



ASSOCIATION DES INDUSTRIES D' HAITI

ASSOCIATION OF THE INDUSTRIES OF HAITI

Officially recognized as serving the public interest

BY-LAWS

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I.—ESTABLISHMENT AND OBJECTIVE

Article 1.—It has been established between the undersigned and all other persons adhering to the present by-laws, an association ruled by the present by-laws and the laws that are applicable.

Article 2.—The association holds the following the denomination: Association of the Industries of Haiti. It will equally and validly be designated under its acronym: “ADIIH”

It will equally be recognized in its relationships outside of Haiti under the denomination “Association of the Industries of Haiti”, the use of the acronym ADIIH remaining, whatever the language.

Article 3.—ADIIH regroups businesses undertaking industrial activities in Haiti and represents their interests. It will be able to associate itself with other businesses whose activities would support the industry. It has determined its mission to the valorization, the promotion and the development of the industrial sector. It is engaged to promote a sustainable peaceful social environment, high work productivity and policies and processes that protect the environment. It prohibits any political partisan stand as well as any discrimination on the basis of race, gender, sexual preferences, religion, ethnic origins, age, color or handicap.

To accomplish its mission, ADIIH ascribes to the following objectives:

- a) to ensure the defense of the interests of the members of the association and their representation with:
 - the public authorities
 - the foreign and international associations and organizations
 - civil society
- b) to promote, through an harmonized development of the industrial sector, a favorable climate for industrial development and the growth of free enterprise
- c) to undertake, with groups and associations having similar objectives, a common action in order to promote the country’s social and economic development
- d) to participate in the elaboration and the implementation of projects susceptible to have positive beneficial effects on national economy
- e) to assist, advise, represent and provide to its present and potential members appropriate services and information.

Article 4.—ADIIH’s headquarters is in Petion-Ville. It may, at any time, be relocated in another city by decision of the Board of Directors.

Article—5 The life of ADIIH is illimited.

Article 6.—Each exercise begins from January 1st to the 31st of December.

II.—COMPOSITION OF ADIIH

Article 7.—ADIIH is composed of physical or moral persons regrouped in three categories: industrial members, associate members and honorary members.

Are considered industrial members, any businesses, physical or moral persons, undertaking industrial activities, engaged in the fulfillment of the association's goals, such as defined in Article 3, who adhere to the present by-laws and are approved by the Board of Directors.

Are considered associate members any physical or moral persons, whose main activity is not industrial but in support of the latter, who desire to participate morally and materially to the realization of ADIH's mission, adhere to the present by-laws and are approved by the Board of Directors.

Are honorary members any physical or moral persons who do not fulfill the desired conditions to be admitted as industrial members or associate members, having given, give or may give distinguished services to the association and who are chosen by the Board of Directors. The quality of honorary member does not carry any obligation nor any special right.

Article 8.—To be admitted as a member, the candidates complete an application form addressed to the Board of Directors, expressing the engagement to adhere to ADIH's by-laws and present it to the association's Secretariat.

The Board of Directors is sovereign in its decisions on all requests of membership. In case of rejection of a request, its decision is not motivated and is without appeal.

The membership is pronounced by the Board of Directors by decision adopted by the majority of the members present or represented.

Article 9.—The industrial members and associate members pay a subscription fee the amount of which will be decided by the Extraordinary General Meeting. The membership fee is to be paid in the month of the membership. The subscription fee is paid monthly. However, any member who so desires may pay his subscription fees in advance for a trimester, one year or other.

The amount of the subscription fee is determined in proportion to the size of the business. To this end, members are classified in five categories:

--large companies	: more than two hundred employees
--medium-sized companies	: from one hundred to ninety nine employees
--small companies	: from twenty to ninety nine employees
--micro enterprises	: from five to twenty employees
--associate members	: whatever the number of employees

In terms of the present article, the size of the business is estimated in function of the number of employees declared at the Office National d'Assurance Vieillesse (ONA) for the current year.

The Board of Directors may propose to the General Meeting other classification criteria to modify the existing categories.

Article 10.—The rights attached to the quality of members are revoked:

- by a disciplinary decision pronounced by the Board of Directors
- by default of payment of subscription fees six months after the due date

Article 11.—The quality as a member of ADIH is revoked:

- a) by death or resignation
- b) by the dissolution of the moral person

- c) by the bankruptcy or insolvency
- d) by default of payment of the subscription fee during fifteen (15) consecutive months
- e) by withdrawal pronounced by the Board of Directors for reason of grave violation of principles of honor and dignity reflected in the code of ethics established by the Board of Directors.

