities set by the Board; supervising and providing intellectual guidance to research teams, including interns and research fellows; ensuring the methodological rigour and intellectual integrity of all research outputs; managing the editorial and peer review processes for policy papers, reports, and other publications; coordinating the timely production and publication of research outputs; maintaining HDRI's research archive and publication library; and identifying opportunities for collaboration with external researchers, academics, and think tanks. The Publications and Research Director shall report regularly to the Board on the progress of ongoing research projects and the planned publication schedule.

Article 17 – Vacancies and Interim Arrangements

A vacancy on the Board of Directors shall be deemed to occur in any of the following circumstances: (i) resignation of a Board member, which shall be communicated in writing to the President (or, in the case of the President's own resignation, to the Secretary General); (ii) death or permanent incapacity of a Board member; (iii) loss of membership of HDRI; (iv) removal from office by a two-thirds majority decision of the remaining Board members following a finding of serious misconduct; or (v) expiry of a Board member's term of office without renewal.

Upon the occurrence of a vacancy, the remaining Board members shall take all necessary steps to appoint a replacement as soon as practicable, and in any event within sixty (60) calendar days of the date on which the vacancy arose. The replacement Board member shall serve for the remainder of the predecessor's unexpired term and shall then be eligible for reappointment for a full term. During the period between the occurrence of a vacancy and the appointment of a replacement, the remaining Board members may continue to exercise their collective governance responsibilities, and decisions taken by a majority of the remaining members shall be valid, provided that the number of remaining Board members is not less than three (3).

If the number of Board members falls below three (3), an extraordinary General Meeting shall be convened as soon as possible and in any event within thirty (30) days, for the purpose of taking such decisions as may be necessary to restore the minimum functioning capacity of the Board. The Secretary General shall be responsible for convening such a meeting; if the Secretary General's position is itself vacant, this

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responsibility shall fall to whichever remaining Board member has the longest continuous service on the Board.

Article 18 – Advisory Board: Optional Consultative Body

The establishment of an Advisory Board is entirely at the discretion of the Board of Directors and shall under no circumstances be considered mandatory for the functioning, governance, or legal validity of HDRI. The Organisation may operate effectively and in full conformity with these Statutes in the absence of an Advisory Board at any time. The decision to establish, suspend, or permanently dissolve an Advisory Board may be taken by the Board of Directors by a simple majority, at any time and without the need to convene a General Meeting or to amend these Statutes.

Where the Board of Directors elects to establish an Advisory Board, the following provisions shall apply: the Advisory Board shall be composed of a minimum of two (2) and a maximum of five (5) members, who shall be appointed by the Board of Directors on the basis of their recognised expertise, professional experience, or academic credentials in one or more of HDRI's thematic areas of focus, or their demonstrated commitment to the Organisation's mission. Members of the Advisory Board need not be members of HDRI, although membership shall be regarded as desirable.

The Advisory Board shall have no executive or decision-making authority whatsoever within the governance structure of HDRI. Its sole function shall be to provide non-binding advice, recommendations, and strategic perspectives to the Board of Directors on such matters as the Board may submit to it or as the Advisory Board may itself choose to raise. The Board of Directors shall be under no obligation to follow or act upon any recommendation of the Advisory Board, and any failure to do so shall not constitute a breach of these Statutes or give rise to any liability on the part of HDRI. Advisory Board members may be invited to attend Board meetings and General Meetings in a non-voting, advisory capacity.

Advisory Board members shall be appointed for a term of one (1) year, renewable indefinitely by decision of the Board of Directors. The Board of Directors may at any time, and without providing reasons, remove any member of the Advisory Board from their position. The absence of an Advisory Board, or the removal of an Advisory Board member, shall have no effect on the validity of the Organisation's governance structures, the authority of the Board of Directors, or the legal personality of HDRI.

