

Association Statutes

“Praxeme Institute”

OBJECTIVE OF THE INSTITUTE: *See Article 1.02 Paragraph (c)*

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Title I. “Purpose of the association”

Article 1.01 Founding of the association

Paragraph (a) Foundation

On July 1, 2006, was founded between the persons who adhere to the present statutes, a non-profit association, pursuant to the French law of July 1, 1901 and the French decree of August 16, 1901, named: “PRAXEME INSTITUTE.”

The association is hereinafter referred to as the “institute.”

Paragraph (b) Duration

The duration of the institute is fixed at 99 years, renewable. At least one year before the nominal expiry date, the Board of Directors will call an extraordinary general meeting to rule on the continuation of the institute.

Paragraph (c) Background history

The institute created on July 1, 2006 gives a legal form to an activity carried out since 2003, as illustrated by voluntary contributions from several enterprises. These contributions, defined in the article below, were the basis of the shared resources of which the institute is custodian.

Article 1.02 Objective

Paragraph (a) Definition of Praxeme

Praxeme is an enterprise methodology.

It covers enterprise strategy, modeling of organizations and their IT systems, as well as governance and management of competences. Its aim is to provide a set of rigorously articulated procedures, founded on a shared theoretical base. Praxeme's main originality and constant focus lie with how the disciplines are articulated, which contribute to thinking about and improving organizations and their activity.

Methodology is a discipline which reflects on the action and the elaboration of procedures. A rigorously founded and articulated set of procedures forms a method. Methodology therefore encompasses the discussions and justifications required to control the action. It concerns only a small community of methodologists who, themselves, research the teachings of other disciplines in several fields of knowledge.

Method, on the other hand, concerns a wider public, in so much as it brings immediate answers to questions of practice.

Paragraph (b) Praxeme: ambition and stakes

Praxeme is an *open* method.

It is the will of the members of the institute to propose to society as a whole, a widely-shared reference method to:

- contribute to mastering organizations and IT systems;
- improve organizations and enterprises.
- Praxeme can be applied to all sorts of complex systems, with human and/or technical

components: public institutions, enterprises, IT systems, action or defense systems... Hereinafter, these types of systems are referred to under the generic term "organization."

The contributions that the methodology brings are aimed at reforming the approach taken with regarding to the different aspects of an organization:

- strategy formulation;
- formalization of knowledge;
- design of organizations and performance improvements;
- process modeling and its simplification;
- urbanization of IT systems and their interoperability;
- mastery of information and communication technologies, so as to leverage their full potential;
- IT architecture and software design;
- competence management and optimization of the production chain tools for economic activity;
- governance and the generalization of economic rationality.

Paragraph (c) Purpose of the institute

The purpose of the PRAXEME INSTITUTE association (hereinafter referred to as: the institute) is to ensure the development, promotion and implementation of the PRAXEME method. In particular, it participates in any public event perceived to be of relevance to the PRAXEME method.

Paragraph (d) Role of the institute

The institute is:

- the *depository* for the Praxeme shared resources;
- the *guarantor* of the coherence and spirit of the Praxeme methodology;
- the *coordinator* of the drawing up, distribution and promotion on a wide scale of the Praxeme methodology.

Paragraph (e) Coherence of the methodology

The coherence of the Praxeme methodology is an indispensable quality to ensure its effectiveness and its contribution to society. It is the reason why the statutes specify this requirement. The authorities described in Title III will be able to refer to this paragraph when faced with a situation where a dispute regarding the interpretation or evolution of the methodological shared resources will need to be settled.

A methodology rests on a small number of principles which gives it its internal coherence and originality vis-à-vis other discourses. In the case of Praxeme, these principles are expressed in:

- the "White paper"¹;
- the "General guide"².

These two documents form the core of the non-debatable notions and principles which characterize the Praxeme methodology.

¹ The 36-page long document: "Praxeme: the White paper", was first circulated in the last quarter of 2004. The Rules of Procedure state the current version of this document, which is to be referred to in any debates.