Points a, b, c and d entail the automatic withdrawal of membership.

The withdrawal pronounced by the Board of Directors, the interested member having been called fifteen (15) before the meeting to be present and to provide all explanations. The decision of the Board of Directors is without appeal and, at the express convenience, cannot give rise to any legal action, nor any revendication on the association's assets.

III.—GENERAL ASSEMBLIES

Article 12.—The general assembly represents the association and its decisions, adopted regularly, bind the dissidents and absents non represented. It is composed of ADIH's industrial and associate members who detain voting rights. Have voting rights only the industrial and associate members who are up to date in the payment of their dues and are not stricken by any disciplinary measure. Members who are unable to be present may mandate another member to represent them. A representative cannot have two proxies. The associate members who participate to the Assembly, regardless of their votes is weighed at 25% of the vote.

Article 13.—The assemblies are ordinary or extraordinary. They are presided as stipulated in Article 25.

The ordinary assembly is held once a year, at the latest sixty days after the close of the social exercise upon notification by the president addressed fifteen days in advance individually or in the press. Upon motivated decision of the Board of Directors, the president is authorized to postpone this meeting to sixty days.

The extraordinary assembly may be called in case of exceptional circumstances, whenever necessary, by the president or by consent of the Board of Directors, upon written request of at least half of the members of the Board of Directors or upon signed request of at least a quarter of ADIH's membership. In the last two instances, the assembly must take place within thirty days following delivery of the request to the Secretariat.

For any other assemblies, the notifications must be sent at least fifteen days in advance and indicate the agenda. The agenda is established by the Board of Directors or, if necessary, by the group having requested the meeting.

Article 14.—The assemblies deliberations are noted by the secretary in a register and signed by members of the Board of Directors who are present at the debates. These minutes ascertain the number of members present to the general assemblies.

A.—Ordinary General Assembly

Article 15.—The Ordinary General Assembly

- a) receives the report of the activities of the Board of Directors and the accounts of the treasurer and decides on their approval;
- b) determines the main guidelines for the next exercise;

- c) is sovereign in its decisions on all issues relative to ADIH's operations;
- d) grants any authorization to the Board of Directors, the president and treasurer, to accomplish all the operations to fulfill the objective of the association, that are not contrary to the legal provisions and for which the authority have been entrusted to them by the by-laws would not be sufficient;
- e) votes the budget for the year;
- f) designates the scrutineers during the elections;
- g) elects the Board of Directors;
- h) selects the accounting firm in charge of ADIH's audit

Article 16.—To validly deliberate, the ordinary general assembly, called in conformity to the provisions of Article 13, must represent half plus one of the members of ADIH having voting rights. The decisions of the ordinary general assembly are adopted at the absolute majority of the members present or represented.

A lack of quorum on the date of the first notification, a new general assembly will be called on the minutes of the lack within the following fifteen days. The ordinary general assembly deliberates validly whatever the number of members present or represented, providing that it is superior by at least twenty percent (20%) of the persons having voting rights. The decisions will be adopted at the absolute majority of the members present or represented.

B.—Extraordinary General Assembly

Article 17.—The Extraordinary general assembly

- a) decides on all urgent issues that are presented and are on the agenda having been the object of the notification;
- b) brings any modification to the by-laws;
- c) pronounces on ADIH's dissolution;
- d) determines the amount of the dues;
- e) pronounces itself on the eventual fusion of ADIH with any other association seeking to achieve a similar goal or its affiliation to a union of associations.

Article 18.—The deliberations of the extraordinary general assembly to be valid must convene at least two thirds of its industrial members, present or represented and having voting rights. The decisions of the extraordinary general assembly are adopted at the majority of the two thirds of the members present or represented. In case of lack of quorum at the first notification, it will be done as stipulated in Article 16, but the majority of the decision remains that of two thirds of the members present or represented.

IV.—ADIH'S ADMINISTRATION

A.—Board of Directors

Article 19.—ADIH is administered by a Board of Directors composed of eleven (11) members at least and of seventeen (17) members at the most, representing the different sectors in the industrial activity in Haiti.