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Title V – Meetings

Article 19 – General Meetings: Types, Frequency, and Convening

HDRI shall hold at least one (1) ordinary General Meetings of members per calendar year. This meeting shall serve as the primary democratic forum of the Organisation, enabling members to receive information on HDRI's activities and financial situation, to deliberate on matters of general importance to the Organisation, and to exercise their voting rights on matters placed before them. Ordinary General Meeting shall be convened by the President on behalf of the Board of Directors, in accordance with the notice requirements set out in Article 20.

In addition to ordinary General Meeting, an extraordinary General Meeting may be convened at any time by decision of the Board of Directors, whether on a proposal made by the President on their own initiative and submitted to the Board for approval, or upon the written request of at least one-third of the members of HDRI. A request by members for the convening of an extraordinary General Meeting must be submitted in writing to the Board of Directors, setting out the specific matters to be addressed. Upon receipt of such a request, the Board shall convene the extraordinary General Meeting within thirty (30) days; no separate Board approval is required to give effect to a request that satisfies the one-third membership threshold. Extraordinary General Meetings may only deliberate and vote on the matters for which they have been specifically convened.

General Meeting may be held in person at the registered office or any other suitable venue determined by the Board of Directors, or by remote means including video conference or other real-time communication technologies that enable participants to hear, be heard, and exercise their voting rights simultaneously. Mixed formats combining in-person and remote participation are also permitted. The Board shall ensure that all chosen formats are technically accessible to all members.

The General Meeting is also referred to in these Statutes as the 'General Assembly'; the two terms denote the same body.

Article 20 – Notice of General Meeting

Notice of each General Meeting shall be communicated by the Board of Directors to all members of HDRI at least thirty (30) calendar days prior to the date of the meeting. The notice shall be sent to each member's registered contact address, whether postal or electronic, and shall include: (i) the date, time, and place (or remote access details) of the meeting; (ii) the full agenda of the meeting, including all items to be discussed

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and voted upon; (iii) all relevant documents, reports, and supporting materials necessary for members to exercise their participation and voting rights in an informed manner; and (iv) instructions for submitting proxies where members wish to be represented.

Any member who wishes to have an item added to the agenda of an ordinary General Meeting must submit a written request to the Board of Directors at least fifteen (15) calendar days before the meeting. The Board shall include such requested items on the agenda unless they are manifestly outside the scope of the Organisation's activities, contrary to these Statutes or applicable law, or the request has not been submitted within the required time limit. Where a requested item is excluded, the Board shall notify the requesting member of the reason for exclusion.

Article 21 – Quorum, Deliberations, and Voting

There is no minimum quorum requirement for General Meeting, except in the specific cases of dissolution votes as provided in Article 28. General Meeting shall be validly constituted and may deliberate and vote on all agenda items regardless of the number of members present or represented, provided that proper notice has been given in accordance with Article 20. The Chair of the meeting (ordinarily the President, or in their absence the Secretary General) shall record the number of members present or represented at the opening of each General Meeting in the minutes.

Decisions at General Meetings shall be taken by a simple majority of votes cast, with abstentions and blank votes not counted as votes cast, except in the following cases which require an enhanced majority of two-thirds of votes cast: (i) amendment of these Statutes; (ii) dissolution of the Organisation; and (iii) any merger, demerger, or other fundamental structural transformation of HDRI. Voting may be conducted by show of hands, by secret ballot, or by electronic means, as determined by the Chair of the meeting. A secret ballot shall be mandatory whenever it is requested by any member present or represented.

Any member who is unable to attend a General Meeting may appoint another member as their proxy to represent them and exercise their voting rights at the meeting. The proxy appointment must be made in writing, signed by the appointing member, and submitted to the Board of Directors prior to the commencement of the meeting. No member may hold more than three (3) proxies at any single General Meeting. The use of electronic or digitally signed proxy forms is permitted.

