

STATUTES OF CARTONG

(An association constituted in accordance with the French law of 1901 concerning non-profit organizations)

Text adopted on June 26th, 2021

The present statutes are completed by the Rules of Procedure of the organization, as well as an Ethical Charter.

ARTICLE I. NAME, DURATION, SEAT

The non-profit is constituted in accordance with the French law of July 1st, 1901 and is named "CartONG". Its duration is unlimited.

The headquarters of CartONG are located at the association's premises currently situated in Chambéry (73000). It may be transferred to any other place by decision of the Board.

ARTICLE II. PURPOSE OF THE ASSOCIATION

CartONG is a Non-Governmental Organization whose vocation is to put data mission is to put data at the service of humanitarian, development and social action projects.

It brings its multidisciplinary expertise and the commitment of its volunteer and staff teams to tackle the technical, strategic and ethical challenges of digital technologies.

CartONG uses information management tools and methodologies - specifically, those designed to respond to needs arising from the use of geographic data - in order to better understand the challenges faced in field environments and the needs of target populations. In doing so, we seek to improve the quality and accountability of on-site activities by facilitating their monitoring and evaluation.

To this end, CartONG promotes the sharing and appropriating of data, tools and methods, usable and accessible to all.

It is committed to working in a spirit of collaboration and partnership for a long-lasting impact.

CartONG is a non-profit, secular and apolitical loi 1901 association. Its operating model is democratic and transparent and its management is disinterested.

ARTICLE III. FIELDS OF ACTION

ARTICLE 3.1 THEMATIC AND GEOGRAPHICAL

CartONG is a multidisciplinary resource and expertise center.

It assists non-governmental organizations, international organizations, public institutions and social actors in improving the management of their information, particularly geographical information.

This technical support extends throughout the information chain, including implementing the data collection, structuring and storing the data, making it available for visualization and analysis, and maintaining it up to date.

CartONG uses and develops tools, solutions and methodologies adapted to the needs of its partners and in line with current technological developments.

As a resource center, CartONG's activities have a common objective, that of promoting the sharing of experiences, know-how and data for the benefit of all actors in the local, national and international solidarity sectors.

Its neutral stance allows CartONG to advise its partners and direct them towards the most appropriate tools without any financial, technical or political bias.

CartONG is also a training and awareness-raising actor. Its commitment to strengthening the skills and knowledge of its partners and of the entire sector - humanitarian practitioners and future professionals - is reflected in the elaboration and conduct of numerous training courses.

CartONG also dedicates part of its activities to raising public awareness about new information and communication technologies (NICTs) and Open Data, particularly through its OpenStreetMap projects.

CartONG is a catalyst for inclusion and the exchange of ideas. The association is a dynamic actor within the humanitarian and development data ecosystem, facilitating networks and organizing events centered on information management and its stakes for the sector. CartONG also carries out numerous activities in collaboration with local communities - including those of OpenStreetMap - promoting participatory mapping workshops to a broad audience.

CartONG's volunteer team is particularly committed to this collaborative approach through the design and technical implementation of new social, humanitarian and development initiatives.

Finally, without defining itself as an advocacy NGO, CartONG has taken a position on a certain number of subjects that it considers essential for the sector, such as the responsible management of personal data or the sharing of data (Open Data). The recent endorsement of the Principles for Digital Development by CartONG illustrates such commitment.

ARTICLE 3.2 PARTNERS

CartONG collaborates with:

- Non-governmental organizations (NGOs) specializing in humanitarian and development work, both international and local,
- International organizations, including United Nations organizations and agencies,
- National or local, French or foreign public organizations,
- Private companies and entities.

ARTICLE IV. STRUCTURE OF THE ORGANIZATION, MEMBERSHIP, LOSS OF MEMBERSHIP

ARTICLE 4.1 ORGANIZATIONAL STRUCTURE OF THE NON-PROFIT

The association is composed of members who may be natural persons or legal entities under private law, whether for-profit or not.

Individual members (i.e "natural persons") are referred to as "Members". Legal entities are referred to as "Member Organizations".

ARTICLE 4.2 MEMBERSHIP AND FEES

1° The quality of "Member" of CartONG is automatically granted on simple request to the persons committing themselves to respecting the present Statutes.

2° "Member Organization" is granted by the Board to legal entities wishing to support the objectives of the association and committed to respecting the present statutes, and who apply for it.

