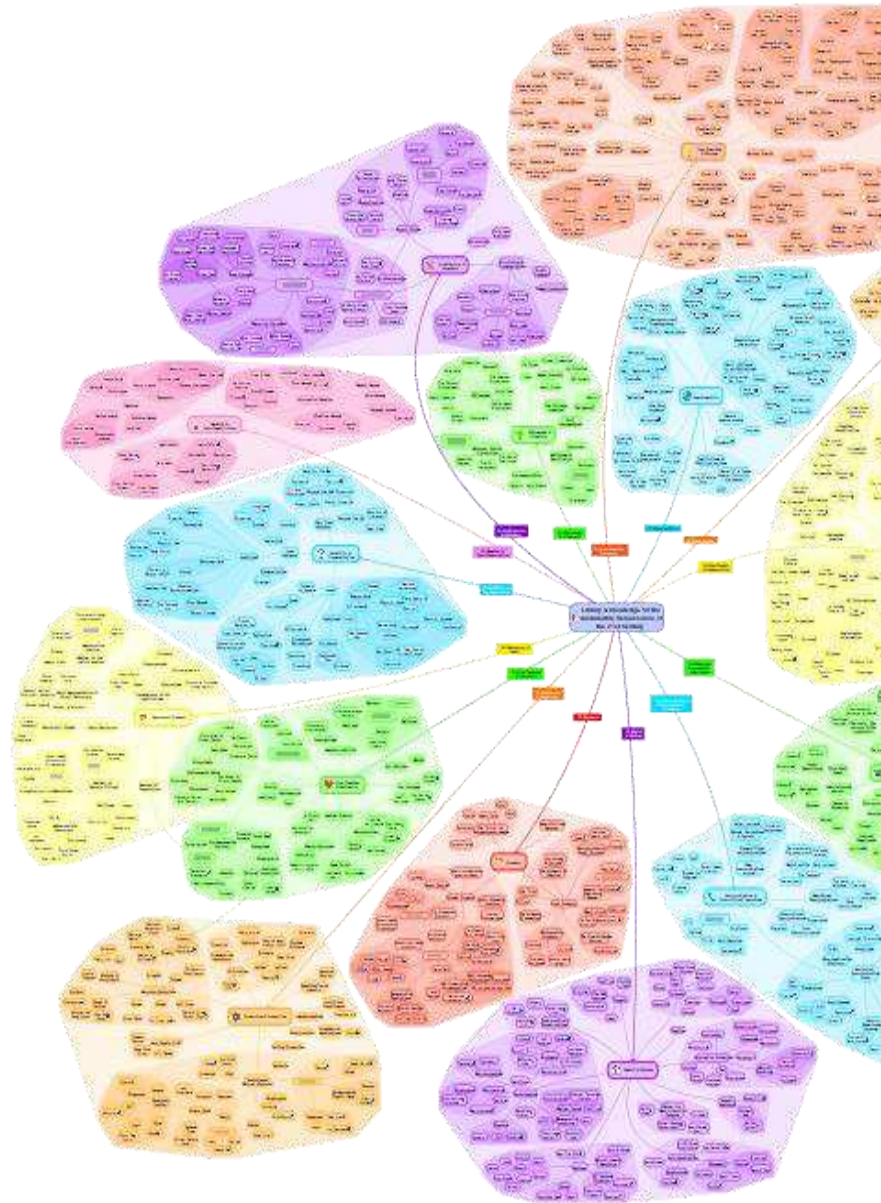




Eudaimon, Earth Citizens' Projects

STATUTES OF THE NGO « Eudaimon-ECP »

Association governed by the French law of 1901



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PREAMBLE

The association "Eudaimon, Earth Citizens' Projects" was created in 2018 by a collective of citizens, to take part in the turn with the global movements for the transition around values and alternatives in the Charter for Earth and Humanism (written by the French Movement Colibris) that we share, in order to contribute to the new model of society that replaces human beings, the nature and the legacy that we will leave to future generations, in the heart of our concerns.

Since its creation, this association wants to set up innovative participative governance based on organizational technology called Holacracy.

In addition to the present statutes, there are rules of procedure established by the Steering Circle and approved by the Orientation Circle. It completes the state of progress.

