

*This document is a non-official English translation of the official French bylaws governing the Guix Europe association; only the French version is binding.*

# Statutes

## **Article 1: Title of the Association**

It is founded among the persons adhering to the present statutes an association under the law of the 1st of July, 1901, and the decree of the 16th of August 1901, having as title: Guix Europe.

## **Article 2: Goal of the Association**

The Association has the goal of promoting, using and developing software and operating systems that respect users' freedoms, supporting in particular usages in research and education without any commercial goal. The Association is specially dedicated to supporting the GNU Guix project.

## **Article 3: Registered office**

The registered office of the Association is at Bordeaux. It may be transferred by a decision of the Solidary Administration Council.

## **Article 4: Members of the Association**

The Association is formed exclusively of active members, natural or legal persons paying a membership fee decided yearly by the General Assembly. They take part in the General Assembly with voting rights.

## **Article 5: Admission**

To become a member of the Association, a person needs to be admitted by the Solidary Administration Council which decides on the submitted demands of admittance, adhere to the present statutes and pay the membership fee the amount of which is fixed by the General Assembly.

## **Article 6: Cancellation of membership**

Membership is lost by:

- retirement;
- demise of the natural person or liquidation of the legal person;
- exclusion pronounced by the Solidary Administration Council due to non-payment of the membership fee, violation of the statutes, behaviour apt to damage the moral or material interests of the Association, or for grave reasons.

The internal regulations may give a more precise definition of grave reasons.

## **Article 7: Ressources**

The ressources of the Association comprise:

- the membership fees;
- subsidies by the European Union, the State, the regions, the departments and townships, or any other public entity;
- payment received for services rendered by the Association;
- any other ressources authorised by the legal or reglementary texts.

## **Article 8: The Board**

The Board ensures the good functioning of the Association under the control of the Solidary Administration Council of which it prepares the meetings. It is composed of two members of the Association, a person ensuring the presidency (called “Presidency” in the following) and a person ensuring the treasury (called “Treasury” in the following), elected by the General Assembly.

The Presidency and the Treasury represent the Association in all acts of civil life. They are entitled to express themselves in the name of the Association towards their interlocutors and the media, to act in court in the name of the Association as well as to make any opposition towards any administration, in particular in fiscal matters, and to open a bank or post account. They mandate expenses. They may, with the agreement of the Solidary Administrative Council, delegate their powers to another member or to several members of the Solidary Administrative Council, on a topic, a project, or towards a fixed interlocutor. In the case of appearance in court, a proxy may replace a member of the Board by power of procuration.

The Presidency is in charge of writing the minutes of the meetings of the Solidary Administrative Council and of the General Assembly and of keeping the lawful registry. In case of indisposedness, the Presidency is substituted by the Treasury, or by another member of the Solidary Administrative Council designated by the Treasury.

The Treasury is in charge of executing or having executed under its control the accounting of the Association. It treats incoming payments; it executes all payments under provision of agreement by the Presidency. In case of indisposedness, it is substituted by the Presidency, or by another member of the Solidary Administrative Council designated by the Presidency. Towards banks and the post, the Presidency, the Treasury or any other member of the Solidary Administrative Council designated by the Presidency with agreement by the Treasury, have the power, individually, to sign any instrument of payment (checks, wire transfers, etc).

## **Article 9: The Solidary Administrative Council**

The Association is governed by a Solidary Administrative Council, comprising the members of the Board and zero or more members of the Association elected by the General Assembly.

The Solidary Administrative Council meets at least once every year upon invitation by a Board member or by demand of at least a quarter of its members.

Presence as well as voting by a member of the Solidary Administrative Council may be in electronic form as stipulated by the interior reglementary.

Decisions are taken with an absolute majority of votes.

Any member of the Solidary Administrative Council that has, without being excused, not assisted to three consecutive meetings, may be considered as having resigned.

The Solidary Administrative Committee is invested with the highest powers within the limits of the goal of the Association and the resolutions adopted by the General Assembly. It may authorise any activities or operations that by the statutes do not fall into the sole competence of the ordinary or extraordinary General Assembly.

It is in charge of:

- realising the actions decided by the General Assembly;
- preparing the financial statements, the agenda and propositions for modifications of the interior reglementary presented at the General Assembly;
- preparing the propositions of modifications of the statutes presented at the extraordinary General Assembly. The Solidary Administrative Council may delegate any of its powers for a limited duration to one or several of its members, conforming to the interior reglementary.

## **Article 10: The General Assemblies**

The Ordinary or Extraordinary General Assembly comprises all members of the Association having paid their membership fees of the current year. Fifteen days at least before the date fixed by the Solidary Administrative Council, the members of the Association are invited by the Presidency. The agenda is communicated in the invitation. The Presidency presides the General Assembly.

Presence of a member at a General Assembly may be in electronic form as stipulated by the interior reglementary.

A member may ask to be represented by another member by writing or sending an e-mail to the Board; a member may represent at most one other member.

## **Article 11: The Ordinary General Assembly**

The Ordinary General Assembly meets at least once a year. During this meeting said “annual”, the Presidency presents to the General Assembly a report on the activity of the Association. The Treasury presents a financial report comprising the balance of the past period. After that the members of the Board are elected, then those of the Solidary Administrative Council.

After that the further questions of the agenda are treated.

Decisions are taken with an absolute majority of the expressed votes by present or represented members.

An electronic vote may be made possible as stipulated in the interior reglementary.

The Ordinary General Assembly may also be united at any moment upon the demand of a majority of the members of the Solidary Administrative Council.

## **Article 12: The Extraordinary General Assembly**

The Extraordinary General Assembly decides about modifications of the statutes and about the dissolution of the Association. It is united upon the demand of a member of the Board or of the majority of the members of the Solidary Administrative Council. The Extraordinary General Assembly can only take valid decisions if two thirds of the members of the Association are present or represented. Decisions are taken with a two thirds majority of the votes expressed by the present or represented members.

The Extraordinary General Assembly may also take all decisions in the competence of the Ordinary General Assembly, under the same circumstances, that is, without a quorum of representation of its members and with an absolute majority of the expressed votes. If the quorum of two thirds of the members is not reached, the Assembly becomes in fact an Ordinary General Assembly, and decides on the topics of the agenda where it is competent.

If the quorum is not reached, the Extraordinary General Assembly is united again fifteen days later. It may then decide regardless of the number of present and represented members, and the decisions are taken with an absolute majority of the present or represented members.

## **Article 13: Interior Reglementary**

An interior reglementary is established by the Solidary Administrative Council and approved by the General Assembly. This potential reglementary is supposed to fix diverse topics not covered by the statutes, in particular pertaining to the internal administration of the Association.

## **Article 14: Dissolution**

In the case of a dissolution pronounced by the Extraordinary General Assembly, it designates one or more liquidators. Assets, if present, are transferred by this Extraordinary General Assembly to one or more associations persuing a similar goal or to any body of its choice with a social or cultural goal.