

STATUTE – ASSOCIATION CARTONG

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The only binding version of this Statute is the French one. This translation is given for reference only.

Article I. **Name, duration, registered office**

The association is incorporated under the French law (*Loi du 1^{er} Juillet 1901*) and is named “CartONG”. It is not limited in duration.

The registered office of CartONG is in the association’s headquarters: office 116, building 1, Parc d’activités de Côte Rousse, 180 rue du Genevois, 73000 Chambéry, France.

Article II. **Purpose of the association**

CartONG's mission is to provide mapping and information management services to humanitarian and development organizations, and to promote the use of geographic information.

To achieve this objective, CartONG provides to the relief and development actors the tools and expertise they need to acquire and manage data they can use to plan rationally, implement efficiently and assess the impact of their interventions. Thus

CartONG's goal is to improve the quality of the services delivered to the most vulnerable populations, and to induce a global sustainable growth.

CartONG also offers professional trainings in order to spread the use of innovative and user-friendly solutions, both on the field and for headquarters. Integration of communities and capacity building for local staff are a major part of CartONG's interventions, in order to develop projects sustainable and fitting the needs of the beneficiaries.

Finally, CartONG promotes using geographic information, data sharing and collaboration between aid actors in order to contribute to the improvement of the global efficiency of humanitarian action, in an aim of general interest.

CartONG is a non-profit, secular and non-partisan association. It functions democratically and transparently, and its management is devoid of personal interest.

Article III. Area of work

Article 3.1 Thematic and geographic area

CartONG's activities concerns all aspects of information management in the humanitarian and development fields, including projects of mapping, geomatics, Geographic Information Systems, remote sensing, databases, data collection, training (including e-learning), methodologies creation and software development.

It can cover, depending of the requests of the association's partners, all or part of the various phases of advancement of a project. CartONG can deploy everywhere around the world, according to the requests of its partners and the needs of its beneficiaries.

Article 3.2 Partners

CartONG works in partnerships with:

- Non-governmental organizations (NGO) specialized in relief and development, both international and locals;
- International organizations, in particular organizations and agencies of the United Nations;
- National or local public bodies, both French and foreign;
- Corporations and private actors.

Article IV. Composition of the association

Article 4.1 Individual members

Any natural person wishing to support the association's objectives can become individual member (*adhérent*), upon payment of an annual member fee which amount is determined every year by the General assembly, and registered in the Rules of procedures.

Membership is lost by:

- Resignation;
- Non-renewal of the member fee;

- Exclusion by the board for serious misconduct. The person involved is first called to provide information before the board, and can come with to individual members of the association of his choice.

It is forbidden to individual members to issue declarations, written or oral communications in the name of the association, outside of the defined policies.

Article 4.2 **Organizational members**

NGOs, international organizations and public bodies can become organizational members (*membre*) of the association, in order to support it and to access its services.

Becoming member of CartONG can be customary in order to access some of its services, under the conditions defined in the Rules of procedures.

In order to become member of CartONG, an organization must be accepted by the board and pay an annual member fee proportional to the budget of the organization, based on a pay scale defined in the Rules of procedures (the membership fee can be paid by an equivalent in-kind donation in devices or softwares). Membership is lost upon the same conditions than for individual members.

The association's General assembly can also decide to perpetually exempt an organization of paying the fee if it has been a long-time supporter of CartONG.

Organization member are considered the same manner than individual members in all the association's internal procedures. They can be represented by one of their members to the General assemblies and other decision bodies.

The use of CartONG's name, logo or any other characterizing elements by a partner implies CartONG's approval.

Article V. **General assembly**

The general assembly is constituted by all members fitting the conditions of Article 4 (including the employees). A member can be represented by any other member given that he entitles him with a valid proxy.

Employees non members of the association – including interns and volunteers during their contract – can also attend the general assembly, but only in an advisory capacity (without voting rights). The board can also invite, in an advisory capacity, any person external to the association whose presence is considered relevant.

The general assembly meets at least once a year, upon convocation of the board, to hear and vote on:

- the annual report of the past year;
- the accounts and balance sheet of the past financial year;
- the provisional budget of the following financial year, including the allocation of the financial result of the past year;
- the amount of the following year's member fees;
- when necessary, modifications of the Rules of procedures or other policies of the association.

The general assembly then elects the members of the boards whose seat is vacant or have expired.