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Title VI – Financial Management

Article 22 – Sources of Funding and Resource Mobilisation

HDRI shall be funded through a diversified range of resources mobilised in accordance with applicable French law. The Organisation shall actively seek to diversify its funding base in order to ensure financial sustainability and independence. The following categories of funding shall be permitted:

- **Membership Fees:** The Board of Directors may, at its discretion, establish a system of annual membership fees applicable to all members or to specified categories of activities. Any decision to introduce, modify, or abolish membership fees shall be communicated to all members at least thirty (30) days prior to the date on which the new fee structure takes effect.
- **Institutional Grants and Subsidies:** HDRI may apply for and receive grants and subsidies from public authorities at the local, national, European, and international levels, as well as from private grant-making bodies and foundations. All grants shall be accepted and administered in accordance with the terms and conditions specified by the grantor and with applicable French law.
- **Private Donations and Philanthropic Contributions:** HDRI may solicit and receive donations from individuals, corporations, and foundations, subject to the conditions set out in applicable French law governing the receipt of donations by non-profit associations. HDRI shall maintain a transparent record of all donations received and shall publish a summary in its annual report.
- **Revenues from Activities:** HDRI may generate revenues from the organisation of paid events, the provision of training services, the sale of publications, and any other activities that are ancillary to and consistent with its non-profit mission.
- **Any Other Lawful Source of Income:** HDRI may receive income from any other source that is lawful under French law and consistent with the Organisation's non-profit status and mission.

Article 23 – Financial Year

The financial year of HDRI shall run from 1 January to 31 December of each calendar year. The first financial year shall commence on the date of HDRI's declaration to the prefecture and shall end on 31 December of that same year, unless the Board of Directors determines otherwise in light of the date of constitution.

Article 24 – Budgetary Planning and Financial Management

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The President and the Secretary General shall be jointly responsible for the overall financial management of HDRI, including the preparation and monitoring of the annual budget, the maintenance of accounts, the management of bank accounts, and the production of financial reports. The annual budget shall be prepared by the President and Secretary General and submitted to the Board of Directors for approval at or before the commencement of each financial year.

The accounts of HDRI shall be maintained in accordance with the applicable French accounting standards for non-profit associations, as set out in the Plan Comptable des Associations (Règlement CRC n° 99-01 and subsequent amendments). The annual financial statements, comprising at minimum a balance sheet, an income and expenditure account, and a statement of financial position, shall be prepared at the close of each financial year and presented to the General Meeting for approval. The Board of Directors shall ensure that all financial records are maintained in an accurate, complete, and auditable manner, and that they are retained for the period required by applicable law.

Any expenditure exceeding a threshold established by internal regulations shall require the prior written approval of the President. The Board may, by internal regulation, establish a system of financial authorisation thresholds applicable to different categories of expenditure, specifying which Board member or combination of Board members must authorise payments of various amounts. HDRI shall maintain at least one bank account in its own name, and all financial transactions shall be conducted through the Organisation's official accounts.

Article 25 – External Audit

HDRI shall not be required to appoint a statutory auditor (commissaire aux comptes) unless and until it meets the statutory thresholds prescribed by applicable French law. Under currently applicable legislation, the obligation to appoint a statutory auditor arises when an association satisfies at least two of the following three criteria in each of two consecutive financial years: (i) a balance sheet total exceeding EUR 1,550,000; (ii) annual revenues or resources exceeding EUR 3,100,000; or (iii) an average number of permanent employees exceeding fifty (50). These thresholds are subject to change by legislative or regulatory amendment, and the Board of Directors shall monitor compliance requirements accordingly.

Where the statutory audit obligation is triggered, the Board of Directors shall appoint a statutory auditor (commissaire aux comptes) inscribed on the official list of statutory auditors (Compagnie Nationale des Commissaires aux Comptes) in accordance with the applicable legal procedure. The statutory auditor's mandate, fees, and access rights shall be determined in accordance with the Code de commerce and any other applicable legislation.