DEFINITIONS

In these statutes the following terms have the meanings defined below:

"The Association" means the association **"Eudaimon-ECP"** as defined in these statutes.

The Association distinguishes 6 categories of members, distributed within **6 colleges**.

- The **members of the Founders' College** are the signatories of the association's founding statutes filed on 26/12/2018 until their resignation as well as the persons chosen by the founding members to join this college under their remarkable investment in the association.
- The **members of the Operational College** are the members of Eudaimon's operational divisions (whether they are **employees, service providers** or **volunteers**). The members' list is defined by the director (called "1st link" of the operational team), after acceptance of the statutes of "members" by these people.
- The **members of the Affinities' College** are the representatives of structures close to the values of the association and involved in projects with the association.
- The **members of the Local Groups' College** are the members of the **core circles** in charge of the **local Eudaimon groups**, ie the signatories on their behalf of the **"Cooperation Protocol"** with the association.
- The **members of the College of Partners** may be representatives of **important donors, service providers** or **important operational, expertise** or **financial partners**. The status of partner members is proposed by the 1st link of the operational team after validation of the Steering Circle.
- The **members of the College of Contributors** are the persons who made in the previous calendar year the meeting of the Circle of Orientation a minimum donation the amount of which is defined in the Internal Regulations.
- The **"Circle of Orientation"** (CO) and the **"Steering Circle"** (CP) are two decision-making entities of the association (can be considered as the traditional Board). They are defined in Articles 11 to 19 of these statutes.

The **"decision-making process by consent"** is the decision-making process used by the association. A 2/3 majority is by default the process chosen in case of failure of the consent decision process.

The decision-making process by consent is to make decisions unanimously, taking into account to the best, the individual contributions, and at least the limits of those who will live with the decision and / or implement it. It allows to include all the members of a circle in a decision which concerns the circle, and of which all will then

be united in the implementation. A decision is made by a circle only if it receives the consent of all, that is to say if nobody has objection to its validation.

It applies in colleges, the Orientation Circle and the Steering Circle. It is described in the Internal Regulations.

The " **2/3 majority** " is understood as follows: in the event that the number of members is not divisible by three, the surplus vote is added to the number of votes necessary to make the majority.

TITLE I

CONSTITUTION, NAME, PURPOSE, HEAD OFFICE, MEANS OF ACTION & DURATION

Article 1er. - Constitution & Denomination

It is founded between the members with the present statutes, an association governed by the French law of July 1st, 1901 and the Decree of August 16th, 1901 titled: **Eudaimon, Earth Citizens' Projects**, also called **Eudaimon-ECP**.

Article 2. - Object & Means of Action

The aim of this association is to **enable citizens from around the world to live with dignity by participating in a « renaissance » of the global system to contribute to a greater future for everyone.**

To do it, we believe that people need to understand the 21st century's global issues as well as the existing solutions (alternatives, knowledge & innovations) coming from everywhere, to raise awareness and contribute to a more fair, sustainable & supportive.

Our means of action revolve around 4 main projects :

- **Eudaimonpedia** : The participatory knowledge encyclopaedia for transition accessible to all.
- **Eudaimon Path** : The spiritual & humanist international path, passing through all continents and the majority of countries, linking self & other discovery, as well as solidarity projects.
- **Changemakers' Network** : The network of change actors in collaboration with other NGOs and structures acting in the transition.
- **New Altantis** : The modeling of a self-sufficient innovative city, research center & time capsule of humanity, recreating a viable ecosystem despite hostile climates and ensuring the well-being of its inhabitants and visitors, both on Earth and elsewhere.

Eudaimon is part of the global citizen movement that is mobilizing for the construction of a more sustainable, fair and supportive living society. The association places personal change at the heart of its reason of being, convinced that the transformation of society is totally subordinated to individual change.

Eudaimon mission is to help the citizens of the world to live with dignity while **dreaming, learning, sharing & caring for others and for our planet** in an individual, collective & global transition.