² The General guide is a longer document which was submitted to the initial members of the institute for review. It is regularly reviewed in order to ensure its conformity with the evolutions of the corpus.

Disrespecting these core texts would result in the following risks:

- jeopardize the balance and readability of the methodology;
- skew the innovative approaches proposed;
- reduce the hoped-for effects from the application of the methodology.

Paragraph (f) Components of the Praxeme shared resources

The Praxeme shared resources are a collection of components gathered together and organized in such a way as to help the users of the methodology to go about their activities.

By “components”, we mean:

- documents,
- works,
- training supports,
- models,
- software,
- data sets or parameters, such as UML profiles,
- procedures,
- etc.

A Praxeme component is any element which details knowledge or know-how, whatever its medium or format.

Paragraph (g) Distribution of the Praxeme shared resources

It is the task of the institute to make the shared resources available to the public, in accordance with the guidelines fixed by the Rules of Procedure and established at each donation, in mutual agreement with the contributor.

This collection of documents, material and software in various forms is destined for public use and without any restrictions other than those specified in the following paragraph.

Paragraph (h) Protection of the Praxeme shared resources

During the distribution of the components of the Praxeme shared resources, the institute shall apply the protections judged necessary to avoid any form of misappropriation, commercial operation or unauthorized use, in order to protect the authors' rights and image of the institute.

The legal form and level of protection are decided on a case-by-case basis, at the time a component is made available.

The different eventualities can be found listed in a chapter of the Rules of Procedure.

Article 1.03 Spirit of the institute

Paragraph (a) Openness

The institute exists in a spirit of openness and knowledge sharing.

One of the primary qualities of a methodology is that it be widely known and recognized. Through these statutes, the members demonstrate their desire to create and develop an open method. The role of the institute is to publish the components of the method and to ensure as wide a distribution of them as possible, by all appropriate means.

This same spirit of openness also comes with a commitment to listen to those proposing ideas and to keep abreast of the latest developments in the different domains covered.

Paragraph (b) Public distribution

The core of the methodology is made conditionally available to the public, in respect of the conditions mentioned in the paragraph "Protection of the Praxeme shared resources"³, without taking the financial return into consideration.

Part of the Praxeme shared resources remain, nevertheless, reserved for use by the members of the institute. The Rules of Procedure define this reserved part.

Paragraph (c) Respect of contributors and authors

The bulk of the Praxeme components drawn up come from contributions made by member enterprises of the institute (see Article 3.02Paragraph (a)). The protection and distribution constraints are designed to protect the rights, interests and image of these contributors. For all that, these constraints do not call into question the spirit of openness and the open nature of Praxeme.

The same applies to the components from direct authors of the Praxeme shared resources.

Paragraph (d) Respect of users

The institute is committed, in its decisions, to taking into consideration the viewpoint of practitioners, direct users of the method in the field.

The Rules of Procedure make provisions for that purpose.

Article 1.04 Registered office

The registered office is listed as: Noisy-le-Grand, 21 chemin des Sapins (France).

It can be transferred at any time by simple resolution of the Board of Directors.

This decision must be ratified by the next General Meeting.

³ Cf. Article 1.02Paragraph (h), page 4 of the present statutes.

Title II. “Membership”

Detailed under this heading are the membership conditions which apply to members of the “Praxeme Institute” association.

Article 2.01 Composition

Paragraph (a) Members

Entitled to be member of the institute, any natural or legal person who fulfills the following three conditions:

Shows an interest in the promotion, development and implementation of the PRAXEME method.

Meets the conditions detailed in the article “Admission Conditions”.

Pays the annual subscription.

Paragraph (b) Categories

The institute recognizes three categories of members:

- “individuals”,
- “enterprises”,
- “associations”.

Paragraph (c) Individual member

Individual members are people who adhere in a private capacity.

Under no circumstances, in their public communication regarding Praxeme, can they enable a non-adhering organization to benefit from their individual membership to Praxeme. The institute prohibits them using, for commercial gain, any element of its assets, such as its name, the name of its methodology or its projects, or even the knowledge that many have been gained from access to the Praxeme shared resources or activities of the institute.