The Board's decision on an application for membership from a legal entity does not require a justification.

3° A member's membership is definitively acquired after payment of the annual subscription, determined in accordance with the terms and conditions specified in the Rules of Procedure, the amount of which is fixed annually by the General Assembly.

4° The membership fee paid to the association is finally acquired, even in case of resignation, exclusion, liquidation or death of a member during the year.

ARTICLE 4.3 LOSS OF MEMBERSHIP

Membership is lost by:

- Resignation,
- Non-renewal of the membership fee,
- Exclusion by the Board for failure to comply with the Statutes, the values of the association in accordance with the provisions of the Rules of Procedure, or for any other reason that it considers serious, in particular, because of activities likely to harm the interests or image of the association. The member involved in an exclusion procedure shall be called beforehand to provide explanations to the Board. He/she may be accompanied, for members only, by two other members of the association of his/her choice.

Members wishing to make statements, written or oral communications in the name of the organization must first clarify the content and related conditions with the Management Team of the association (called CMT). The same applies to the use of the name CartONG, its logo or any other element representing it by a member.

ARTICLE V. GENERAL ASSEMBLY

1° The General Assembly of the organization includes all members, including those who are collaborators – employed by CartONG or not – of the organization, who are up to date with their membership fee at the date of the General Assembly.

Each "Member Organization" shall be represented by a single individual.

The collaborators of CartONG, employed by CartONG or not, not members of the association, are also authorized to participate in the General Assembly, but only in an advisory capacity.

The Board may also invite, in an advisory capacity, any person from outside the association whose presence is considered to be relevant.

2° The General Assembly shall meet in ordinary session (known as the Ordinary General Assembly) at least once a year, upon convocation by the Board. It may also meet in extraordinary session (known as an Extraordinary General Assembly), when convened by the Board or at the request of at least one fourth of the members, in accordance with the procedures defined in the Rules of Procedure.

It shall meet in ordinary or extraordinary session, physically and/or remotely, as decided by the Board. In the case of a remote session, it must allow for the identification and participation of members and the live streaming of the proceedings.

3° It deliberates on the topics added to the agenda by the Board, or on those whose registration is requested by at least one fourth of the members of the organization.

Only the items on the agenda may be discussed during the General Assemblies.

The Ordinary General Assembly:

- Hears the reading of the activity report and the financial report,
- Approves the accounts for the financial year ended,
- Decides on the allocation of the result,
- Gives discharge to the Board for its management,
- Votes on the provisional budget for the following financial year,
- Fixes the amount of the annual membership fees,
- Appoints the Statutory Auditor and his/her deputy,
- Elects the members of the Board,
- Adopts the strategic orientations, upon a proposal from the Board,
- Adopts the Rules of Procedure and its amendments.

The Extraordinary General Assembly has the sole power to deliberate on:

- Amendments to the Statutes, pursuant to [Article IX](#) of the present Statutes,
- The dissolution of the association, and the devolution of its assets, in accordance with the provisions of [Article X](#) of the present Statutes,
- The election of the members of the Board following a vacancy, under the conditions of [article 6.1](#) of the present Statutes.

It may also deliberate on matters of extreme urgency requiring a rapid decision by the General Assembly.

The agenda and the documents necessary for the deliberations, including the Statutory Auditor's report, shall be made available to the members by the Board, within the time limits and under the conditions laid out in the Rules of Procedure.

The General Assembly shall appoint a Board for each of its meetings, consisting of a President and a Secretary. The President of the Association, or in his/her absence another member of the Board of the organization, shall be ex officio President of the meetings of the General Assembly.

The regularly constituted General Assemblies represent the universality of the members. Their decisions are binding on all members, even those who are absent.

4° Each member has one vote.

Remote voting is authorized. The system set up must guarantee the honesty of the vote and, if requested by the majority of the members present at the General Assembly, the secrecy of the vote.

Voting by proxy is permitted. Each member present may not hold more than three proxies in addition to his/her own.

The Board may decide to allow postal voting.

5° The decisions of the General Assembly, meeting in ordinary session, are taken by a simple majority of the votes casted by the members present or represented.

The deliberations of the General Assembly, meeting in extraordinary session, are taken by a two-third majority of the votes cast by the members present or represented

The General Assembly, in ordinary or extraordinary session, is regularly constituted and can only validly deliberate if it is composed of a number of members, present or represented, at least equal to a quarter of the registered members, also up to date with their subscription at the date of the convocation.