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Independently of the statutory obligation, the Board of Directors may at any time, at its discretion, commission an independent financial review or external audit by a qualified professional, for the purpose of enhancing financial transparency and accountability, satisfying the requirements of donors or partners, or addressing any concerns that may arise regarding the Organisation's financial management.

Title VII – Decision-Making Processes

Article 26 – Ordinary Decisions of the Board of Directors

The Board of Directors shall meet in ordinary session as often as the needs of the Organisation require, and in any event at least four (4) times per calendar year. Board meetings shall be convened by the President, who shall set the agenda in consultation with the Secretary General. Any Board member may request the inclusion of an item on the agenda of any Board meeting, subject to notification to the President at least seven (7) days before the meeting. Notice of Board meetings shall be given to all Board members at least seven (7) days before the scheduled meeting date, unless all Board members consent to a shorter notice period.

Board meetings shall be quorate when at least a majority of the Board members then in office are present or represented. No Board member may hold more than one proxy at any single Board meeting. Ordinary decisions of the Board shall be taken by a simple majority of the votes of Board members present or represented. In the event of a tie, the President shall have a casting vote. Abstentions shall not be counted as votes cast for the purpose of calculating majorities.

Board meetings may be held in person, by video conference, by telephone conference, or by any other means that allows all participants to communicate with each other simultaneously and in real time. The Board may also adopt decisions by written consultation (i.e. by the circulation of a resolution in writing or by electronic means to all Board members), provided that: (i) all Board members have been duly consulted; (ii) a simple majority of all Board members (not merely those who respond) vote in favour of the resolution; and (iii) the outcome is formally recorded in the minutes at the next Board meeting.

The minutes of each Board meeting shall be prepared by the Secretary General and shall record: the date, time, and place of the meeting; the names of Board members present and absent; the items discussed; all decisions taken and the vote counts for each; any declarations of conflict of interest; and any other matters that a Board member requests to have recorded. The minutes shall be approved at the subsequent Board meeting and signed by the President and Secretary General.



Article 27 – Decisions Requiring an Enhanced Majority

Certain decisions of particular gravity or structural significance shall require, in recognition of their importance to the integrity and continuity of HDRI, a higher threshold of approval than ordinary decisions. The following decisions shall require a two-thirds (2/3) majority of votes cast at a General Meeting specifically convened for that purpose or at which the relevant item has been expressly included in the agenda:

- Amendment of these Statutes, in accordance with the procedure set out in Article 30.
- Dissolution of HDRI and the appointment of liquidators, in accordance with Article 28.
- Any merger, demerger, transformation, or other fundamental structural modification of the Organisation.
- Any decision to fundamentally alter the mission or non-profit character of HDRI.

The requirement for a two-thirds majority for the above decisions is a minimum threshold established by these Statutes and may not be lowered by any decision of the Board of Directors or the General Meeting, except through a statutory amendment adopted in accordance with Article 30.

Title VIII – Dissolution and Liquidation

Article 28 – Voluntary Dissolution

HDRI may be dissolved voluntarily by a resolution adopted at a General Meeting convened specifically for that purpose. A decision to dissolve the Organisation shall require the affirmative vote of at least two-thirds (2/3) of the votes cast by members present or represented at the meeting. In order to ensure that a decision of such gravity is taken with a sufficient degree of member participation, the dissolution vote shall be valid only if at least one-half (1/2) of all members of HDRI are present or represented at the meeting.

In the event that the quorum of one-half of all members is not reached at the first dissolution General Meeting, the Board of Directors shall convene a second General Meeting to be held not less than fifteen (15) and not more than thirty (30) calendar days after the first meeting. At the second meeting, the dissolution resolution may be adopted by a two-thirds majority of the votes cast, without any minimum quorum requirement. The notice of the second General Meeting shall expressly state that it is convened for the purpose of deliberating on the dissolution of HDRI and that no quorum will be required.

