

ARTICLES OF ASSOCIATION

EMI • IMS • AMI • OIM

ENTRAIDE MISSIONNAIRE INTERNATIONALE
INTERNATIONAL MISSIONARY BENEFIT SOCIETY
AYUDA MISIONERA INTERNACIONAL
OPERA INTERNAZIONALE PER IL PERSONALE MISSIONARIO
ENTREAJUDA MISSIONÁRIA INTERNACIONAL
INTERNATIONAAL MISSIONAIR ONDERLING ULPBETOON

These Articles of Association have been adopted by the constitutive General Assembly held in Geneva on 30 June 1965 and the International Missionary Benefit Society has been registered on that date in the Geneva Trades and Companies Register.

The current version has been ratified by the General Assembly on 17 November 2020, amended at the Extraordinary General Meeting on 17 November 2023, updated on Steering Committee on 22 November 2024 and Board meeting on 12 October 2026.



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PREAMBLE

The International Missionary Benefit Society (IMS) is a Swiss-registered international association that operates under the aegis of episcopal conferences and various conferences of major superiors of women and of men. In a spirit of sharing, the IMS assists religious institutes, dioceses and other member Christian communities with the social welfare collaboration and support that they must provide to their members.

The matter of covering missionaries' healthcare costs was raised in 1964 at a European meeting of representatives of unions of major superiors, in a context that was particularly favourable to concerns relating to the Church's missionary expansion around the world, following the publication of an encyclical on the subject by Pope Pius XII (*Fidei Donum*, 21 April 1957, nos. 31-32).

In addition to religious missionaries sent abroad, this issue also concerned missionary congregations, all Church staff employed on missions, lay volunteers cooperating with the Church, *Fidei Donum* priests, and indigenous dioceses and congregations. With no access to the mutual benefit systems set up in their countries of origin or to cover under local healthcare schemes that, in many cases, were non-existent or largely inadequate, it was necessary to devise an international mutual aid and healthcare assistance fund for them.

The Franciscan Father Jean-François Barbier, Secretary General of the Conference of Major Superiors of France, provided the impetus for this project, with the support of the IMS, which was created for that purpose. The IMS, whose constituent assembly was held on 30 June 1965, began its work on 1 January 1966, under the aegis of its first Steering Committee, which was ecumenical in nature with international members (from France, Belgium, Switzerland and the Netherlands). Geographical Sections were immediately created to promote decentralisation.

Not-for-profit, non-competitive and having the support of the Holy See, this organisation aims to reconcile the dual necessities of international solidarity and national responsibility. In the spirit of Vatican II and the Code of Canon Law, its goal is to give all missionaries and similar beneficiaries an equal right to healthcare, wherever they may be sent.

The IMS's Head Office is located in Geneva, Switzerland, guaranteeing its neutrality in relation to the represented States.

In accordance with its Articles of Association and rules, and in compliance with the relevant national legislation, the IMS operates according to the decisions made by the General Assembly of its member Christian communities. It is administered by a Steering Committee made up of members proposed by CORREF (the founding member) and by the associate members.

The IMS's ambition is to provide its aid wherever its beneficiaries may carry out their activities and their ministries, with decentralised management performed by Sections based on a geographic scope. The mission engages in an approach that revolves around mutual assistance between the institutes, out of a concern for ensuring each man and woman religious can enjoy a decent life.

These Articles of Association are supplemented by Rules of the Bodies, which provide more details on the operation of the IMS's governance bodies, and a set of Internal Rules pertaining to operational relationships within the IMS.

PART I : CONSTITUTION, DURATION, HEAD OFFICE, PURPOSE

ARTICLE 1 – CONSTITUTION

An association was created in accordance with Articles 60 and following of the Swiss Civil Code under the names:

- Entraide Missionnaire Internationale in French
- International Missionary Benefit Society in English (hereinafter referred to as “the IMS”)
- Ayuda Misionera Internacional in Spanish
- Opera Internazionale per il Personale Missionario in Italian
- Entreatjuda Missionaria Internacional in Portuguese
- Internationaal Missionair Onderling Hulpbetoon in Dutch.

ARTICLE 2 – DURATION

The duration of the IMS is unlimited.