If this condition is not met, a second notice is issued with the same agenda, at least ten days before the date of the new meeting of the Assembly. This second meeting shall deliberate validly regardless of the number of members present or represented, provided that it is greater than three, but only on the subject of the agenda of the first meeting.

6° Minutes are kept for the meetings. They are signed by the President and the Secretary of the meeting. They are established on numbered sheets and kept at the headquarters of the association.

ARTICLE VI. BOARD

ARTICLE 6.1 CONSTITUTION OF THE BOARD

CartONG is administered by a Board, elected by the Ordinary General Assembly, according to the modalities specified in the Rules of Procedure.

The members of the Board are elected for a period of one year, corresponding to the period separating the holding of two Ordinary General Assemblies, and are chosen from among the members of the association who are up to date with their subscription at the date of the election.

Departing members may be re-elected without limit to the number of terms.

It has a minimum of four and a maximum of eight members. It must include:

- A President
- A Secretary
- A Treasurer
- A Conciliator

Their mission is briefly defined in the Rules of Procedure. The Board freely defines the missions of its other members.

In the event of a vacancy in one of these four posts before the end of its term, a new incumbent shall be elected by the Board from amongst its remaining members for the remainder of the term.

However, if the number of members of the Board falls below four, a supplementary election shall be held for the remainder of the term of office by a General Assembly convened for this purpose in Extraordinary Session.

Unless otherwise decided by the Board, employees with the title of Director may attend its meetings in an advisory capacity.

The President may also invite to a meeting of the Board, in an advisory capacity, any member, employee or person from outside the association, whose presence he/she considers relevant.

ARTICLE 6.2 ROLE OF THE BOARD

The Board is the executive body of the association.

It implements the orientations set by the General Assembly, ensures the transparency of the bank accounts, and the coherence of the activities of CartONG with the aim of the organization as defined in [articles II](#) and [III](#) of the present Statutes.

It manages and administers the organization in accordance with these guidelines and the budgetary decisions voted. To this end, it gives its President, by delegation, the necessary powers to ensure the functioning of the organization, and in particular to proceed with the establishment of employment contracts for the organization's employees as well as to terminate them.

The Board and the President may also delegate powers to other elected members of the Board. The representatives of the organization must enjoy the full exercise of their civic rights.

The Board shall decide on the draft resolutions to be submitted to the General Assembly, which it shall convene, and shall draw up its agendas.

Thus, it validates the provisional budget and closes the accounts, both of which are submitted to the General Assembly for approval, and proposes the allocation of the result. It also proposes to the General Assembly the appointment of the Statutory Auditor and his/her deputy.

It also ensures the smooth running of the organization and the quality of the work life of the employees. In particular, it sets the conditions for the recruitment and remuneration of employees, on the proposal of the Management Team (called CMT). It decides on the recruitment of the organization's Directors, who report to it on their mission.

The President shall appoint the Directors, fix their remuneration and terminate their duties, after consulting the Board.

The Directors have the necessary powers to carry out their mission, by delegation of the President.

The President may also grant the Directors a delegation to represent the association in disputes concerning the day-to-day management.

The Board shall draw up and amend, if necessary, the Rules of Procedure, in accordance with the provisions of [Article XI](#) of the present Statutes, shall draw up the list of members and shall decide on their possible exclusion for reasons which it considers serious.

The organization is represented in justice and in all acts of civil life, without limitation, by the Board. In order to carry out this mission, it delegates to its President the power to represent the organization in its name, in court and in all acts of civil life, and invests him with all powers to this effect.

ARTICLE 6.3 FUNCTIONING OF THE BOARD

The Board meets (physically or by teleconference allowing the identification of its members and their effective participation in a collegial deliberation) at least once every three months, and obligatorily to prepare the General Assemblies. It may be convened by the President or at the request of at least one third of its members, in accordance with the procedures defined in the Rules of Procedure.

The members of the Board shall undertake to be diligent in their attendance. If they fail to do so, they may be considered to have resigned under the conditions specified in the Rules of Procedure.

The functions of the members of the Board are strictly voluntary in order to guarantee a disinterested management of the association (except for the reimbursement of expenses incurred for the association, under the conditions defined by the Rules of Procedure).