The purpose of the association is to promote actions that share the values of "**The ethics of Colibris**" and the "**Charter for the Earth and Humanism**", and in particular:

- Develop & train in **intercultural communication** to enable better cooperation between international citizens.
- Enable the exchange between citizens of different countries to **overcome prejudices & stereotypes**, as well as to understand the **needs** and **expectations** of others to put them back in the context of the global ecological and societal issues of the 21st century.
- **Raise awareness** of the global issues and how they can impact the lives of everyone.
- Promote **innovations, knowledge** and **alternatives** that can help in the global movement for the transition to reach a more ecological, sustainable & equitable society that can be applied at the individual, collective & global level.
- **Facilitate cooperation** between different actors of society (collectives, associations, institutions & companies) to contribute together to the global change.
- **Act on the ground**, with local changemakers and structures that share our values & our partners.

To achieve its purpose, the Association will carry out the following actions:

- Make available to the general public a participatory, open-source & interactive **encyclopaedia** sharing knowledge, innovations & alternatives allowing everyone to live with dignity while participating in the ecological, socio-economic and societal transition;
- To propose **animations** facilitating the cooperation between different **actors of the society** (citizens, elected officials, entrepreneurs, etc) so that they put in place socio-economic and societal models viable for the future, respectful of the environment;
- Network **local initiatives** that bring together **societal & local actors**, that share our values to help them scale up and expand their reach (**portée**);
- Offer **training courses** (directly or via its partners) in all areas of interest to the association, including: renewable energies, water collection and reuse, eco-friendly & local food production methods , self & eco-construction , collective intelligence, etc;
- Produce and distribute **books, magazines, podcasts, films, websites** or any other information support dedicated to the development of the above object;
- Organize or participate in the organization of **conferences, symposiums, animations, information acts**, in connection with the object above;
- Perform any act necessary for its operation, in particular by holding any participation in a **commercial company** sharing and undertaking any operations related or incidental to the above object or likely to facilitate its realization.

Article 3. - Headquarters

The head office is set in **Orléans**.

It can be transferred by **simple decision of the Steering Circle**.

Article 4. - Duration

The duration of the association is **unlimited** .

It may be dissolved or liquidated under the conditions provided for in Article 20.

SECOND TITLE MEMBERS OF THE ASSOCIATION

Article 5. - Composition

The members are divided into **6 colleges** as defined in the preamble of the presents statutes: the **founding** members, the **operational** members, **peer** members, members of **local groups**, members **partners**, and **contributing** members.

A member can belong to all colleges. If a person fulfills the conditions to be a member in several colleges, during the election for the colleges' representativeness, he will be able to represent only one circle.

The colleges elect from among themselves, for a **four-year term**, the members who will represent them at the **Orientation Circle** (OS), according to an expected renewal of 50% of the members of each college every two years.

The election of the members of the Orientation Circle is done according to the **process of election without candidate** as defined in the Rules of Procedure or by any other election process if this process can not be used, starting with the **draw**.

The **Coordinators of the Colleges** will be elected by their representatives in the Orientation Circle, except for that of the operational staff. The **Director** of the association fulfills the function of coordinator of the **Operational College**.

Each **coordinator** is responsible for the **convocations** of the college or circles, including the organization of the election of new representatives.

Colleges may **meet** several times a year at the request of their **representatives** or **1/3 of their members** want it. Colleges define their own agenda.

They can **make proposals** that will be submitted to the **Orientation Circle**

Article 6. - Admissions

The association is open to **all**, without **condition** or **distinction**.

Article 7. - Contributions & Donations

The Association receives all kinds of donations, including those from its members, particularly its **partner members** and **contributing members**.

The amount of annual donations is defined in the **Association's Inside Rule**.

Article 8. - Loss of Membership (Resignation, Exclusion and Death)

Membership is lost as soon as the conditions to become a member are no longer met.

The members of each college may also **resign** by sending their resignation in writing, by **mail** or **e-mail**, to the coordinator of their college. They immediately lose their membership of the association.

The membership of the association is also lost by **radiation** pronounced by the **Steering Circle** for any act causing **moral** or **material damage** to the association or for **serious reasons**, the interested party having been previously invited to provide explanations.

In case of death of a member, the status of member is not transferable by a member to his heirs.

The death or resignation of a founding member does not end the association that continues to exist.

Article 9. - Liability of members

No member of the Association, whether or not he has the right to vote, whether or not he is a member of the Orientation & Steering Circle **can not be held personally responsible for the commitments made by the Association** subject to the possible application of the provisions of the French Law of 13 July 1967 on the judicial settlement and liquidation of property.