Paragraph (d) Enterprise member

Enterprises are legal entities, no matter what their industry sector or legal form. Their membership to the institute is through at least one named person, be they an employee or legal representative, who demonstrates an interest for the promotion, development and implementation of the Praxeme method.

As a member enterprise of the institute, the enterprise is entitled to refer to and use certain elements of the assets of the institute. These entitlements are defined in the Rules of Procedure.

Reciprocally, the institute is committed to promoting the member enterprise, should it express the desire, through its distribution channels. The Rules of Procedure set the terms for this communication. Only the actions or contributions of the member enterprise which are in keeping with the objectives of the institute can benefit from such communication.

Paragraph (e) Association member

Associations are not-for-profit legal entities. They can be represented in the bodies defined by the present statutes.

Public research centers and universities fall into this category.

The Rules of Procedure stipulate the special terms which apply to encourage associations to adhere.

Paragraph (f) Active member

The status of active member is attributed to an individual member or representative of a member enterprise who has fulfilled the following condition: to have participated, in the past year, in a minimum number of events organized by the institute.

The Rules of Procedure stipulate this number.

The attribute of "active member" plays a role in the membership admission procedure, as well as in the composition of the Board of Directors.

Article 2.02 Admission Conditions

Paragraph (a) Proposing new members

An applicant must be proposed by 2 active members of the institute.

Paragraph (b) Decision

The Board of Directors decides whether or not to follow up with membership applications.

The decision of the Board of Directors is final.

Article 2.03 Membership

Paragraph (a) Justification for the membership conditions

Members of the present statutes are concerned with the coherence of the products and the usefulness of the work undertaken within the framework of the institute. They wish to avoid wasting energy unnecessarily and fruitless debates, as well as diverging from the capitalized collection of shared resources. This is why the following rules have been enacted.

Paragraph (b) Acceptance of the principles of the methodology

All new members of the institute accept the principles and spirit of the Praxeme methodology, as defined in the paragraph "**Erreur ! Source du renvoi introuvable.**"⁴ and verifiable herewith.

Paragraph (c) Acceptance of the principles of functioning

All new members accept and undertake to respect the principles of functioning of the institute, as well as the spirit which governs its activities. This spirit is a native and constitutive feature of the institute and is expressed by the article "Spirit"⁵.

Paragraph (d) Motivation

Members expect, from each other, a spirit of openness, mutual respect in their exchanges and transparency regarding activities and intentions in the sphere covered by the methodology. They appreciate active participation in the projects, in so far as is possible.

⁴ Cf. **Erreur ! Source du renvoi introuvable.**, page 3 of the present statutes.

⁵ Cf. Article 1.03, page 4.

All members undertake to contribute in a positive manner to the work of the institute.

Paragraph (e) Registration fees

All members pay an annual subscription fee, the amount and conditions for which are defined in the Rules of Procedure.

Article 2.04 Loss of membership

Paragraph (a) Causes

Membership is lost through:

- resignation;
- the loss of post or activity, as defined in the article which grants the position of member of the institute;
- the decision of the Board of Directors to exclude a member for non-payment of the membership fee, for non-participation in the work of the institute or for a serious motive;
- death.

Paragraph (b) Justification for loss of membership for an individual member

In the case of loss of membership pronounced by the Board of Directors, the excluded individual member can request, by registered mail sent to the president within fifteen days following the Board's decision, a written justification regarding the loss of membership. The president must then issue a written response no later than one month following the reception of the request.

Paragraph (c) Justification for loss of membership for an enterprise member

In the case of loss of membership pronounced by the Board of Directors, the excluded enterprise can request, by registered mail sent to the president within fifteen days following the Board's decision, a meeting of the Board of Directors, within a one-month period, to rule on its exclusion while present at the meeting. The member is summoned to the meeting by registered mail.

