



hdri ★
Human Development
Research Initiative

RULES OF PROCEDURE

(Internal Regulations — Règlement Intérieur)

Adopted by the Board of Directors pursuant to Article 31 of the HDRI Statutes

Paris, France



Human Development Research Initiative (HDRI)

50 Rue des Tournelles, 75003 Paris, France

Registration Number: W751275674

EU TRN: 892689452279-12

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PREAMBLE

These Rules of Procedure (the 'Rules') constitute the internal regulations — règlement intérieur — of the Human Development Research Initiative ('HDRI' or 'the Organisation'). They are adopted by the Board of Directors in the exercise of the authority expressly conferred upon it by Article 31 of HDRI's Statutes (the 'Statutes'), which empowers the Board to supplement the Statutes with detailed procedures governing matters that, by their operational or administrative nature, do not require statutory form.

The Statutes lay the constitutional foundation of HDRI: its identity, mission, governance architecture, and the fundamental rights and obligations of its members. These Rules serve a different, complementary function. They set out, in concrete and workable terms, how members apply to join HDRI, how the Board convenes and conducts its meetings, how the General Assembly is called and how members participate and vote within it, how the Organisation's funds are authorised and accounted for, and how conflicts of interest, confidentiality, and institutional communications are to be handled in practice.

These Rules are drafted on the basis that good governance is not achieved by the mere existence of a statute, however carefully drafted, but by the discipline with which an organisation follows clear, fair, and consistently applied procedures. They are intended to be read and used by the people they govern, members, Board members, staff, volunteers, interns, and partners, and not merely filed away as a formality.

For the avoidance of doubt, these Rules are subordinate to the Statutes in every respect. Nothing in these Rules shall be read to add to, subtract from, or otherwise alter any right, obligation, majority requirement, or procedure that the Statutes themselves establish. Where the two instruments cannot be reconciled, the Statutes govern, in accordance with the hierarchy of norms set out in Article 4 of the Statutes and restated in Article 4 of these Rules.

This is the final and consolidated version of HDRI's Rules of Procedure. It supersedes and replaces, in its entirety, any previous draft, version, or internal regulation adopted or circulated prior to its date of adoption by the Board of Directors.

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TITLE I — GENERAL PROVISIONS

Article 1 — Object and Legal Basis

These Rules are adopted by the Board of Directors pursuant to Article 31 of the Statutes, for the purpose of specifying, in operational detail, the manner in which the governance principles laid down in the Statutes are to be implemented in the day-to-day life of the Organisation.

Without limiting the generality of the foregoing, these Rules govern: the procedure for admission to and cessation of membership; the conduct of meetings of the Board of Directors; the participation, registration, and voting procedures of the General Assembly; the authorisation and administration of HDRI's finances; the identification and management of conflicts of interest; institutional communications and the protection of personal data; and the functioning of committees, working groups, and volunteer or fellowship arrangements.

Article 2 — Definitions

For the purposes of these Rules, and unless the context otherwise requires, the following terms shall have the meanings set out below. Terms defined in the Statutes and used but not separately defined in these Rules shall carry the meaning given to them in the Statutes.

- **'General Assembly'** means the General Meeting of members of HDRI referred to in Title V of the Statutes, whether ordinary or extraordinary, and whether held in person, by remote means, or in a mixed format. The terms 'General Assembly' and 'General Meeting' are used interchangeably in these Rules and denote one and the same body.
- **'The Board'** means the Board of Directors of HDRI as constituted under Article 13 of the Statutes.
- **'Registration'** means, in relation to the General Assembly, the act by which a member confirms, within the applicable deadline and by the applicable means, their intention to participate in a specific General Assembly, whether in person, remotely, or through a proxy, as further described in Article 17 of these Rules.
- **'Proxy'** means a member duly appointed by another member, in accordance with Article 21 of the Statutes and Article 20 of these Rules, to attend and vote at a General Assembly on that member's behalf.

Article 3 — Scope of Application

These Rules bind all members, Board members, Advisory Board members (where such a body exists), employees, interns, research fellows, volunteers, and any other person acting on behalf of or in association with HDRI. A person to whom these Rules apply is deemed to have accepted them, in full and without reservation, from the moment their membership, appointment, employment, or engagement with HDRI takes effect.