ARTICLE 3 – HEAD OFFICE

The Head Office of the IMS is located at 28 Boulevard des Philosophes, 1205 Geneva, Switzerland.

ARTICLE 4 – PURPOSE

The purpose of the IMS is to:

- Provide economic and social assistance, in the form of mutual healthcare assistance, to member Christian communities (dioceses, institutes and associations of the faithful), themselves grouped into Sections, and to the volunteers that support them
- Study and pursue, by any and all means, the protection of people as regards their health
- Afford other spiritual, moral and material aid to its beneficiaries.

The IMS was not created to make a profit.

ARTICLE 5 – RESPONSIBILITIES

The IMS’s liability is limited to the value of its assets. Members shall not be held personally liable. Consequently, membership in the IMS does not exempt religious communities from meeting their canonical obligations to their beneficiaries, particularly the duty of ensuring, in all circumstances, continued assistance in the event of illness.

Canon 231

Lay persons who permanently or temporarily devote themselves to special service of the Church are obliged to acquire the appropriate formation required to fulfil their function properly and to carry out this function conscientiously, eagerly, and diligently.

Without prejudice to the prescript of can. 230, §1 and with the prescripts of civil law having been observed, lay persons have the right to decent remuneration appropriate to their condition so that they are able to provide decently for their own needs and those of their family. They also have a right for their social provision, social security, and health benefits to be duly provided.

Canon 281

Since clerics dedicate themselves to ecclesiastical ministry, they deserve remuneration which is consistent with their condition, taking into account the nature of their function and the conditions of places and times, and by which they can provide for the necessities of their life as well as for the equitable payment of those whose services they need.

Provision must also be made so that they possess that social assistance which provides for their needs suitably if they suffer from illness, incapacity, or old age.

Married deacons who devote themselves completely to ecclesiastical ministry deserve remuneration by which they are able to provide for the support of themselves and their families. Those who receive remuneration by reason of a civil profession which they exercise or have exercised, however, are to take care of the needs of themselves and their families from the income derived from it.

Canon 619

Superiors are to devote themselves diligently to their office and together with the members entrusted to them are to strive to build a community of brothers or sisters in Christ, in which God is sought and loved before all things. Therefore, they are to nourish the members regularly with the food of the word of God and are to draw them to the celebration of the sacred liturgy. They are to be an example to them in cultivating virtues and in the observance of the laws and traditions of their own institute; they are to meet the personal needs of the members appropriately, solicitously to care for and visit the sick, to correct the restless, to console the faint of heart, and to be patient toward all.

Canon 1274 (excerpt)

Where social provision for the benefit of clergy has not yet been suitably arranged, the conference of bishops is to take care that there is an institute which provides sufficiently for the social security of clerics.

ARTICLE 6 – FINANCIAL PERIOD

The financial period starts on 1 January and ends on 31 December. It extends over a period of 36 months.

PART II : MEMBERSHIP

ARTICLE 7 – MEMBERS

The members of the IMS include:

- The founding member
- Associate members
- Active members
- Honorary members.

Founding member

The two original founding members – the Standing Committee of the Religious of France (CPRF) and the Union of Major Superiors in France (USMF) – merged in 2008 to form the Conference of Men and Women Religious of France (CORREF).

Associate members

These include the religious institutes and the national and regional episcopal conferences which contributed to the IMS's development.

Any religious institute or national or regional episcopal conference may apply to become an associate member of the IMS. Its application must be approved by the founding member and the Steering Committee.

Active members

These are the communities which have joined the IMS.

Membership is granted by the relevant Section Manager, based on the request from the applying community (or the groups that it has established), upon submission of its canonical or ecclesiastical articles of association.

To maintain membership, the community must pay its required financial contributions.

Honorary members

These are individuals who have rendered important services to the IMS and/or who have contributed significantly to its expansion and its influence. They are approved by the Steering Committee.

ARTICLE 8 – BENEFICIARIES

The beneficiaries of the IMS's assistance are men religious, women religious, priests (including Fidei Donum priests), pastors, members of associations of the faithful and cooperating volunteers, as well as those beneficiaries' spouses and children, who are part of a member community.

Save for special cases, there is no individual membership.

