



**Fédération Internationale  
des petits frères des Pauvres**

## STATUTES OF THE INTERNATIONAL FEDERATION OF LITTLE BROTHERS OF THE POOR

*The International Federation was created in 1979.*

*The present statutes were  
adopted by the General Assembly held in Montréal, 4 June 2004 and  
revised by the General Assembly held in Paris, 22 October 2006.*

### **PREAMBLE:**

0.01 **The Little Brothers of the Poor**, created in Paris by Armand Marquiset in 1946 as *les petits frères des Pauvres*, now present in Europe and North America, called to develop in other countries, are united in an international association called:

*La Fédération Internationale des petits frères des Pauvres (FIPFP)*  
*International Federation of Little Brothers of the Poor (IFLBP)*

designated in these statutes as the "**Federation**".

0.02 The Federation was created 31 October 1979 by four founding members:

- the French association *les petits frères des Pauvres*
- the Moroccan association *les petits frères des Pauvres*
- the American organization *The Little Brothers of the Poor*
- the Canadian corporation *les petits frères des Pauvres*

- 0.03 The Federation is governed by these statutes and by articles 60 ff. of the Swiss Civil Code. These statutes are supplemented by bylaws.
- 0.04 The Federation is nongovernmental and nonprofit; the Federation and all its members are independent of any political or religious affiliation in every country.
- 0.05 The Federation headquarters are in Switzerland. Its address in that country is determined by decision of the board.
- 0.06 The Federation is constituted for an indeterminate length of time; it may be dissolved according to conditions set forth in article 7.03.
- 0.07 The Federation's liability for its obligations is limited to the assets of the Federation. A member country's liability is limited solely to the membership fee it pays to the Federation.
- 0.08 French is the official language of the Federation; the French text of all official documents will be considered authentic. Working languages of the Federation are those necessary for the proper functioning of the Federation as described in article IV of the bylaws.

## **I. MISSION**

- 1.01 The International Federation of Little Brothers of the Poor, in service to its member countries around the world, unites them in a spirit of solidarity around the values promoted by Little Brothers as defined in an international charter adopted by all member countries, in particular love and respect for each person, unique and irreplaceable.

1.02 It is committed to promoting expansion of the action of Little Brothers around the world.

1.03 It participates in the network of international organizations where it shares its expertise in the area of aging and in problems related to exclusion.

## **II. PURPOSES AND OBJECTIVES:**

### **2.01 Internal links**

#### 2.01.1 Communication:

- Encourage and facilitate communication among member countries
- Collect and transmit information concerning topics related to aging

#### 2.01.2 Exchanges:

- Encourage and coordinate exchanges of people; share experiences and best practices
- Stimulate cooperation and collaboration in shared activities in order to promote solidarity

### **2.02 Development**

Promote and assist in spreading of Little Brothers action in new countries and sustain expansion of their presence within member countries

### **2.03 International representation**

Serve as international spokesman for Little Brothers to the public; increase the Federation's renown; create networks with other organizations sharing the same concerns

## **III. MEANS:**

The Federation develops a strategic plan covering several years, which will be evaluated regularly. It will constantly seek the financial, human and material resources necessary to achieve its purposes.

## IV. MEMBERS:

**4.01** Each country is represented by a single collective membership that includes all organizations and operations affiliated to Little Brothers in that country. Applications of future members are received by the general assembly for approval according to criteria defined in Article V of the bylaws. To be accepted as member the candidate country must receive two thirds of the votes cast.

**4.02** All members of the Federation have a common purpose: to provide , freely, to all persons, particularly the elderly, who are isolated or impoverished, the material and moral aid necessary for their human enrichment, by any direct or indirect means and under conditions appropriate to the needs of each of these persons. Members accomplish this purpose in accordance with the fundamental principles underlying Little Brothers since their inception, as reflected in the motto "*Flowers before Bread*".