TITLE THIRD RESOURCES OF THE ASSOCIATION

Article 10. - Resources

The Resources of the Association include:

- **Contributions;**
- **Donations;**
- **Grants** and subsidies that would be granted to it;
- **Products** of **events** / events organized;
- Income generated by the **sale of communication objects** (posters ... etc.);
- **Remuneration** for **services rendered**;
- **Solidarity investment** products;
- Any **other resource** authorized by the laws and regulations.

TITLE IV THE CIRCLE OF ORIENTATION

Article 11. - Composition and periodicity

The **Orientation Circle** has a maximum of **31 members** who are elected every four years among the members of each college in accordance with the provisions of **Article 5** above.

The members of the **Founder's College** elect a maximum of **3 members** to represent them at the Circle of Orientation;

- The members of the **Affinities' College** elect a maximum of **5 members** to represent them at the Circle of Orientation;
- The members of the **College of Partners** elect a maximum of **6 members** to represent them at the Circle of Orientation;
- The members of the **Local Groups' College** elect a maximum of **6 members** to represent them at the Circle of Orientation;
- The members of the **College of Contributors** elect a maximum of **8 members** to represent them at the Circle of Orientation;
- The members of the **Operational's College** elect a maximum of **3 members** to represent them at the Circle of Orientation. It can not be the director of the association.

Each member of the Orientation Circle has the **right to vote** at the meeting (s) annual meeting (s) of the Orientation Circle.

The Orientation Circle meets at least **once a year** upon convocation of the **Steering Circle**. It can also meet at the request of at least 1/3 of its members.

The procedures for being represented at the Circle of Orientation are defined in the Internal Regulations.

The members of the Orientation Circle may resign by **sending their resignation** in writing, by **mail** or **e-mail**, to the **President of the association** who is the coordinator of the Steering Circle.

Article 12. - Convening and agenda

The convocations and the agenda are established in accordance with the rules set out in the Internal Regulations.

Article 13. - Decisions and deliberations of the Circle of Orientation

The Circle of Orientation hears the **report** of the Steering Circle on the **management**, the **moral & financial situation** of the association. It decides on the **activity report** of the previous year.

It approves the **annual accounts** of the **last closed fiscal year** as presented to it by the Steering Circle, and after hearing the **Treasurer's** report.

The Orientation Circle **gives discharge** to the Steering Circle for the previous exercise, and its members **elect members** of the Steering Circle.

The Orientation Circle **expresses itself** on all the other topics on the agenda. It is consulted on the **strategic orientations** of the association.

The decisions of the Circle of Orientation are taken according to the process of **decision by consent** defined in the procedure's rule or by default by a **majority of 2/3** of its present members.

Article 14. - Minutes

The **deliberations** of the Orientation Circle are **recorded** in **minutes drawn up** in accordance with the procedures defined in the **Internal Regulations**.

TITLE FIVE THE CIRCLE OF PILOTAGE

Article 15. - Steering Circle

The association is administered by the Steering Circle which is composed of 9 members as follows:

- **8 members maximum** who have the right to vote, namely:
 - **6 members maximum** elected by the Circle of Orientation within it and not belonging to the college of the operatives;
 - **1 member elected** by the Operational College members from among its representatives at the Circle of Orientation (it can not be the director of the association). This elected member is called **2nd link**.
 - **Rodrigue Rabier Fuenzalida**, initiator of the association and Honorary President & founder. As such, he is an ex officio member of the Steering Circle.
- **1 member** who does not have the right to vote, namely:
 - **The Director** (called **1st link** of the operational team) is an ex officio member of the Steering Circle in an advisory capacity. He is not counted in the 8 members mentioned above. He does not have the right to vote in the Steering Circle.

The Steering Circle can decide, according to the **decision process by consent** defined in the Internal Regulations. If failing that, by a **majority of 2/3** of its present members, or to invite any **external personality** of its choice who will then have a **advisory role** only without the right to vote.

The number of members of the Steering Circle may be increased by decision of the Circle of Orientation, which will have decided according to the decision process by consent, or failing that by the majority of 2/3 of its members present,

The members of the Steering Circle are elected for a **two-year term**.

Any member of the Steering Circle is **indefinitely re-eligible**.

The **modalities** for being represented at the Steering Circle are defined in the **Internal Regulations**.