The sectors of activity and their mode of their maximum representation in the Board of Directors are established as follows:

Assembly and Manufacturing:	Two (2) members
2. Agro industry	Two (2) members
3. Building materials	One (1) member
4. Chemical industry and derivatives (Paints, Plastics, etc.)	One (1) member
5. Printing and Packaging	One (1) member
6. Electro mechanicals	One (1) member
7. Metals	One (1) member
8. Various	Five (1) members
9. Associate members	Two (2) members

The different sectors and their mode of representation may be the object of modification in function of a new repartition presented by the Board of Directors and adopted during the Ordinary General Meeting.

The outgoing President is by right member of the new board.

Article 20.—The members of the Board of Directors are elected by the Ordinary General Meeting for a term of two (2) years. They may be reelected.

Candidacies to election to the Board of Directors are received by ADIH's Secretariat at least forty eight hours before the elections.

At least one week before the elections, the Secretary establishes the list of members who are up to date in the payment of their dues and do not fall under a disciplinary sanction. This list will be given to the scrutineers.

Prior to the elections, the General Meeting designates three scrutineers to verify the proxies, to count the number of voters, to verify the ballot boxes, to open the ballot boxes, to compare the number of votes and the number of members present and represented and declare the results.

In case of death or resignation of a Board Member, the latter may temporarily name his replacement whose functions will expire at the next election.

In case of death or resignation of more than half of the Board members, the latter is automatically dissolved and a General Meeting is called to elect a new Board.

Article 21.—The Board of Directors meets whenever requested by its president or upon that of one fourth of its members and at least once each trimester.

It may convene to its meetings on a consultative basis any member of the association whose professional capacity would be useful to its activities, the invited members will not take part to the vote.

Any member of the Board may be written by written proxy, by another member of the Board. One administrator cannot hold more than two proxies.

Any member of the Board who does assist in person to more than three (3) consecutive statutory meetings is considered ipso facto as resigning.

For the validity of the debates, half plus one of the Board members must be present or represented.

The decisions are adopted at the absolute majority of the members present or represented.

The minutes of the Board sessions are noted in a special record; they are signed by the president and the secretary. The secretary can deliver copies that he ascertains as being true certified copies.

The functions of the Members of the Board are gratuitous.

Article 22.—The Board of Directors may form commissions of which it will determine the number, the composition, the means, the mandate and the life. The commissions are chaired by a member of the Board of Directors, participate to the execution of the mandate entrusted to the board of directors and are liable to it.

Article 23.—The Board of Directors ensures the execution of the decisions of the general meeting and is invested with the most extensive authority to do or authorize all the deeds that are not reserved to the general meeting.

It oversees the management of the executive office members and has always the right to request report of their activities.

It is sovereign in its decisions concerning all the adhesions or withdrawals from ADIH's membership.

It authorizes the president and the treasurer to undertake all alienations, recognized as necessary, of the assets and values owned by the association, as well as all the acquisitions or operations necessary to the operations of the Association.

Each year, it establishes the accounts of the ending exercise and the provisional budget to be presented to the meeting.

It may revoke the members of the Executive Office.

It determines the amounts that may be due to any member of the Board, duly mandated, for its duties, upon presentation of supporting documents, without these allocations may have the character of a salary, any function of the Board being gratuitous.

B.—Executive Office

Article 24.—The Board of Directors selects among its members, as stipulated in Article 19, an Executive Office composed at least of: a president, a vice president, a secretary, a treasurer and an advisor.

The members of the office are elected for one year, are re eligible for another term within the same Board.

Article 25.—The president convenes the general meetings and meetings of the Board of Directors.

He presents to the Board a trimestrial report of activities and a detailed financial report.

He represents the association in all the activities of civilian life and is invested of all authority to that effect. He particularly has the capacity to initiate proceedings as defender on behalf of the Association, and as claimant with the authorization of the Board of Directors. He may constitute, under the same conditions, all appeals or appeals to the highest court of justice and agree all transactions.

He chairs all meetings. In case of absence or illness, he is replaced by the vice president, and in case of absence in case of illness of the latter, by most senior member of the Board of Directors, or, in case of equal seniority, by the oldest one.

The president can only be elected for two successive terms of two years each. In any case can he cumulate more than six (6) years of presidency.

He proceeds to the nomination or dismissal of the association's employees.

Article 26.—The secretary is responsible of all that concerns the correspondence and the archives.