The decision to dissolve HDRI shall be communicated in writing to all members within seven (7) days of adoption and shall be declared to the competent prefecture within three (3) months of the date of the



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dissolution resolution, as required by Article 9 of the Law of 1901. HDRI shall also publish a notice of dissolution in the Journal Officiel in accordance with applicable legal requirements.

Article 29 – Liquidation and Disposal of Assets

Upon the adoption of a dissolution resolution, the General Meeting shall appoint one or more liquidators (liquidateurs) from among the members or external professionals, who shall be entrusted with the orderly winding-up of HDRI's affairs. The liquidators shall have full authority to: (i) collect all outstanding debts and assets; (ii) settle all liabilities and obligations of the Organisation; (iii) give and receive valid receipts and discharges; and (iv) take all other measures necessary to bring the affairs of HDRI to an orderly conclusion. The liquidators shall report to the General Meeting on the progress of the liquidation.

After the complete discharge of all liabilities and the payment of all outstanding obligations of HDRI, any remaining assets shall be transferred to one or more non-profit organisations or associations that pursue purposes similar or comparable to those of HDRI. The recipient(s) of the residual assets shall be identified by the General Meeting at the time of the dissolution resolution. Under no circumstances shall any part of the residual assets be distributed to members, former members, Board members, or any related persons. If the General Meeting fails to designate a recipient for the residual assets, the distribution shall be determined by the competent court in accordance with applicable French law.

Title IX – Amendment of the Statutes

Article 30 – Procedure for Amending the Statutes

These Statutes may be amended at any time by a resolution of the General Meeting, provided that the procedure set out in this Article is strictly observed. Any amendment that has not been adopted in accordance with this procedure shall be null and void and of no legal effect.

The authority to propose amendments to these Statutes is vested in the Board of Directors and, where one exists, the Advisory Board. Members may submit proposals for amendment to the Board of Directors in writing, but such proposals shall only be placed on the agenda of a General Meeting if approved for inclusion by the Board.

The procedure for the adoption of a statutory amendment shall be as follows:

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1. The Board of Directors, or the Advisory Board, shall formulate the proposed amendment in writing, setting out the current text of the provision(s) to be amended, the proposed new text, and a statement of reasons explaining the purpose and justification for the proposed change.
2. The proposed amendment, together with the explanatory statement, shall be communicated to all members of HDRI at least thirty (30) calendar days before the date of the General Meeting at which the amendment is to be considered, in accordance with the notice requirements of Article 20.
3. The General Meeting shall deliberate on the proposed amendment and shall adopt it, if approved, by a two-thirds (2/3) majority of votes cast by members present or represented.
4. The adopted amendment shall be recorded in the minutes of the General Meeting, signed by the President and Secretary General, and filed with the competent prefecture within three (3) months of the date of adoption, in accordance with Article 5 of the Law of 1901.
5. All members shall be notified of the adopted amendment within fifteen (15) days of its adoption, and the updated text of these Statutes shall be made available to all members upon request.

Article 31 – Internal Regulations (Règlement Intérieur)

In addition to these Statutes, the Board of Directors is authorised to adopt, amend, and repeal internal regulations (règlement intérieur) intended to supplement and specify the application of these Statutes in matters of detail that do not require statutory form. Internal regulations may address, without limitation: detailed procedures for the conduct of Board meetings and General Meetings; membership application and fee payment procedures; codes of conduct for members and Board members; data protection policies; financial authorisation thresholds; and any other operational matter relevant to the effective governance of HDRI.

Internal regulations shall be adopted by a simple majority decision of the Board of Directors and shall take effect upon adoption unless a later effective date is specified. Internal regulations shall be consistent with these Statutes and with applicable French law. In the event of any conflict between internal regulations and these Statutes, these Statutes shall prevail. All internal regulations in force shall be communicated to members upon request and shall be made available to all new members upon their admission to HDRI.