The members of the Board, as well as all persons called upon to attend its meetings, shall be bound to discretion with regard to information of a confidential nature and information presented as such by its President.

The organization shall prevent and manage any real, potential or apparent conflict of which it is aware that may exist between its interests and the personal or professional interests of one of the members of the Board, the collaborators or any person acting on behalf of the association.

When a member of the Board is aware of a real, potential or apparent conflict of interest in which he or she may be involved, he or she shall inform the Board without delay and shall refrain from taking part in the discussions and voting on the matter concerned.

ARTICLE VII. RESOURCES

The resources of the association are composed of:

- Membership fees,
- Donations, gifts and legacies, and private sponsorship, after acceptance by the Board,
- Local, national and international public grants,
- Funds paid by the organization's partners, as mentioned in the contracts signed by CartONG,
- Resources from training activities, conferences and other public or professional events, and interest and income from property and assets owned by the organization,
- And in a general way, all resources authorized by the law, and compatible with the associative status of CartONG and its social object.

ARTICLE VIII. ORGANIZATION'S BANK ACCOUNTS

1° The bank accounts of the association are established by a Certified Public Accountant with the support of the Administrative and Financial Director and under the authority of the Treasurer.

An Income Statement, a Balance Sheet and an appendix must be presented to the General Assembly.

The organization shall ensure the proper use of the funds made available to it for the implementation of its operations and may attest to this at any time at the request of international donors and individual donors.

2° The General Assembly appoints, on the proposal of the Board, one or more Statutory Auditors belonging to the "Compagnie des Commissaires aux Comptes" for a term in accordance with the regulations in place.

The Statutory Auditor shall have the widest powers of investigation in order to verify the bank accounts and assets of the organization, to check the regularity and honesty of the bank accounts communicated and of the information given to members on the financial situation of the organization.

In this respect, he/she may, at any time of the year, carry out all verifications and controls, and obtain on the spot all documents useful for the accomplishment of his/her mission, in particular all contracts, books, accounting documents and registers of minutes.

At the end of each fiscal year, the Statutory Auditor, after having examined the bank accounts for the fiscal year, the documents set out and the draft financial report of the Board to the Ordinary General Assembly:

- Prepare a written report in which he/she gives an account of the accomplishment of his/her mission and shares his/her observations,
- Certifies that the Balance Sheet and Profit and Loss Account for the past fiscal year are true and fair.

This report is read before the votes are taken at the Annual General Assembly called to approve the accounts for the previous fiscal year.

ARTICLE IX. AMENDMENT OF THE STATUTES

The Statutes may be modified by the Extraordinary General Assembly on the proposal of the Board.

Proposals for amendments shall be put on the agenda of the meeting and sent to all members at least 10 days in advance.

In order to be adopted, the new Statutes must comply with the conditions of quorum and majority laid down in [Article V](#) paragraph 5 of the present Statutes, related to Extraordinary General Assemblies.

ARTICLE X. DISSOLUTION OF THE ASSOCIATION

The voluntary dissolution of the association can only be pronounced, on the proposal of the Board, by the General Assembly, under the same conditions as the modification of the Statutes as stipulated in [Article IX](#) of the present Statutes.

In case of dissolution, the General Assembly:

- Appoints one or more liquidators, members of the organization, with the necessary powers to proceed with the liquidation of the organization's assets,
- Rules on the remaining funds and assets of the organization by allocating them after payment of debts (net assets) to one or more non-profit organizations pursuing the same type of objectives as CartONG.

Under no circumstances may the net assets be allocated to one or more members of the organization.

ARTICLE XI. RULES OF PROCEDURE AND ETHICAL CHARTER

The organization shall define the Rules of Procedure, which shall specify the methods of application of the present Statutes.

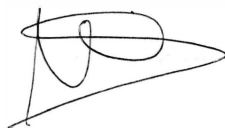
It will also specify, in an Ethical Charter, the values and principles which, in the respect of its Associative Project, are driving its actions.

These documents, validated by the Board, are submitted for approval to the Extraordinary General Assembly.

The Statutes of the organization were adopted, at its creation on June 8th, 2006, and amended a first time, by a vote of the Extraordinary General Assembly of October 28th, 2018.

The present version constitutes a new modification, adopted by the Extraordinary General Assembly on June 26, 2021, as well as the Rules of Procedure of the association.

June 26th, 2021,



Cécile Borreil, President



Nicolas Grosjean, Secretary