Paragraph (d) Justification for loss of membership for an association member

The case of loss of membership pronounced by the Board of Directors of an association member leads to an explanation being given by the Board during the next general meeting held, following the exclusion, within the year. The association can request to intervene during this explanation, in order to present its point of view in front of the audience. This request must be made, by registered mail, in the week following the notification of the general meeting.

If the association so wishes, and provided that the exclusion was not voted unanimously by the Board of Directors, the decision can be put to the vote of the members present at this same general meeting.

Title III. "Administration"

This section of the statutes institutes the governing bodies that make up the association and sets the minimum conditions that organize its activity.

Article 3.01 Board of Directors

Paragraph (a) The role of the Board of Directors

The institute is managed by a Board of Directors.

In addition to the general administrative tasks, the role of the Board of Directors is to regulate the activity of the institute and to ensure its conformity with the objectives set.

Decisions made by the Board of Directors, under the authority of its president, are sovereign for all matters which concern the Praxeme methodology, its distribution and the management of the projects of the institute.

The consultation, deliberation and decision procedures are detailed in the Rules of Procedure.

Paragraph (b) Composition of the Board of Directors

The Board of Directors is composed of between 3 and 12 members, elected among the active members⁶.

The distinctive objective of the institute requires that, in addition to more classical roles are responsibilities linked to the management of the Praxeme shared resources. The members of the Board of Directors undertake to maintain the coherence of the Praxeme methodology. This responsibility is split into two aspects: content and form.

Among the members of the Board of Directors are:

- a president,
- a vice-president;
- a treasurer and, if needed, a deputy treasurer;
- a secretary-general and, if needed, a deputy secretary-general;
- a person in charge of content;
- a person in charge of form.

The roles of the persons in charge of content and form are not optional, for the reasons given sur la page 10. They may be held concurrently – but not necessarily – with administrative roles (other than those mentioned in the preceding list).

Paragraph (c) Nomination of the Board members

The members are elected for a period of three years by the General Meeting.

There is a renewal of one third of the Board each year.

Candidates can apply either individually or as part of a team.

⁶ The status of "active member" is defined by Article 2.01Paragraph (f), page 7.

The members of the board are eligible for re-election. They can be removed from office by the general meeting.

The Board of Directors chooses, from among its members, an executive committee composed of the roles listed in Paragraph (b) au-dessus and defined below.

In the case of a vacancy, the Board provides for the provisional replacement of its members by co-option. Their replacement has to be ratified by the next general meeting. Replacements come to an end with the termination of the mandate of the members that they replace.

Paragraph (d) Role of president

The president represents the institute in all acts of civil life. He is, in particular, authorized to be a party to legal proceedings. He convenes the extraordinary general meeting and the Board of Directors. The president can, for a delimited subject, delegate his power to another member of the executive committee.

The president is responsible for the moral annual report.

The president is mandated to fulfill all declaration and publication formalities, in accordance with the July 1, 1901 law and its application decree.

The president can revoke the mandate given to a member of the Board, in the case of a serious breach of his duties, a violation of the spirit of the institute or an infringement of the present statutes.

Paragraph (e) Role of vice-president

The vice-president assists the president in his remit.

Paragraph (f) Role of the person in charge of content

This distinctive role consists in verifying that the additions and evolutions brought to the methodology in no way contradict its founding principles and jeopardize its internal coherence. The responsibility for this role falls to an explicitly-named member of the Board. It is a post which can be held concurrently with the administrative positions of the Board.

The person in charge of content shall refer to the paragraph "**Erreur ! Source du renvoi introuvable.**"⁷ each time he examines a new component, with a view to accreditation and integration within the collection of shared resources. He examines each new component in comparison with the reference documents and with the overall perspective of the collection to be built in mind.

This responsibility requires that he intervene each time a new project is initiated or a new discussion group is created, in compliance with the procedures described in the Rules of Procedure.

Paragraph (g) Role of the person in charge of form

Formal verification of new components is essential to ensure that the elements made available to the public comply with the standards in force and come with the promise of a long period of validity. The person in charge of form verifies, in particular, the formalism used in the components or advocated in the methodology.