Title X – Final and Miscellaneous Provisions

Article 32 – Declaration, Registration, and Official Publications

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These Statutes shall be declared to the competent prefecture (Préfecture de Paris or its successor authority) in accordance with Articles 5 and 7 of the Law of 1901, within three (3) months of their adoption by the General Assembly. Upon receipt of the declaration, the Organisation shall acquire full legal personality. The Board of Directors shall ensure that all subsequent amendments to these Statutes, any change of registered office, and any change in the composition of the Board of Directors are duly declared to the competent prefecture within the applicable time limits.

The Board of Directors shall maintain a permanent and up-to-date register of members containing, for each member: their full name or denomination; their contact address; the date of admission to membership; and the date of cessation of membership, where applicable. This register shall be kept at the registered office and shall be made available for inspection by any member upon reasonable written request. The register shall be maintained in compliance with the applicable French data protection legislation, including the General Data Protection Regulation (Regulation (EU) 2016/679) and the French Data Protection Act (Loi Informatique et Libertés).

Article 33 – Conflict of Interest

Any Board member who has, directly or indirectly, a personal interest in a matter to be decided by the Board that is, or may be, in conflict with the interests of HDRI, shall declare that interest to the Board at the earliest opportunity and shall abstain from participating in the deliberations and vote on that matter. The declaration of interest and the abstention from voting shall be recorded in the minutes of the relevant Board meeting. The Board of Directors shall, by internal regulation, establish a conflict of interest policy setting out detailed procedures for the identification, declaration, and management of conflicts of interest.

Article 34 – Data Protection

HDRI shall process personal data of its members, Board members, employees, volunteers, partners, and other individuals in accordance with the applicable French and European data protection legislation, including the General Data Protection Regulation (Regulation (EU) 2016/679) and the Loi Informatique et Libertés. The Board of Directors shall appoint a person responsible for data protection compliance and shall adopt a privacy policy setting out the categories of personal data processed, the purposes of processing, the legal basis for each processing activity, and the rights of data subjects. HDRI shall not transfer personal data to third parties without the consent of the data subject or a legitimate legal basis.

Article 35 – Governing Law and Disputes

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These Statutes are governed in all respects by French law. Any dispute arising out of or in connection with these Statutes, the internal regulations, or the activities of HDRI, including disputes between members, between members and the Board of Directors, or between the Organisation and third parties, shall be subject to the exclusive jurisdiction of the competent courts of the French Republic. The parties to any such dispute shall first seek to resolve it through good-faith negotiation or mediation before resorting to litigation.

Article 36 – Language

These Statutes are drawn up in the English language. For the purposes of any declaration to French public authorities, a certified French translation shall be prepared by the Board of Directors. In the event of any discrepancy between the English text and any French translation, the English text shall prevail as the authoritative version for all purposes of internal governance and member relations. For the purposes of all regulatory filings and dealings with French public authorities, the French translation shall be the operative version.

Article 37 – Entry into Force

These Statutes were adopted by the Extraordinary General Assembly of HDRI on **10 September 2026**, in accordance with the procedure set out in Article 30, and shall enter into force on that date. They supersede and replace all prior versions of HDRI's Statutes and any other governance documents previously in force. These Statutes shall remain in force until amended or repealed in accordance with the procedure set out in Article 30, or until HDRI is dissolved in accordance with Article 28.

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Adoption and Signature

These Statutes, comprising Ten Titles and Thirty-Seven Articles, were duly adopted by the General Assembly of the Human Development Research Initiative (HDRI) at a duly convened Extraordinary General Assembly held on **10 September 2026**, by the two-thirds (2/3) majority required by Article 30. By adopting these Statutes, the General Assembly confirms that all provisions herein are consistent with the French Law of 1 July 1901 and that the Organisation shall be governed by and operate in accordance with these Statutes from the date of their entry into force.

Signed on behalf of HDRI, in accordance with Article 30(4) of the Statutes:

Gurgen Petrosyan

President of HDRI

Date: 10 September 2026

Signature:

Sofia Balas

Secretary General

Date: 10 September 2026

Signature:

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