### **4.03 Member obligations**

4.03.1 All members contribute to achieving the purposes and objectives of the Federation and thereby agree to:

- take part in the general assembly and all other activities agreed upon in common
- put into effect decisions made by the general assembly
- maintain a regular contact with the board by informing it of their programs and activities
- identify themselves in their communications as "*Member of the International Federation of Little Brothers of the Poor*"
- pay the annual membership fees set by the general assembly
- aim to achieve and maintain their financial independance

4.03.2 Each member supplies the board of the Federation with a copy of its current statutes and bylaws.

4.03.3 Each year members file with the board the list of current members of the national board of directors and an annual financial statement.

4.03.4 Any changes in this information must be notified to the board.

## **V. ORGANIZATION:**

The International Federation is governed and administered by a general assembly and a board, under the leadership of its president, in accordance with measures given in these statutes.

### **5.01 General Assembly**

5.01.1 The general assembly is the supreme authority of the Federation and is composed of delegations formed by member countries. It is convened in regular session by the board every two years. The date and venue of the general assembly are set by the board.

5.01.2 The convening notice announcing the date and venue of the general assembly is sent to all member countries at least six months in advance.

5.01.3 The board is charged with preparing the agenda for the general assembly, which is sent to all member countries at least three months in advance. All accompanying documents concerning items on the agenda, specifically items requiring a vote, are attached to the agenda or sent to member countries no later than two months prior to the meeting.

- 5.01.4 Member countries may request, in writing, to place additional items on the agenda up to two months prior to the meeting. All appropriate documents and supplementary information concerning the addition must accompany the request and be provided to all members. The request must be approved by the general assembly at the start of the session before being placed on the agenda. Such approval requires a simple majority.
- 5.01.5 The board may decide to place an item on the agenda less than two months prior to the meeting provided that the matter does not require a vote.
- 5.01.6 The general assembly may be convened in special session at the request of at least two thirds of the member countries or by decision of the board. To deliberate validly, at least two thirds of member countries must be present. In order to be accepted, decisions must pass by two thirds of votes cast. Only items on the agenda sent in advance of the special session may be discussed in that session.
- 5.01.7 The general assembly delegates to the board power to make decisions in case of an urgent issue facing the Federation or one of its member countries arising between two assemblies. The board will report on such decisions at the next general assembly.
- 5.01.8 The general assembly approves the strategic plan developed by the board. It monitors progress of this plan and makes any changes that may become necessary.
- 5.01.9 The general assembly is chaired by the Federation president and considers the following matters:
- a) approval of the agenda.
  - b) appointment of secretaries, voting officials
  - c) state of the Federation report from the president
  - d) annual reports of Federation activities
  - e) reports from member countries

- f) approval of the treasurer's statement of accounts from the preceding two fiscal years
- g) approval of the proposed budget for the current and following fiscal years; setting the annual membership fee
- h) appointment of a professional auditor
- i) election of the president and treasurer
- j) deliberation on any other topics approved by the board according to conditions described above

5.01.10 If such situations arise, the general assembly will meet in special session, according to measures described in these statutes and the bylaws, in order to:

- vote on new membership applications
- vote on loss of membership
- approve amendments to the statutes
- vote to dissolve the Federation

## **5.02 The Board**

5.02.1 The primary mission of the board is to watch over the best interests of the Federation and to ensure healthy and prudent management of its affairs.

5.02.2 The board is composed of one representative from each member country, each of whom has one vote.

- The president, elected by the general assembly, chairs board meetings ex officio. The president has no vote except in case of a tie vote when the president has the deciding vote.
- The treasurer, elected by the general assembly, attends board meetings ex officio, without a vote.

- 5.02.3 Country representatives on the board are appointed by each member country who will also nominate an alternative according to its internal rules; these representatives serve as the principal liaison between the Federation and the member country, in particular to its board of directors. They communicate Federation information to all appropriate persons within the country and bring country concerns before the Federation.
- 5.02.4 The board executes decisions of the general assembly.
- It examines financial reports submitted by the treasurer.
  - It examines budgets submitted by the treasurer and makes recommendations to the general assembly.
  - The board can make appropriate adjustments to the operations budget during the current year as may be required by circumstances, up to a limit of ten per cent per budget line. In the event of a serious matter arising, the board will be authorized to decide on an urgent and unforeseeable expense, provided that board members accept this decision unanimously.
  - It sets the date and venue for the general assembly meeting and prepares its agenda.
  - It appoints members of committees and receives their reports.
- 5.02.5 The board meets at least once a year. A special meeting of the board can be called if requested by at least half its members or by the president.
- 5.02.6 At least four months before the general assembly, it receives candidacies for the offices of president and treasurer. All candidates must have the approval of their member country.
- 5.02.7 It prepares the strategic plan to be presented to the general assembly, evaluates the plan and sees that it is executed.