The number of beneficiaries is unlimited.

Each member community may form one or more Groups, each Group being attached to a Section.

PART III : ORGANES

ARTICLE 9 – BODIES

The IMS's governing bodies are its:

- General Assembly
- Steering Committee
- Board
- Sections
- Committees.

The Rules of the Bodies contain detailed explanations of how delegates to and members of the IMS's governing bodies are designated, as well as how those bodies operate (particularly when a seat becomes vacant).

SECTION 1 : GENERAL ASSEMBLY

ARTICLE 10 – COMPOSITION

Each category of IMS member is represented by delegates at the General Assembly.

The founding member's delegates are designated by CORREF. The associate members' delegates are designated by their ecclesiastical authorities. The active members' delegates and their alternate(s) are elected by the Sections according to the procedures laid down in the Rules of the Bodies.

ARTICLE 11 – MEETING PLACES AND FORMATS

The General Assembly is held in person, in Switzerland or abroad.

For meetings taking place abroad, the Steering Committee designates an independent representative empowered to cast ballots. Such a representative need not be designated if that option is waived by all the General Assembly delegates.

In the case of very special circumstances, and based on a two-thirds majority decision made in advance by the Steering Committee, all or some of the General Assembly delegates may meet remotely (outside a meeting venue using digital tools and video-conferencing). The Rules of the Bodies provide a framework for remote connections (tools and guarantees).

ARTICLE 12 – NOTICES TO ATTEND

The General Assembly is chaired by the Chair or Vice-Chair of the Steering Committee.

Meetings held at the Steering Committee's initiative:

The General Assembly meets at least once every three years and is called by the Chair of the Steering Committee.

Notices to attend, including the meeting place and agenda, are sent at least one month prior to the General Assembly. IMS members may add a question to the General Assembly agenda, if that topic is requested by at least one-fifth of the members.

No decision may be made on a subject which has not been included in the agenda, unless that decision is made unanimously by all the members in attendance or represented.

Meetings held at the members' request

The General Assembly also meets whenever at least one-fifth of the IMS's members submit an express request for a meeting. Such requests must be sent in writing to the Chair and must include a proposed agenda.

The Steering Committee then convenes the General Assembly within three months of the date of the request.

ARTICLE 13 – AUTHORITY

The General Assembly elects the members of the Audit Committee, according to the procedure laid down in the Rules of the Bodies.

It deliberates on the accounts submitted to it by the Steering Committee, after having read the Audit Committee's report.

The General Assembly alone has the authority to amend the Articles of Association, decide to merge the IMS with another association that has a comparable purpose and/or decide on its voluntary dissolution. Any such proposal or request must be included on the agenda of the next General Assembly. Extraordinary General Assemblies are held under the quorum and voting conditions set forth in Articles 14 and 15 below.

In the event of a vote to dissolve the IMS, that same General Assembly meeting will also determine what will happen to the IMS's assets, under the same quorum and voting conditions. The IMS's assets will need to be allocated to one or several associations with a similar purpose to that of the IMS. At the same time, the General Assembly will designate a liquidator.

ARTICLE 14 – QUORUM

An Ordinary or Extraordinary General Assembly will only be valid if at least half of the members are present or represented.

Delegates taking part remotely are considered present for quorum purposes.

If there is no quorum, the Steering Committee must convene another General Assembly meeting within three months. Those notices to attend must then be sent at least one month prior to the new meeting date. That new General Assembly will rule on the agenda, regardless of the number of delegates in attendance or represented.

ARTICLE 15 – VOTING

Each delegate has one vote.

A secret ballot is organised for elections pertaining to appointments, dismissals and exclusions. For all other decisions, a secret ballot may be used at the request of the Chair or if at least one-fifth of the members present or represented request it.

At Ordinary General Assemblies, decisions are made by simple majority of the votes of the members in attendance or represented.

At Extraordinary General Assemblies, a two-thirds majority of the members present or represented is required.

Abstentions are counted when calculating voting majorities.

Fully or partially remote General Assembly meetings

Voting methods may include oral voting, shows of hands, an electronic functionality of the video-conferencing platform, or use of a dedicated electronic voting interface. The mechanism is chosen by the Steering Committee.