He is chosen, among the members of the Board, for his grasp of recognized formalism and standards, beginning by those referred to in the reference documents.

He can ask additional experts to work with him, to take into consideration new elements, in order to guarantee that the recommendations made by the Praxeme methodology are up-to-date.

This responsibility requires that he intervene each time a new project is initiated or a new discussion

⁷ Cf. **Erreur ! Source du renvoi introuvable.**, page 3.

group is created, in compliance with the procedures described in the Rules of Procedure.

Paragraph (h) Role of secretary-general

The secretary-general is responsible for the following measures:

- to distribute the Praxeme shared resources,
- to provide information on the activities,
- to make them available to the public.

In particular, he keeps the catalog of components⁸ up to date.

He manages the *ad hoc* tools and the budget allocated for their development and working.

Once accredited, the components are sent to the secretary-general who ensures their integration within the collection.

The secretary-general is responsible for the administrative running of the institute. He follows all correspondence and keeps the archives of the institute. He keeps the list of members updated. He forwards the convocations and meeting agendas (executive committee, board, general meeting); he writes and distributes the minutes.

Paragraph (i) Role of treasurer

The treasurer is responsible for managing the finances of the institute. He receives any sum due and carries out any payment. He prepares the financial report and submits it to the general meeting for approval.

The treasurer is responsible for the annual financial report.

He prepares the annual budget which he submits to the whole Board of Directors for approval.

Paragraph (j) Role of other members of the Board of Directors

All other members of the executive committee are responsible for a specific and permanent mission, and are accountable to the committee.

Paragraph (k) Commitment of the members of the Board

The members of the Board of Directors undertake to respect and to promote the objectives of the institute.

The role of member of the Board of Directors is not remunerated in any way.

Paragraph (l) Meeting of the Board

The Board of Directors meets on convocation of its president, or by request of a third of its members.

The Rules of Procedure list the conditions of convocation of the Board of Directors, as well as the procedures relative to meetings.

⁸ The notion of component is defined in the Article 1.02Paragraph (f), "Components of the Praxeme", page 4.

Article 3.02 College of contributors

Paragraph (a) Condition to obtain the status of contributor

A contributor or “contributing enterprise” is a legal person who complies with the following two conditions:

- A member enterprise, in the sense of Article 2.01Paragraph (d) (cf. page 6).
- Has significantly enriched the Praxeme shared resources, by one of the means detailed in the Article 4.02Paragraph (c) (“Extraordinary resources”, page 17).

For it to be recognized as significant, the contribution must reach or exceed a minimum value set by the Rules of Procedure. This rule is established in recognition of the efforts of the initial contributors.

The enterprise signs a “recognition of special contribution” document with the Board of Directors which specifies the mutual conditions and whereby the enterprise declares that it renounces all ownership rights to the elements deposited in the Praxeme shared resources.

Paragraph (b) Nomination of contributors

The attribute of contributor is granted by the Board of Directors, in application of the statutes. The decision is submitted to the College of contributors which examines its validity, in compliance with the statutes and Rules of Procedure.

The attribution can come at the start of a project defined as a contribution.

Paragraph (c) List of contributors

The attribute of contributor is an advantage in terms of image for the organizations which obtain it. It gives the right to publicity using the resources of the institute and authorizes the contributing enterprise to use, in its communication, the reference to Praxeme, as well as certain elements of the shared resources, as specified by contract.

In addition, an official list of contributors is kept updated, under the responsibility of the secretary-general.

Paragraph (d) Status of contributor

The contributor benefits from certain advantages, as specified in the Rules of Procedure.

Through his participation in the College of contributors, he has the possibility to influence the orientation of the activities of the institute and to ensure that his own preoccupations concerning the methodology, the strategy and the investment are taken into consideration.

Paragraph (e) Role of honorary president

The honorary president is nominated by the Board of Directors, by unanimous vote of its members.