- 5.02.8 It prepares the job descriptions of management level personnel, selects this personnel and evaluates performance regularly.
- 5.02.9 In case of repeated absence by a representative or serious dereliction of duties, the Federation president will confer with the president of the country concerned.

### **5.03 President**

- 5.03.1 The president chairs board meetings and general assemblies.
- 5.03.2 The president receives from the board delegation of all powers necessary for routine management and reports on these activities to the board.
- 5.03.3 The president represents the Federation before the law and in all civil acts.
- 5.03.4 The president supervises the work of paid staff.
- 5.03.5 The president is elected by the general assembly to a four-year term, which may be renewed one time. Member country presidents are not eligible for the office of Federation president.
- 5.03.6 In the event the president should be charged with a serious dereliction of duties, the board will call a special general assembly.
- 5.03.7 In the event of resignation, death or incapacity of the president, the board will name an interim replacement to serve until the end of the term.

#### **5.04 Treasurer**

- 5.04.1 The treasurer oversees proper financial management of the Federation and in particular:
- preparation and oversight of budgets and accounts
  - orderly bookkeeping
  - preparation of financial statements
  - investment management and reports to the board on these activities
- 5.04.2 The treasurer is elected by the general assembly to a four-year term, which may be renewed one time.
- 5.04.3 In the event the treasurer should be charged with a serious dereliction of duties, the board will call a special general assembly.
- 5.04.4 In the event of resignation, death or incapacity of the treasurer, the board will name an interim replacement to serve until the end of the term.

#### **5.05 Auditor**

- 5.05.1 The auditor is appointed by the General Assembly for a period of two years; the appointment can be renewed for a new period.
- 5.05.2 The auditor presents a written report to the General Assembly that includes the balance sheet and the profit and loss statement.

#### **5.06 Board Committees**

The board may create committees to assist it in its work, as described in article III of the bylaws. They can include persons selected from outside the board. Operational expenses for such committees must be planned for in the Federation budget.

### **5.07 Regional groups**

Members of a same geographic region may group together to encourage communication, cooperation among these members, and regional development. These groups are free to organize themselves as they see fit.

The European group and the North American group are the first such regional groups.

## **VI. FINANCES**

### **6.01 Financial measures**

6.01.1 The financial resources of the Federation are:

- membership fees
- special contributions requested of member countries
- donations or gifts received from other organizations, corporations or individuals
- investment income
- inheritances or bequests from individuals
- grants received from public and private bodies
- any other appropriate form of income authorized by law

6.01.2 The fiscal year of the Federation is the calendar year.

### **6.02. Membership fees**

6.02.1 Membership fees (dues) are approved by the general assembly in accordance with article VI of the bylaws.

- 6.02.2 The treasurer issues a call for membership fees annually. Members who have not paid their dues within two months will receive a second call, to which they will have one month to answer. After these three months, if there is no explanation for non-payment, and in the absence of prior approval by the treasurer of an additional period, such members will be considered in arrears and will forfeit membership privileges until payment of amounts due.

## **VII. OTHER MATTERS**

### **7.01 Resignation or loss of membership**

- 7.01.1 A member may resign from the Federation at any time by notifying the president in writing of this decision.
- 7.01.2 A member may lose its membership if the general assembly, meeting in special session, determines that it does not honor its obligations as expressed in article IV. The member will be invited to speak to the general assembly before a vote on loss of membership. The member will not be allowed to participate in this vote. To be accepted, the vote for loss of membership must carry by a two-thirds majority of those voting.
- 7.01.3 In the case of resignation or loss of membership of one of the founding members of the Federation (France, United States, Canada – Morocco: resigned 2000), such country may retain its original name within its own country.
- 7.01.4 For other members, in case of loss of membership or resignation, the country loses the right to use of the name "Little Brothers of the Poor" or its translation.