When calculating majorities, votes cast remotely are added to and counted the same as votes cast in person.

The minutes of the deliberations are signed by the Chair of the meeting and then initialled and signed by the Steering Committee Chair and Secretary General.

SECTION 2 : STEERING COMMITTEE

ARTICLE 16 – COMPOSITION

The Steering Committee is composed of five to twenty members proposed by the founding member and the associate members. The founding member's representatives must always account for a majority of the Steering Committee Members.

The term of office is three years. The number of terms is limited to three consecutive terms of office.

The new Steering Committee is considered as renewed on the date of the first General Assembly following expiry of the terms of office.

ARTICLE 17 – DUTIES

General duties

The Steering Committee is responsible for the general operation of the IMS.

At each three-year member renewal date, it elects from among its members a Chair, Vice-chair, Treasurer, Secretary General and a fifth member to make up the Board, in accordance with the provisions laid down in the Rules of the Bodies.

The Steering Committee appoints the Director General and defines the latter's duties and the terms and commitments of that appointment.

The Steering Committee may decide to delegate the exercise of a portion of the Director General's authority to one or several of its members. The same applies to the Board Members' authority over the IMS's management and administration. The Steering Committee defines the scope of any such delegated powers, the terms of their exercise and the duration of that delegation. It retains supervisory powers over the exercise of any delegated authority and may at any time adjust and/or withdraw that authority.

The Steering Committee approves any delegations of power assigned by the Chair (particularly the power to represent the IMS in judicial and civil matters. More broadly, the Steering Committee must approve any delegations made by Board Members.

The Steering Committee determines the IMS's designated signatories.

As needed, it may convene the Disputes Resolution Committee after electing its members.

The IMS operates in a decentralised manner, relying on assistance from Sections that are geographically scattered across the globe. The Steering Committee alone has the authority to decide to create or shut down Sections.

The Steering Committee keeps the accounts and approves the financial statements. The Steering

Committee presents a management report to each General Assembly, describing the IMS's financial situation and the actions taken over the course of the past three years.

In particular

It indicates any Sections that have been opened or closed.

It may suggest new strategic directions and the appropriate accompanying means.

The Steering Committee takes special care to ensure that the IMS's financial equilibrium is preserved. In the event of a risk of insolvency, it prepares a cash plan to assess the IMS's ability to satisfy its commitments and immediately takes any stabilisation measures falling under its authority.

If there are serious reasons to accept that the IMS is over-indebted, the Steering Committee has interim accounts prepared and designates a certified, independent auditor to review them. If the interim accounts show that the IMS is over-indebted, the Steering Committee informs the competent court of that fact without delay, subject to any exceptions stipulated by law.

Where the legal requirements are met, particularly in the case of a loss of capital or a threat of over-indebtedness, any IMS assets whose actual value exceeds their book value may be reappraised at their actual value in order to cover the balance sheet deficit. The difference resulting from that revaluation is then recorded on the balance sheet as a separate revaluation reserve.

Chair

The Chair ensures the proper functioning of the various bodies of the IMS. The Chair organises and directs the work of the Steering Committee. The Chair convenes the Steering Committee and prepares its meeting agendas. The Chair also calls the meetings of the Board.

The Chair represents the IMS in judicial and civil matters.

The Chair may, under the Chair's own responsibility and control, and pursuant to a delegation from the Steering Committee, entrust the Director General or a Board Member with the performance of certain tasks. The Chair may not however delegate any duties that are specially assigned to the Chair by law.

The Chair may at any time withdraw their delegations in whole or in part.

Vice-Chair

The Vice-chair assists the Chair. The Vice-chair stands in for the Chair at meetings the latter is unable to attend. In the event of the Chair's resignation or death, the Vice-chair replaces the Chair until the next Steering Committee meeting or until an election is held.

Secretary General

The Secretary General is responsible for drafting meeting minutes, organising the institutional life of the IMS and keeping its archives.

By express delegation from the Chair, approved by the Steering Committee, the Secretary General may be entrusted with the same powers as the Chair to represent the IMS, for the specific actions identified by that delegation of powers.