Article 4 — Hierarchy of Norms and Interpretation

In the event of any conflict or inconsistency between these Rules and the Statutes, the Statutes shall prevail without exception, in accordance with Article 4 of the Statutes. In the event of any conflict between these Rules and a decision of the Board or the General Assembly lawfully adopted under the Statutes, that decision shall prevail to the extent it is itself consistent with the Statutes.

These Rules shall be construed sensibly and in good faith, in a manner that gives effect to their evident purpose rather than to an overly literal or technical reading of any single clause taken in isolation. Where these Rules are silent, the Board shall decide the matter having regard to the spirit of the Statutes and of these Rules, and shall record its decision, together with its reasoning, in the minutes of the relevant meeting.

TITLE II — MEMBERSHIP PROCEDURES

Article 5 — Application for Membership

An application for membership under Article 8 of the Statutes shall be submitted using the standard application form approved by the Board. At a minimum, the form shall request the applicant's full name and contact details; for legal entities, the registered name, legal form, and the identity of the authorised representative; a short statement explaining the applicant's interest in HDRI's mission; and any further information the Board reasonably considers necessary to assess the application.

The Secretary General shall keep a running log of applications received, noting the date of receipt, the date on which the Board reaches its decision, and the outcome. Applicants shall be notified of the Board's decision in writing, by post or by electronic mail, within the thirty (30) day period fixed by Article 8 of the Statutes, that period running from the date on which a complete application is received rather than from the date of a first, incomplete submission.

Article 6 — Register of Members

The Secretary General shall maintain, on the Board's behalf, the permanent register of members required by Article 32 of the Statutes, and shall update it within seven (7) days of any admission, resignation, expulsion, or forfeiture of membership. The register shall be held securely, whether in physical or electronic form, with access restricted to Board members and, where the Board has so authorised, to staff acting in the ordinary course of their duties. Any member may inspect the entry relating to their own membership on written request to the Secretary General.



Article 7 — Membership Fees

Where the Board establishes a system of membership fees pursuant to Article 22 of the Statutes, the applicable fee schedule, accepted payment methods, and due dates shall be communicated to all members at least thirty (30) calendar days before the new schedule enters into effect.

Fees fall due annually, within sixty (60) days of the start of each financial year, or, in the case of a new member, within thirty (30) days of admission. The Operations Officer is responsible for issuing payment requests and for recording each payment received in the register of members.

- **A formal written reminder** shall be issued to any member whose fees remain unpaid thirty (30) days after the due date. Issuance of the reminder opens the thirty (30) day grace period contemplated by Article 12 of the Statutes, at the expiry of which membership is forfeited if payment has still not been received.

Article 8 — Resignation and Notification of Changes

A member wishing to resign under Article 12 of the Statutes shall give written notice to the Secretary General, whether by post to the registered office or by electronic mail to HDRI's official contact address, and shall receive an acknowledgement of receipt within seven (7) days.

Members undertake to inform the Secretary General, within thirty (30) days, of any change to their contact details or professional affiliation, using the same channels as apply to a notice of resignation.

Article 9 — Disciplinary Procedure for Expulsion

Where the Board considers that grounds for expulsion under Article 12 of the Statutes may exist, it shall follow the procedure set out below before any decision is taken:

1. The Secretary General notifies the member in writing of the specific grounds on which expulsion is being considered, together with any documentation on which the Board proposes to rely.
2. The member is given not less than fourteen (14) calendar days from the date of that notification within which to submit written observations.
3. The member may ask to be heard orally, in person or by remote means; such a request is not to be refused save for good reason.
4. The Board deliberates and decides, by simple majority and in the member's absence, recording its decision and the reasons for it in the minutes.
5. The decision, with reasons, is communicated to the member in writing within seven (7) days.



Article 10 – Code of Conduct for Members

Members shall conduct themselves, in their dealings with HDRI and in any public capacity in which they present themselves as members of HDRI, with honesty and mutual respect, and shall refrain from harassment, discrimination, or any conduct liable to damage the Organisation's reputation. Members shall keep confidential any non-public information they obtain through their involvement with HDRI, including internal deliberations, unpublished research, and the personal data of fellow members, and shall not disclose it without proper authorisation.