## **7.02 Disputes**

In the case of a dispute arising between member countries, or between a member country or countries and the Federation, members waive the right to take their disputes before a court of law and agree that such disputes will be subject to the binding decision of a special commission or an outside authority appointed by the board.

## **7.03 Dissolution**

7.03.1 Only a special general assembly, with a quorum of two-thirds of members present, can dissolve the Federation. In order to carry, a vote to dissolve requires a majority of two-thirds of those voting.

7.03.2 In the event of dissolution, the general assembly voting dissolution will name three persons, including at least one member of the dissolved board, as liquidators of the properties and assets of the Federation and who will settle its debts and liabilities. Remaining assets of the Federation will be distributed to a foundation or organization having similar goals.

## **7.04 Amending the statutes**

Proposed amendments to these statutes must be presented by at least two members. A special general assembly will be called to vote on such amendments. To be accepted amendments must receive a two-thirds majority of votes cast. The bylaws may be amended by an ordinary general assembly.

# BYLAWS

## I. General assembly

- 1.01 A general assembly can validly deliberate if at least half the member countries is present.
- 1.02 The assembly appoints two meeting secretaries to take minutes and two election officers to oversee voting.
- 1.03 The president rules on points of order, has control of proceedings and sees that the agenda is followed.
- 1.04 Ordinarily a motion carries with a simple majority, defined as one half plus one of votes cast. Abstentions are not counted. In case of a tie vote, the motion is considered rejected.
- 1.05 Member countries participate in the general assembly in delegations appointed by each country according to its internal rules. Each delegation is composed of the national president and country representative, and up to six other persons. Members pledge to seek a broad representation of their affiliated organizations when appointing their delegations.
- 1.06 The president and the treasurer take part in the general assembly but are not members of a delegation.

- 1.07 Voting during the assembly is by delegation. The president and treasurer will be elected by delegation by secret ballot from a slate of candidates prepared by the board. In order to be elected, a candidate must receive a simple majority of votes cast. If no candidate receives a majority, a second vote will take place between the two highest candidates.
- 1.08 Approval of a new member will be voted as early as possible in the general assembly session in order to allow its participation in subsequent discussions.
- 1.09 Members will abstain from voting on issues in which they have or will receive direct financial benefit apart from the general interests of the Federation.
- 1.10 Minutes will be taken in writing and verified by secretaries appointed by the general assembly. The minutes will be submitted to all board members for approval.
- 1.11 Recently created organizations who are not yet members of the Federation may be invited by the president to send up to three representatives to the general assembly. These representatives attend the meeting as observers; they may not address the assembly unless invited by the president to do so.

## **II. Board**

- 2.01 The board can validly deliberate if at least half its members are present, plus the president or the treasurer.
- 2.02 The president chairs meetings of the board. In the absence of the president, the treasurer will preside.
- 2.03 Minutes of meetings will be taken and distributed to all member countries after approval by those present.

- 2.04 Decisions are taken by a simple majority, defined as one half plus one of votes counted. Abstentions are not counted. In case of a tie vote the president (or the treasurer in the absence of the president) will have the deciding vote.
- 2.05 The president and treasurer serve in a personal capacity and are independent of any national affiliation. These elected officers do not represent any member country. However, to be eligible they must be active as staff or volunteers within the member organization of their own country. Under normal circumstances, the president and treasurer should not be from the same member country. Paid staff of the Federation are not eligible for these offices.
- 2.06 The slate of candidates for the offices of president and treasurer is prepared and approved by the board.
- 2.07 The general assembly permanently delegates to the board all powers necessary for managing ordinary affairs, including:
- appointment and dismissal of any employees necessary for proper operation of the Federation
  - acceptance or refusal of all gifts from living persons or bequests in favor of the Federation
  - administration and management, including rental, of all property and real estate belonging to the Federation.
- 2.08 The board grants to the president and the treasurer all necessary powers, including legal authority, to:
- open and close all accounts in the Federation's name, in any country where Federation activities may so require
  - oversee all use of funds in accordance with decisions of the general assembly or the board
  - engage in the purchase, deposit, withdrawal or sale of all stocks, bonds or shares
  - write, endorse or pay all checks
  - order the transfer of funds or securities of any kind.

