

FOUNDATION
HEALTH ON THE NET FOUNDATION
(HON)

BY-LAWS

Pursuant to article 6 of the Charter of the Foundation, the constitution, organization and powers of the Foundation's bodies are defined in the present By-Laws as follows:

A. THE COUNCIL

1. Constitution and Composition

The Council shall be composed of at least three members, initially designated by the Founder. The Council is completed and renewed by co-optation. Its members are appointed for a period of two years and may be re-elected.

2. Organization

The Council shall elect among its members a President or two presidents for a period of two years.

The Council shall be convened upon request of its President or of the Executive Committee. The Council shall meet as often as required by the Foundation's business but at least once a year.

Decisions of the Council shall be taken by a majority of the members present.

Decisions of the Council shall be valid only if at least a majority of its members are present, including the President (or one of the co-presidents) or his designated replacement. In case of a tie, the vote of the President or co-presidents shall be decisive.

Decisions may validly be taken in writing unless any member of the Council requests oral deliberations.

If all present members agree, members of the Council may validly participate in a meeting of the Council by means of a video or telephone conference.

3. Powers

The Foundation shall be managed under the supervision of the Council. The Council has unlimited power to administer and manage the Foundation. It shall notably:

- appoint the members of the Executive Committee, the Advisory Board and the Auditors;
- decide on the distribution and utilization of the property of the Foundation and its revenues for any expenditure exceeding Sfr 200,000.--;
- approve the annual budget, the balance sheet and operation accounts;
- modify, if necessary, the present By-Laws;
- take all decisions for which specific powers have not been granted to another body of the Foundation.

4. Reimbursement

The members of the Council are entitled to be reimbursed for their expenses upon submission of the usual supporting documentation.

B. THE EXECUTIVE COMMITTEE

5. Constitution and Composition

The Executive Committee shall be composed of at least three members. These members are appointed by the Council for a period of one year. The Council will also designate an Executive Director and the chairman of the Executive Committee.

The mandate of the Committee members may be indefinitely renewed.

6. Organisation

The Executive Committee is convened when needed, without formal requirements.

The decisions of the Executive Committee shall be taken by a majority. In case of a tie, the Chairman shall have the casting vote.

The members of the Executive Committee shall have joint signature by two.

7. Powers

The Executive Committee shall manage the Foundation and be responsible for the day-to-day operation of the Foundation. It operates as the permanent secretary's office of the Foundation.

It shall notably:

- take all appropriate measures to attain the purposes of the Foundation;
- decide on the distribution and utilization of the property of the Foundation and its revenue for all amounts under Sfr 200,000.-- in accordance with the budget decided by the Council.

The Executive Committee shall be responsible for keeping the accounts of the Foundation.

8. Accounts

The accounting year shall end on December 31st of each year.

At the beginning of each accounting period, the Executive Committee shall draw up a report of its activities and a budget that shall be submitted for the approval of the Council together with the financial statements.

9. Reimbursement and retribution

The members of the Executive Committee are entitled to be reimbursed for their expenses upon submission of the usual supporting documentation. The members of the Executive Committee can be entitled to remuneration for their activities. The principle and amount of this remuneration should be voted each year by the council.

C. THE ADVISORY BOARD

10. Constitution and Composition

The Advisory Board shall be composed of at least three members who will be appointed by the Council for terms of one year. The Council will also designate the Chairperson.

11. Organization

The Advisory Board is convened when needed, without formal requirements.

The decisions of the Advisory Board shall be taken by a majority of its members. In case of a tie, the Chairperson shall have the casting vote.

Decisions may validly be taken in writing unless any member of the Advisory Board requests oral deliberations.

If all present members agree, members of the Advisory Board may validly participate in a meeting by means of a video or telephone conference.

12. Powers

The Advisory Board has exclusively advisory functions; it shall have no management authority.

It shall advise the Council and Executive Committee on specific projects and make recommendations for new Foundation projects.

D. THE AUDITORS

13. Constitution and Composition

The Council shall appoint Auditors from outside its membership for periods of one year. The Auditors shall be indefinitely re-eligible.

14. Duties

The Auditors shall examine the accounts of the Foundation and submit each year to the Council their written report on the accounts of the last accounting year.

The Auditors' report shall be submitted to the Competent Supervisory Authority.