He is chosen from among the representatives of the member enterprises, who are recognized as being contributors, as defined above, in Paragraph (a).

His nomination takes effect during the first general meeting following the nomination, and is valid for a period of one year.

The same person can be renewed in this role, indefinitely.

Paragraph (f) Functioning of the College of Contributors

The College of contributors meets at least once a year, under the tutorage of the honorary president and in the presence of at least two of the following three representatives: the president of the institute,

the vice-president or the secretary-general.

The aim of these sessions is to state the orientations and priorities to be given to the activities of the institute. The orientations and priorities are established in relation to the needs of the market, in general, and the contributing enterprises, in particular.

The Rules of Procedure detail the procedures linked to the life and functioning of the College of contributors.

Article 3.03 Thematic colleges

Paragraph (a) Objective of the thematic colleges

A thematic college is set up to bring members motivated by a particular subject in relation to the methodology together.

Several colleges can coexist, each on an identified theme.

Paragraph (b) Constitution of the thematic colleges

A group of at least three members can submit a request to the Board of Directors to set up a thematic college.

The thematic colleges are set up by decision of the Board of Directors. The Board can solicit the opinion of the College of contributors.

The conditions for setting up a thematic college are the following:

- the approval of the Board of Directors which gives an opinion as to the pertinence of the theme proposed, in the field of study of the institute;
- the identification of a coordinator of the college who will be responsible for following up and regulating the work;
- the undertaking from at least four members to participate in the sessions of the new college.

Paragraph (c) Condition of participation

Once a college has been set up on a theme, any member having paid his subscription can register and participate in the college.

Any given member can participate, on an ad hoc basis or regularly, in several thematic colleges.

Exceptionally, the thematic colleges can invite non-members to participate. These guests can come as mere observers, in which case they cannot attend more than one session per college.

The college has the possibility to nominate invited members, who are not required to pay a subscription fee but who participate in an active manner in the work. This license is only granted to the thematic college which issued the invitation. This case can only apply if the pertinence of the guest can be demonstrated with regards to the theme studied.

Paragraph (d) Functioning of a thematic college

The life of a thematic college, once the decision has been taken to set it up, begins by an inaugural session, under the supervision of the president or a representative nominated by him. On that occasion, the persons in charge of content and form⁹ step in to define the framework of thought and to indicate existing contributions within Praxeme. They also indicate the conditions to be respected, in order for the work to be in keeping with the project and the spirit of the Praxeme methodology.

⁹ Cf. Article 3.01 Paragraph (f) and **Erreur ! Source du renvoi introuvable.**, page 10.

The Rules of Procedure detail the procedures linked to the life and functioning of the colleges.

The thematic colleges are dissolved, by mutual agreement between their members or in the absence of participants. In such circumstances, the coordinator of the college informs the Board of Directors.

Article 3.04 Rules of Procedure

Paragraph (a) Establishing the Rules of Procedure

The Board of Directors establishes the Rules of Procedure to complete and clarify the present statutes.

The Rules of Procedure shall not, at any point or for any reason, be inconsistent with the present statutes.

In order to be proposed to the general meeting, the rules of procedure or any modification thereof, must obtain a majority vote within the Board of Directors, with the president having the casting vote.

They are adopted for good, by the majority of votes cast during the general meeting, with immediate effect.

Paragraph (b) Content of the Rules of Procedure

The Rules of Procedure notably set out:

- the amount payable in subscription fees,
- the services provided to members,
- the organization of work,
- the remit of the Board members (if necessary, in addition to the present statutes),
- the delegations,
- the terms of the functioning of the Board of Directors and committee, as well as the quorums and methods of vote,
- all measures and procedures mentioned in the present statutes which refer to the Rules of Procedure,
- in particular, the procedure for the accreditation of components, eligible for integration with the Praxeme shared resources.

Paragraph (c) Reference Documentation

The Rules of Procedure unambiguously indicate the applicable versions of the documents mentioned in the paragraph “**Erreur ! Source du renvoi introuvable.**”¹⁰:

- the “White paper”;
- the “General guide”.