TITLE III – BOARD OF DIRECTORS: MEETING PROCEDURES

Article 11 – Convening of Board Meetings

Notice of each ordinary Board meeting is given by the President, in consultation with the Secretary General, at least seven (7) calendar days beforehand, as required by Article 26 of the Statutes, and states the date, time, format, and venue or remote access details of the meeting. A Board member wishing to add an item to the agenda notifies the President in writing at least seven (7) days before the meeting; the President then circulates the final agenda and any supporting papers not later than three (3) days before it.

Article 12 – Conduct of Meetings and Remote Participation

The President chairs Board meetings; in the President's absence, the Secretary General does so. The Chair ensures that proceedings run in an orderly manner, that every Board member has a fair opportunity to be heard, and that decisions are accurately recorded. Where a meeting is held wholly or partly by remote means, the Chair confirms, before any business is transacted, that all participants can hear and be heard and that the quorum fixed by Article 26 of the Statutes has been met.

Article 13 – Written Consultations (Circular Resolutions)

Where the Board proceeds by written consultation under Article 26 of the Statutes, the Secretary General circulates the text of the proposed resolution to every Board member by electronic mail, allowing not less than five (5) business days for a response. A Board member who does not respond within that period is treated as having abstained. The Secretary General records the outcome and reports it for formal ratification at the next Board meeting.

Article 14 – Minutes of Board Meetings

Draft minutes are circulated by the Secretary General within fourteen (14) days of each meeting and approved, with any corrections, at the start of the following meeting. Once approved, they are signed



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by the President and Secretary General and retained among the Organisation's permanent records for not less than ten (10) years.

Article 15 – Handover Between Outgoing and Incoming Board Members

On the expiry, resignation, or removal of a Board member, the outgoing office-holder transfers, within fifteen (15) days, all documents, records, access credentials, and materials relating to their position to their successor or to another Board member designated for that purpose, together with a short written note of any matters left pending.

TITLE IV – GENERAL ASSEMBLY: PARTICIPATION, REGISTRATION, AND VOTING PROCEDURES

Article 16 – Notice and Supporting Documentation

Notice of a General Assembly is given in accordance with Article 20 of the Statutes and is sent by electronic mail to each member's registered address, with the Secretary General keeping a record of dispatch. The notice is accompanied by such reports, financial statements, or draft resolutions as are relevant to the items on the agenda.

Article 17 – Registration for the General Assembly

All members of HDRI have the right to attend the General Assembly, in accordance with Article 10 of the Statutes. Once the date, time, agenda, and practical arrangements for a General Assembly have been settled by the Board, the Secretary General shall distribute to every member, together with the notice of meeting, an official registration form and the accompanying notice of the General Assembly.

Each member who wishes to take part in the meeting, whether in person, by remote means, or by proxy, shall complete and return the registration form by the deadline stated in it, which shall not be less than five (5) calendar days before the date of the meeting. Registration allows the Secretary General to draw up an accurate list of participants, confirm the identity of those attending, and verify voting eligibility in good time, so that the meeting itself can proceed without avoidable delay or dispute.

The Secretary General shall keep the completed registration forms, and the resulting list of registered members, as part of the records of the General Assembly, in the same manner and for the same period as the minutes of the meeting.

Article 18 – Agenda Items Submitted by Members

A member who wishes to have an item placed on the agenda of an ordinary General Assembly submits a written request to the Board of Directors at least fifteen 15 calendar days beforehand, with a short

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explanatory note. The Board considers the request at its next meeting and informs the requesting member of its decision, with reasons, if the item is not admitted, at least five (5) days before the General Assembly.

Article 19 – Eligibility to Vote: Registration and Attendance

The right to vote at a General Assembly, guaranteed to every member under Article 10 of the Statutes, is exercised in practice through attendance at the meeting, whether in person, by remote means, or through a proxy duly appointed in accordance with Article 20 of these Rules. Registration under Article 17 is the procedural step by which a member confirms that they intend to exercise that right at a given meeting.

Accordingly, only a member who has completed the registration procedure described in Article 17 and who does in fact participate in the General Assembly, in person, remotely, or through a proxy, shall be entitled to cast a vote on the matters submitted to that meeting.