He writes the minutes of meetings or assemblies and, in general, all the redactions concerning the operations of association, excepting those relative to the accounting.

He maintains ADIH's records.

He delivers and signs the expeditions of deeds consigned to ADIH's records.

Article 27.—The treasurer is charged with all that concerns the management of the assets of the association: he makes all payments and receives, under supervision of the president, all the sums that are due to the association.

He maintains a general accounting, in accordance with the generally adopted accounting principles and in the most transparent manner of all the operations made and reports to the yearly general assembly that approves, if necessary, his management.

V. ADIH'S SOURCES OF ACTIVITY

Article 28.—To reach its objectives, ADIH will recruit the necessary number of employees for an efficient management.

A.—The Executive Director

Article 29.—The President after consultation and on consent of the candidacy by the Executive Office, will designate an Executive Director whose main functions are:

- a) to ensure the execution of the decisions of the board of directors as communicated by the president;
- b) to ensure the daily management of the association;
- c) to ensure the liaison between the membership and the Board and watch to the satisfaction of needs and to requests of services from the membership;
- d) to provide information to the Board of Directors for the preparation of financial statements and activity reports;
- e) to coordinate activities of different programs, projects and commissions and ensure their coherence;

- f) to prepare, plan and participate to meetings of the Executive Office, the Board of Directors and General Assemblies.

The Executive Director will fulfill all the other functions as defined in the task description in his work contract and will have any other responsibilities that will be determined by the Board of Directors and are not contrary to the by-laws and internal regulations.

The Executive Director is not a member of ADIH. He will spend his time on the business of the association and will receive a salary determined by the Board of Directors.

IV.—THE SUPERVISION AND CONTROL COMMISSION

Article 30.—It is established in ADIH by the Board of Directors, a Supervision and Control Commission composed of three members of the Board of Directors who are not part of the Executive Office.

This Commission:

- a) establishes the selection criteria of an independent auditing firm in order to ensure the competence and independence;
- b) receives the reports from the independent auditors;
- c) ensure the veracity of the financial statements before submission to the General Assembly;
- d) ensure the conformity of the proceedings and procedures to the Board of Directors and to the Executive Direction with the legal, statutory, regulatory and ethic principles applied.

The Commission presents its report on a periodic basis, at least once a year, to the Board of Directors. It may seize and convene the Board of Directors for any irregularity it may have noted.

VII.—ADIH'S RESOURCES

Article 31.—ADIH's resources include :

- a) The dues paid by its members ;
- b) The subventions that may be granted by the public collectivities (States, international organizations) or non governmental agencies destined to allow the fulfillment of the set objectives;
- c) The interest and revenues from assets and values that it owns;
- d) The payment from services provided to the members;
- e) The gifts and inheritances that may be made to it from public or private persons; however the Executive Office reservedly has the right to accept or reject any grant, inheritance, subvention or other in order to ensure the origin of the funds and protect ADIH's interests;
- f) The revenues from the operations of the Business Center. The Center will provide members with services such as: secretarial, telecommunications, meeting rooms; library; etc. The tariff for the services offered by the Business Center will be determined by the Board of Directors.

Article 32.—It is maintained on a daily basis an cash accounting by revenues and expenses, a accounting subject and an accounting projects. The best accounting practices must be adopted and implemented by the Treasurer and the Executive Director.

Article 33.—The internal regulations will determine the procedures of payment and collection.

VIII.—INTERNAL REGULATIONS

Article 34.—Internal regulations will be established by the Board of Directors and may always be modified by law.

These regulations only will determine the conditions of items capable to ensure the execution of the present by-laws or the modalities for the execution of operations which constitute the objective of the association.

IX.—RULES OF ETHICS

Article 35.—In any case is it allowed to a member or an employee to take advantage of the funds or assets of the association outside the execution of his duties.

The members prohibit the use of the Association for the promotion of their personal or political interests.

X.—DISSOLUTION OF ADIH

Article 36.—In case of voluntary or forced dissolution, the extraordinary general assembly, decides on the disposition of the estate of the association, without the latter being able, in all or in part, be attributed to the members. It designates the public institutions, the foundations or private institutions having a moral personality, except business companies, that will receive the rest of the assets after liquidation of all the liabilities and charges. It will name, to ensure the liquidation operations, one or several members of the associations who will be vested to that effect of all the necessary authority.

Adopted at the Extraordinary General Assembly in date of December 17, 2007