The other documents, which constitute the shared resources of the methodology, are listed in a catalog, kept up-to-date by the secretary-general.

¹⁰ Cf. **Erreur ! Source du renvoi introuvable.**, page 3.

Article 3.05 General Meetings

Paragraph (a) General measures

The statutes provide for two categories of general meetings: ordinary and extraordinary. The terms in this paragraph are applicable for both cases.

General meetings (ordinary and extraordinary) include all members of the institute, no matter what their affiliation.

At least fifteen days in advance of the date set for the meeting, the members of the institute are convened by invitation of the President, aided by the secretary-general. The agenda is mentioned on the notification to attend. A member has the right to appoint a proxy (a member authorized to vote on his behalf).

Paragraph (b) Ordinary General Meeting

The ordinary general meeting is convened once a year, at a date set by the Board of Directors.

All members are informed of the set date, at least two months in advance.

The president, supported by the members of the board, presides over the meeting and presents the moral report of the institute. The treasurer renders account of his management in the financial report. Both reports are submitted for approval of the ordinary general meeting. There is no mandatory quorum and simple-majority approval, from members or proxy voters, suffices.

Once all the topics on the agenda have been covered, the renewal of outgoing executive committee members is decided upon, by the relative majority of votes cast.

Paragraph (c) Extraordinary General Meeting

If required, or upon a simple-majority request of registered members, the president shall convene an extraordinary general meeting.

Statutory modifications, revocation of the Board and dissolution of the institute fall within the competence of the extraordinary general meeting.

Paragraph (d) Agenda of the General Meeting

The Board of Directors prepares the agenda for the meetings.

Any member, having paid his subscription, can submit a topic to the Board of Directors, for inclusion in the agenda of the next general meeting.

Title IV. “Functioning”

This section covers the economic conditions of the functioning of the association.

Article 4.01 Resources

Paragraph (a) Types of resources

The resources envisaged for achieving the aims of the institute cover:

- the programming, examination and accreditation of components introduced by the colleges;
- the publication and distribution of components of the Praxeme shared resources, technical documents, works, reports in all appropriate forms;
- the creation of all committees, commissions, study, evaluation and control organizations, especially the colleges provided for by the present statutes;
- the creation and management of the Praxeme brand and associated certifications;
- the organization of initial and advanced training courses in the disciplines, domains and professions covered by the Praxeme methodology;
- the technical assistance provided to enterprises on methodology, governance and modeling;
- the implementation and use of all appropriate mechanisms for storage, research and distribution of the Praxeme shared resources;
- any measure whose purpose it is to achieve the aims of the association.

Paragraph (b) Legal form of resources

In so far as possible, the institute provides itself with the resources it needs by using its budget.

The resources of the institute can also come, either directly or indirectly, through:

- partnerships with other associations or organizations or enterprises,
- equity financing, buying or selling of shares,
- contracts signed with partnership groups or enterprises,
- establishment of partnership groups or enterprises.

Article 4.02 Finance

Paragraph (a) Sources

In order to finance its activities, the institute resorts to all conceivable means, providing that the independence of the methodology and the spirit of openness which inspire the work of the institute are preserved.

These means are composed of ordinary and extraordinary resources.

Paragraph (b) Ordinary resources

The ordinary resources cover:

- the sum of membership fees, solicited annually;
- the payment resulting from publications made by the institute, in its collective name;
- the financial benefits from the activities of the institute (training courses, communication events, services, etc.).

Paragraph (c) Extraordinary resources

The extraordinary resources cover:

- individual donations in the form of content, that is to say in components which can – after accreditation – enrich the Praxeme shared resources. These are donated, royalty-free, by natural and legal persons, whether members or not;
- individual donations in the form of availability, whereby an organization or enterprise makes a person available to create a component or mechanism or provides useful services for the activities of the institute;
- individual monetary donations, given by any person and which are paid into the budget of the institute;
- potential grants.