Article 16. - Remuneration of the members of the Steering Circle

The functions of a member of the **Steering Circle** or the **Office**, as defined in Article 17, are **voluntary**, subject to the legal provisions in force which authorize or could authorize remuneration for these functions.

In addition, members of the Steering Circle **may be compensated** for their **travel expenses** in accordance with the provisions of the Internal Regulations.

Article 17. - Steering Circle Meetings

The Steering Circle meets **at least once every six months** and / or **as often** as the interest of the association requires.

Each member of the **Steering Circle** can request at any time the Steering Circle meeting. In this case, the member who requests it sets the agenda for the meeting.

The **procedures for convening** are defined in the Internal Regulations.

Article 18. - Powers of the Steering Circle and Representation

The Steering Circle is vested with the **broadest powers** to act on **behalf of the association** and to make or authorize all acts and operations permitted to the association and which are not reserved for the Circle of Orientation.

It elects from among its members, the **Coordinator of the Steering Circle** who acts as **President of the association**. He is responsible for ensuring the **proper functioning of the Steering Circle**, for ensuring the **execution of the decisions** of the latter and for ensuring the **smooth running of the association**, which it **represents in court** and in **all acts of civil life**. He also has the powers of the Steering Circle delegated to him by it for the **day-to-day management** of the association.

The president **retains his powers** until the **election** of the **new president**. This takes place during the Steering Circle that follows the Orientation Circle during which the members of the new Steering Circle are elected.

The missions of the Steering Circle include the following:

- To **implement the decisions** of the Circle of Orientation concerning the life and development of the association, to turn them into a strategy and choices guiding the activity of the members of the association;
- Check that the **activity of the association** is in accordance with **its ethics, its statutes**, as well as the laws & regulations in force;
- Guarantee the **good administration** and the **durability** of the association;
- Ensure the **institutional representation** of the association;
- **Report on its management** to the Orientation Circle and **submit proposals** for consideration and enrichment.
- Elect the **Treasurer**, the **Secretary** & the **Coordinator** of the Steering Circle by the election process without a candidate.

The Steering Circle draws up the **annual accounts** as presented by the President.

It may also **appoint and dismiss all employees**, **fix their remuneration**, **lease the premises** necessary for the needs of the association, **sell any titles**, goods, movable or movable property, **use the funds** of the association, **represent the association in court** both in demand and in defense.

It **establishes** and **modifies** the **Internal Regulations** of the Association, subject to the **approval** of the latter or its modifications during the next **Orientation Circle's meeting**.

The Steering Circle **may delegate** to one of its members, and / or employees, all or part of its powers concerning the day-to-day management of the association.

Article 19. - Office of the Steering Circle

The Steering Circle can elect an office from which it defines the attributions.

TITLE SIXTH GENERAL PROVISIONS

Article 20. - Dissolution / Liquidation

The dissolution of the association can only be **pronounced by the Orientation Circle** convened specifically for this purpose.

The vote is held **unanimously** by the members present.

In the event of dissolution, one or more liquidators are appointed by the Orientation Circle and the assets, if any, are vested in accordance with article 9 of the French law of 1 July 1901 and the French decree of 16 August 1901.

Article 21. - Modification of the statutes

The statutes can be modified on proposal of the Orientation Circle or the Steering Circle.

The decision is taken by the Circle of Orientation according to the process of **decision by consent** or failing that by a **majority of 2/3** of its present members.

The statutes are **signed** by the **president of the association** as well as by at least **one other member** of the Steering Circle.

Article 22. - Litigation

Any dispute relating to the validity, interpretation or execution of these statutes will be submitted, prior to any litigation, to a **mediation**.

The mediator will be appointed by mutual agreement between the parties and, failing agreement, by the **President of the Paris Court**.

The mediation will suspend all the procedural deadlines between the date of the mediator's appointment and the end of the mediation by at least one of the parties or the mediator.

In case of urgency, **measures of instruction or conservatories may be requested in court** during the mediation. In the same case, the procedure may be introduced during the mediation but no decision can be rendered before the end of the mediation.

In case of failure of the mediation, the **Courts of Paris** will be competent.

« Done in Orléans on 27/12/2018 »

Rodrigue Rabier Fuenzalida

Anna Brien


Louis Garnier