The Secretary General may, under the Secretary General's own responsibility and control, and by delegation from the Steering Committee, entrust the Director General with the performance of certain tasks which are within the former's remit.

Treasurer

The Treasurer prepares and submits the annual accounts, and any cases or tables related thereto, for discussion by the Steering Committee.

Each year, the Treasurer presents a report to the Steering Committee on the IMS's financial situation.

The Treasurer may, under the Treasurer's own responsibility and control, and by delegation from the Steering Committee, entrust the Director General or the latter's employees with the performance of certain tasks which are within the former's remit.

ARTICLE 18 – MEETINGS

The Steering Committee meets at least once a year. All notices to attend must include the meeting agenda and be sent by the Chair at least one month prior to the meeting date.

ARTICLE 19 – QUORUM AND VOTING MAJORITIES

The Steering Committee is validly in session if at least half of its members are present. Each Steering Committee Member has one vote. In the case of an equality of votes, the chair of the meeting will cast the deciding vote.

Routine decisions are made by a simple majority of the votes cast.

The founding member's agreement is required in order to add to the agenda any proposed decisions that would affect the future of the IMS (amendments to the Articles of Association, dissolution or merger of the IMS, etc.). The founding member's representatives then make the majority decision.

SECTION 3 : BOARD

ARTICLE 20 – COMPOSITION

The Board is made up of the Steering Committee's Chair, Vice-chair, Secretary General and Treasurer, plus a fifth member. The Rules of the Bodies specify the conditions for electing that fifth member and explain what happens in the event of a vacant position.

ARTICLE 21 – DUTIES

The Board monitors the day-to-day operation of the IMS's activities according to the strategic directions defined by the Steering Committee. It may enlist the assistance of technical advisers.

It examines the situations of the Sections, their accounts and their development prospects.

It appoints committee members, with the exception of members of the Audit and Disputes Resolution Committees.

It plans the Steering Committee's meetings and makes the decisions delegated to it by the latter. The Board resolves any delegations of the Director General's powers. In dialogue with the latter, the Board may grant an administrative delegation to a legal entity.

SECTION 4 – DIRECTOR GENERAL

ARTICLE 22 – PARTICIPATION

The Director General, appointed by the Steering Committee, implements the decisions of the IMS's governing bodies and handles its operational management. The Board delegates authority to the Director General.

The Director General is always invited to take part in the meetings and work of the Steering Committee and the Board.

SECTION 5 : SECTIONS

ARTICLE 23 – DEFINITION AND ROLE

The Sections are local IMS administrative centres, distributed around the world.

Sections carry out their activities with the support of a managing community. Their organisation and operations remain subject to the strategic directions, rules and provisions established by the IMS.

The Internal Rules define the processes for creating and shutting down Sections, explain their duties and operations, and present their connections to the IMS and their managing communities.

Where a Section is subject to a specific administrative scheme in its host country, the IMS makes the necessary provisions to adapt the conditions of that Section's establishment, organisation and operations to the administrative requirements in effect in that country.

SECTION 6 : COMMITTEES

To improve its operations and enhance its administration, the IMS relies on assistance from special committees, whose members are either elected or appointed. The Rules of the Bodies provide further information about the composition and operations of each of these committees.

ARTICLE 24 – AUDIT COMMITTEE

The Audit Committee is elected by the General Assembly for a term of three years. It verifies the compliance of past accounting, cash management and investment operations. It examines the IMS's financial situation and the coherence of its budgeting processes. It issues opinions about investments. It tracks audits to support decision-making about the Administrative Manager and the Sections.

The Steering Committee may entrust the Audit Committee with any ad hoc duties and may consult it on specific topics.

The Audit Committee shall not replace the certified auditor referenced in Article 17 above. It is however informed about any measures taken and conclusions reached when the latter inspects any interim accounts.

It has no decision-making power. The results of its work are recorded in a written report that is sent to the Chair prior to the General Assembly and the presented at the General Assembly.

ARTICLE 25 – DISPUTES RESOLUTION COMMITTEE

As needed, the Steering Committee may elect a Disputes Resolution Committee tasked with examining complaints relating to the healthcare assistance requests submitted to it by the Sections.