- 2.09 Board members serve without remuneration.  
Expenses incurred by the president, the treasurer and other board members in the exercise of their office will be reimbursed by the Federation upon presentation of receipts.
- 2.10 In the absence of the designated country representative, the member country should send an alternative who is knowledgeable in the business of the agenda, and who is authorized to vote.

### **III. Committees**

- 3.01 Committees are created by the board to deal with specific issues that may arise requiring particular treatment. The scope of activity of such committees is defined by the board, who also appoints members. A committee ceases to exist when its objectives have been met or if the board decides to dissolve it.
- 3.02 All committees select from among their members a president who serves as liaison to the board. Committees will work toward consensus. If voting becomes necessary, each member will have one vote. Committees are free to organize their work as they see fit. Any planned expenses for committee activities must be provided for in the budget. As much as possible committees will work by electronic and postal communications.

### **IV. Languages**

For the general assembly and the board, working languages are French, English and Spanish.

Other committees or working groups may choose any language or languages necessary for their work, depending on the composition of each group.

Nevertheless, any document addressed to the board or the general assembly must be submitted in French, English or Spanish.

## V. New Members

- 5.01 The nine member countries engaged in action programs of Little Brothers of the Poor, will obtain full membership status at adoption of these bylaws. These member countries are: Canada, France, Germany, Ireland, Mexico, Poland, Spain, Switzerland, and the United States of America.
- 5.02 The initial expansion of Little Brothers of the Poor programs into a country where Little Brothers does not yet exist is through the sponsorship of an existing Federation member country and with the prior approval of the Federation General Assembly. The general assembly, upon recommendations of the board, sets the main goals and directives for creation of a new organization. The guidelines and procedures for expansion are outlined in the Federation Development Policy, which is approved by the general assembly.
- 5.03 Membership in the Federation may be requested by application to the Federation president with endorsement by a sponsoring member. The criteria for an organization to seek membership in the Federation includes:
- The Federation will recognize only one legally organized structure per country.
  - The organization must be engaged in a program of activities of Little Brothers of the Poor in accordance with the Federation statutes and its international charter.
  - The organization must be firmly established and reasonably self-sufficient financially to operate its programs.
  - The organization must be able to pay the Federation membership fees as defined in article 6.02 of the statutes and article VI of the bylaws.

- 5.04 An organization requesting membership in the Federation must submit the application for membership to the president at least six months prior to the date of an upcoming general assembly. The membership application must include:
- a list of members of its board of directors
  - a copy of its statutes and bylaws
  - current budget and most recent financial statements
  - current activity report indicating present programs and projects, number of persons served, number of volunteers and staff, number of donors and grants
  - budgets, financial statements and activity reports for the previous three years
  - projected budgets and activity reports for the next three years to come
  - endorsement by a sponsoring country

Additional information may be requested if deemed necessary.

5.05 If an organization seeking membership requires financial assistance from the Federation and/or its members, the amount of such assistance and the projected time such assistance will be required must be specified and included with the membership application.

5.06 If membership status is not granted, the organization may submit an updated application for consideration at a future general assembly.

## **VI. Membership fees**

The amount of the membership fees (dues) is determined by taking the total amount of the planned operating expenses in the budget approved by the general assembly and dividing this sum by the number of member countries.

## **VII. Signatures**

The president and the treasurer, or any other member of the board designated by the board, are authorized to act on behalf of the Federation. The board may also designate one or more persons not members of the board to act on behalf of the Federation. The board determines the signature authority of authorized persons.

## **VIII. Postal ballots**

In urgent matters arising between general assembly meetings, other than accepting or revoking membership, amending the statutes or dissolution, the board may conduct votes by mail, electronic mail or fax. Failure to reply within two months will be considered abstention. For a motion to carry, at least half the members must have voted and the motion receive a simple majority of votes cast.