An extraordinary general assembly can be gathered upon convocation of the board or if at least a quarter of the members request it. The extraordinary general assembly rules on the propositions of amendment of the Statute as defined in Article 10, or for any other issue requesting a quick decision of the general assembly.

Article VI. Board

Article 6.1 Board composition

CartONG is administered by a board, whose members are elected for a one-year term by the members and amongst them, during the yearly ordinary general assembly (every year being the lapse of time between two ordinaries general assemblies), without limit in the number of terms.

The board must always have at least 3 members, within a maximum of 8 members. It includes compulsorily:

- a president;
- a secretary;
- a treasurer.

The role and delegations of potential other members of the board is defined at the time of their election by the general assembly.

When one of these seats becomes vacant before its term, a new representative is elected amongst the other members of the board by the remaining members, without renewing the composition of the board. However, if the number of board members fall under 3, an additional election is organized during an extraordinary general assembly.

Besides, it is possible to attend the board meetings, by right but in an advisory capacity (without voting rights), for:

- The technical director of the association;
- The accountant of the association, optionally.

The president can also invite to a board meeting any member, employee or external person whose presence he feels relevant; the latter will then have an advisory capacity (without voting rights).

Article 6.2 Board organization

The board meets (physically or remotely) at least once every three months, and necessarily to prepare the general assemblies. It can meet upon convocation of the president or upon request of at least a third of its members.

The practical arrangements of its organization are defined in the Rules of procedures.

Board membership and direction are strictly unpaid, in order to ensure that the management of the association is devoid of personal interest (except the reimbursement of fees engaged for the association, according to the conditions defined in the Rules of procedures).

Article 6.3 **Board function**

The board is the executive organ of the association. It implements the objectives decided by the general assembly, and ensures the respect of accounts transparency and the coherence of CartONG's activities with the association's goals (Articles 2 and 3).

The association is represented in court and in all acts of its legal life, without limitations, by the board.

The board recruits and controls the technical director, in charge of authorizing the expenditures and managing the daily activities of the association. The functions of the technical director are defined in detail in the Rules of procedures.

Besides, the board drafts and amends if necessary the Rules of procedures submitted to the vote of the general assembly, determines the agenda of and summons the general assemblies, and decides of the potential exclusion of members for serious misconduct.

Article VII. **Resources**

The association's resources include:

- member fees;
- donations and private sponsorships;
- subventions from local, national and international authorities;
- fees and allowances allocated by the association's partners, according to the intervention agreements signed by CartONG;
- resources created by specific interventions from the association (trainings, conferences, etc.);
- any other legal sale.

Article VIII. **Association's accounting**

The accounting is done under the authority of the treasurer by a professional chartered accountant. An updated expenditures and revenues statement, together with a yearly operating account showing a result, must be presented to the general assembly. A balance sheet of assets and liabilities at the beginning and end of the financial year must also be presented then.

The association ensures the good use of the funds provided for the implementation of operations, and can prove it at any time, upon request of the public and private donors.

Article IX. **Amendment to the statute**

The statute can be amended by the extraordinary general assembly on a proposal from the board. Proposed amendments are included in the agenda of the

extraordinary general assembly sent to all members. In order to pass, the new statute must be agreed by the absolute majority of voters.

Article X. **Dissolution of the association**

The voluntary dissolution of the association can only be decided by the general assembly, in the same conditions than the amendment to the statute.

In case of dissolution, the general assembly:

- Decided of the remaining funds and assets of the association, attributing them after payment of all liabilities to one or several non-profit organizations pursuing objectives similar to CartONG's;
- Appoint one or several members of the association, with the powers to conclude the liquidation, according to the decisions of the general assembly.

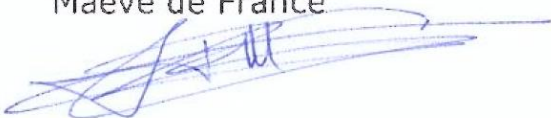
Article XI. **Rules of procedures**

Any additional rule, necessary to the smooth running of the association, can be recorded in Rules of procedures submitted to the vote of the general assembly.

The present statute have been adopted at the creation of the structure, on June 8th, 2006, and amended by a vote of the extraordinary general assembly of September 28th, 2013.

La présidente,

Maeve de France



Le secrétaire,

Ludovic Boyer