ARTICLE 26 – COMMITTEES APPOINTED BY THE BOARD

Financial Investments Committee

This committee meets at least once a year and as often as necessary to consider and discuss the IMS's financial investments. It takes every measure to optimise the results of the IMS's financial management, defining objectives, acceptable risk levels and investment ethics, and tracking the manager's actions.

It makes asset allocation decisions and approves orientations and the financial guidance put in place.

It reports on its work to the Steering Committee.

Membership Committee

This committee exists to allow the Sections to verify and confirm that required membership criteria have been met.

Level 2 Social Fund Committee

This committee is appointed to handle requests for extraordinary aid, over and above the assistance offered by the Section.

Applications for aid from the Social Fund are handled according to the terms set forth in the Internal Rules.

Contribution Reduction Committee

This committee is appointed to examine requests submitted by Sections or Groups seeking adjustments to the contributions they owe.

PART IV : DEPARTURES AND REMOVALS

ARTICLE 27 – DEPARTURES

Associate members

Any associate member may withdraw from the IMS by sending written notice of at least six months to the Board.

Steering Committee Members

Any member of the Steering Committee may resign by sending written notice to the Chair of that committee. Their resignation will take effect on the tenth day after notification.

ARTICLE 28 – REMOVALS

Active members

An active IMS member may be removed by the Bureau in the event of non-payment of its contributions.

Associate members

An associate member may be removed by the Steering Committee with a two-thirds majority vote of the members in attendance or represented.

Steering Committee Members

A member of the Steering Committee may also be removed on disciplinary grounds, by decision of the Steering Committee or the General Assembly with a two-thirds majority vote.

Grounds for removal include any action of sufficient gravity with regard to the purpose and interests of the IMS, namely including:

- Any serious breach of the provisions of the Articles of Association, Internal Rules or Rules of the Bodies
- Any serious breach of obligations as a member
- Any action or behaviour that harms the interests, the image, the reputation or the smooth operation of the IMS
- Any fraudulent or otherwise unauthorised use of the IMS's resources, funds or means, etc.

This procedure involves both the IMS and the concerned member, who is informed in advance of the grounds for their possible removal. That member may decide to be heard, assisted or not by a person of their choosing, or to transmit their remarks in writing. As deliberating bodies, the Steering Committee and/or the General Assembly considers all the information in any responses received and provides an explanation of its final decision.

The interested party is notified in writing of any removal decision, and a report on the subject is produced and transmitted to the General Assembly.

PART V : RESOURCES AND EXPENSES

ARTICLE 29 – RESOURCES

The IMS's resources include:

- The annual contributions set by the General Assembly and paid by the Sections
- Any gifts, donations, grants, bequests, interest on capital and, more generally, any acts of charity or generosity that are compatible with these Articles of Association and with the nature and objectives of the IMS
- Any other resources not prohibited by law.

ARTICLE 30 – EXPENSES

The IMS's expenses include its management and administration costs, reimbursements paid to its members and, generally speaking, any sums used to pay for expenditures relating to its purpose.

A Social Fund is also created under the conditions defined by the Internal Rules, to enable actions of a social nature in favour of the IMS's most disadvantaged beneficiaries.

PART VI : DISPUTES RESOLUTION

ARTICLE 31 – EXPERIMENTAL PERIOD

These Articles of Association are adopted for an experimental period of three years beginning on the present date. An assessment will be presented at the next General Assembly so a decision can be made as to their final adoption.

ARTICLE 32 – ARBITRATION

Any disputes or disagreements relating to the interpretation or execution of these Articles of Association that may arise between the different bodies of the IMS, within any one of those bodies or between the IMS and a member will be resolved by arbitration, in accordance with the Swiss Arbitration Association's Swiss Rules of International Arbitration in effect on the date on which the notice of arbitration is filed under those rules.

The number of arbitrators is set at three.

The arbitration will take place in Geneva.

It will be conducted in French.

Any parties to the dispute whose domicile, usual place of residence or head office is located in Switzerland waive application of the Swiss Civil Procedure Code and will subject themselves instead to Chapter 12 of Switzerland's Federal Act on Private International Law (PILA). Any parties whose domicile, usual place of residence or head office is not located in Switzerland waive any legal channels to appeal the sentences of the arbitration court.