A member who does not register in accordance with Article 17, or who, having registered, is absent from the meeting without having appointed a proxy under Article 20, shall not be entitled to vote on the matters before that particular General Assembly. This shall not affect that member's underlying membership rights under the Statutes, including their right to attend and vote at any future General Assembly for which they do register, nor their right, where practicable, to attend the meeting in question as an observer.

For the avoidance of doubt, registration is an administrative formality serving the orderly conduct of the meeting and the accurate recording of attendance for the purposes of Article 21 of the Statutes; it does not add any substantive condition to membership itself, and the Board shall apply it consistently and without discrimination among members.

Article 20 – Proxy Voting

A member who has registered for a General Assembly but who subsequently finds that they are unable to attend may appoint another eligible member as their proxy, in accordance with HDRI's proxy voting procedures. The appointment is made using the standard proxy form approved by the Board, which identifies the appointing member, the proxy, the meeting concerned, and, where the appointing member wishes to bind the proxy's vote on specific agenda items, the corresponding voting instructions.

The completed proxy form is submitted to the Secretary General before the meeting begins. Once appointed, the proxy may cast votes on behalf of the absent member on the matters submitted to the General Assembly, subject to any instructions given in the form. The Secretary General verifies that no member holds more than three (3) proxies at the same meeting, as required by Article 21 of the Statutes, and reports the number of proxies held by each member to the Chair at the opening of the meeting.



Article 21 – Conduct of the Meeting and Voting Methods

The Chair opens the meeting by recording the number of members present or represented, drawing on the registration list prepared under Article 17, before presenting the agenda and moderating the deliberations, so that members wishing to speak on an item may reasonably do so before a vote is called.

Voting ordinarily takes place by show of hands or, for remote or mixed-format meetings, by electronic means. Any member present or represented may ask for a secret ballot on a given resolution, in which case the Chair arranges for it before the meeting moves to the next agenda item, in accordance with Article 21 of the Statutes.

Article 22 – Minutes of the General Assembly

The Secretary General prepares minutes of each General Assembly recording attendance, registrations, and proxies; a summary of the deliberations; the text of each resolution put to the vote; and the outcome of each vote. Draft minutes are circulated to members within thirty (30) days of the meeting and confirmed at the next General Assembly.

TITLE V – FINANCIAL PROCEDURES

Article 23 – Financial Authorisation Thresholds

Pursuant to Article 24 of the Statutes, expenditure by HDRI is authorised according to the following thresholds, which the Board may revise at any time by simple majority decision:

- **Up to €500:** may be authorised by any one Board member acting within an approved budget line.
- **€500 to €2,500:** require the joint authorisation of the Operations Officer and one other Board member.
- **€2,500 to €10,000:** require the prior written approval of the President, in addition to the authorisations above.
- **Above €10,000:** require prior approval by resolution of the Board of Directors.

Every authorisation is recorded in writing, including by electronic mail, and kept together with the corresponding invoice or receipt.

Article 24 – Expense Reimbursement

A Board member, staff member, or volunteer who incurs expenses on HDRI's behalf submits a reimbursement request to the Operations Officer within thirty (30) days of the expense being incurred,



accompanied by the original receipts or invoices. Reimbursement is processed within thirty (30) days of receipt of a complete and duly authorised request.

Article 25 – Banking and Signatory Authority

Signatory authority over HDRI's bank accounts is held jointly by the President and the Secretary General. Any change to signatory authority is recorded in the minutes of the Board meeting at which it is decided and notified to the relevant banking institution without delay.

Article 26 – Budget Calendar and Financial Reporting

The Operations Officer prepares a draft annual budget for review by the President and Secretary General not later than sixty (60) days before the start of each financial year, for submission to the Board for approval under Article 24 of the Statutes. Quarterly financial summaries are presented to the Board at its ordinary meetings.

TITLE VI – CONFLICTS OF INTEREST AND ETHICS

Article 27 – Declaration of Interests

Each Board member completes an annual declaration of interests identifying any professional, financial, or personal relationship that could reasonably give rise to a conflict of interest in connection with HDRI's activities, and updates it promptly whenever circumstances change. Where a specific matter before the Board gives rise to such a conflict, the Board member concerned declares it at the earliest opportunity; the declaration and the ensuing abstention are recorded in the minutes, as required by Article 33 of the Statutes.

Article 28 – Gifts and Hospitality

Board members, staff, and volunteers shall not solicit or accept gifts, hospitality, or other benefits from any person or entity dealing with HDRI where doing so could reasonably be seen as an attempt to influence the performance of their functions. Gifts of nominal value, below €50, received in a professional capacity need not be declined but should be reported to the Secretary General.

Article 29 – Confidentiality

Every person to whom these Rules apply treats as confidential any non-public information relating to HDRI's internal deliberations, unpublished research, donor relationships, or the personal data of members and staff, and does not disclose it except as required by law or expressly authorised by the Board.



TITLE VII — COMMUNICATIONS AND DATA PROTECTION

Article 30 — Institutional Communications and Spokespersons

The President and the Communications Director are HDRI's principal authorised spokespersons. Any other Board member, staff member, or volunteer wishing to speak publicly or to the media on HDRI's behalf first obtains the Communications Director's authorisation. Public communications issued in HDRI's name are, so far as practicable, reviewed by the Communications Director before publication, to ensure consistency with the Organisation's adopted positions.

Article 31 — Use of the HDRI Name and Brand

The name 'HDRI', the full designation 'Human Development Research Initiative', and any associated logos or visual identity elements may be used only in accordance with the brand guidelines adopted by the Board. Any use by a third party requires the Board's prior written authorisation, in accordance with Article 1 of the Statutes.

Article 32 — Data Protection Policy

HDRI processes personal data only for specified, lawful purposes connected with its mission and operations, in accordance with the General Data Protection Regulation (Regulation (EU) 2016/679) and the Loi Informatique et Libertés, as Article 34 of the Statutes requires.

- **Purposes of processing:** membership administration, financial administration, and the organisation of events and programmes.
- **Retention:** personal data is kept only for as long as necessary for the purpose for which it was collected, and in any event no longer than five (5) years after the end of a member's association with HDRI, save where a longer period is required by law.
- **Data subject rights:** any individual whose personal data HDRI processes may exercise their rights of access, rectification, erasure, and objection by written request to the data protection contact designated by the Board.

TITLE VIII — COMMITTEES, WORKING GROUPS, AND VOLUNTEERS

Article 33 — Establishment of Committees and Working Groups

The Board may establish ad hoc or standing committees or working groups to support its work in specific thematic or operational areas, fixing the mandate, composition, and duration of each. Such bodies have no decision-making authority beyond what the Board expressly delegates to them and report to the Board on a regular basis.



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Article 34 — Interns, Research Fellows, and Volunteers

Interns, research fellows, and volunteers are engaged under a written arrangement setting out the scope, duration, and expectations of their engagement, and remain subject to the Code of Conduct in Article 10 and the confidentiality obligations in Article 29 of these Rules. Their supervision is the responsibility of the Publications and Research Director, unless the Board decides otherwise.

TITLE IX — FINAL PROVISIONS

Article 35 — Relationship with the Statutes

These Rules are subordinate to the Statutes and are to be read and applied consistently with them at all times. Should any provision of these Rules be found to conflict with the Statutes or with a mandatory provision of French law, that provision is void to the extent of the conflict, without affecting the validity of the remainder of these Rules.

Article 36 — Amendment of these Rules

These Rules may be adopted, amended, or repealed at any time by a simple majority decision of the Board, in accordance with Article 31 of the Statutes. An amendment takes effect immediately upon adoption, unless the resolution specifies a later date, and is communicated to all members within fifteen (15) days.

Article 37 — Entry into Force

These Rules enter into force upon their adoption by the Board of Directors and remain in force, as amended from time to time, until repealed by a subsequent decision of the Board. They supersede and replace, in their entirety, any prior version of HDRI's Rules of Procedure or internal regulations.

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ADOPTION

These Rules of Procedure, comprising Nine Titles and Thirty-Seven Articles, were duly adopted by the Board of Directors of the Human Development Research Initiative (HDRI) at a duly convened meeting, pursuant to Article 31 of the Statutes, and constitute, from the date of their adoption, the sole and complete internal regulations of the Organisation.

Gurgen Petrosyan

President of HDRI

Date: 11 September 2026

Signature:

Sofia Balas

Secretary General

Date: 11 September 2026

Signature:

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