Paragraph (d) Conditions on extraordinary resources

In order to preserve the independence of the institute, to maintain the spirit defined in these statutes and to avoid adopting any position which might make the institute deviate from the objectives stated in Title I, donations are only accepted after approval from the Board of Directors. They give rise to no compensation, other than that provided for in the attribute of contributor, granted in accordance with the conditions defined in Article 3.02 Paragraph (a).

Article 4.03 Expenditure

Paragraph (a) Preparation and tracking of the budget

The treasurer, in consultation with the whole Board of Directors, prepares the projected budget.

In the case of a donation or non-planned contribution occurring during the budgetary year, the budget can be consolidated or redefined according to the same procedure.

The projected budget is presented to the general meeting, as well as the results from the previous year.

Paragraph (b) Running-cost budget

The running-cost budget covers:

- recurrent costs needed for the rent or acquisition of distribution resources;
- logistical expenses incurred as a result of activities described in the title "Activities"¹¹;
- expenses linked to event organization and communication, necessary for the distribution of the methodology or for keeping up to date with the themes treated by the institute;

¹¹ Cf. Title V, page 18.

- purchasing of bibliographic, logistical and technical resources required for the smooth running of the activities;
- personnel expenses.

Paragraph (c) Investment budget

The investment budget is absorbed in its entirety in order to finance work, through the purchase of expert services or required expertise from competent enterprises.

Title V. “Activities”

As a result of the principles finalized in Title I, the statutes require that certain rules be respected.

Article 5.01 Elaboration of the methodology

Paragraph (a) Work of authors

The components developed by one or more individual authors, in opposition to work from groups such as the colleges, shall mention the name of these authors, no matter in which form they are made available.

Members or bodies who have played a role as guide, source of inspiration, elaboration or verification of these components are mentioned, when the component is distributed in one of its main forms.

Paragraph (b) Work groups and thematic colleges

Work groups and, in their more institutionalized form, thematic colleges meet up on a regular basis, at least three times a year.

They report on the progress of their work to the Board of Directors who relays the information to all members. The results are presented during the general meetings. The Board of Directors makes the decisions regarding any follow-up, such as integration with the collection of shared resources and public distribution.

Paragraph (c) Projects

When a contributor provides the finance, for an identified need and in compliance with the distribution conditions detailed in article “Condition to obtain the status of contributor”¹², the institute is empowered to launch, follow and pilot projects of which all, or part, of the results will enrich the Praxeme shared resources.

In this case, the institute, represented by a member of the Board of Directors, exercises the role of contracting owner in partnership with the contributor.

The contribution contract allows for this role share. The contracting parties mutually accept the arbitration between, on the one hand, the course taken by the contributor to meet an identified need and, on the other hand, the general interest defended by the institute.

¹² Cf. Article 3.02Paragraph (a), page 12.

Article 5.02 Integration of external contributions

Paragraph (a) Possibility

Should the case arise, a component coming from a source outside the institute, can be integrated within the Praxeme shared resources, either as is, or after reformulation.

Paragraph (b) Integration condition

A component can only be integrated if it respects the principles, construction rules and architecture of the Praxeme methodology.

These conditions are verified by implementing the accreditation procedure, described in Paragraph (d) au-dessous.

Article 5.03 Consolidation of the methodology repository

Paragraph (a) Identification of the components

Before beginning a project, the group tasked with the aim of producing a new component or significantly modifying an existing component, makes a request to the secretary-general. He then has fifteen days to give his response, after having concerted with the president and vice-president.

The response includes:

- the approval or justification for the refusal;
- the conditions to be respected during the work, notably a reminder of the applicable rules from the present statutes and Rules of Procedure;
- the reference under which the component will be known and registered, as well as all the necessary parameters (version number, for example);
- the themes associated with the component.

In the event of a positive response, the secretary-general records the component identification in the general catalog, which enables the Praxeme shared resources to be tracked.

The secretary-general maintains, with help from the president and vice-president, the structured list of themes tracked by the institute or covered by the methodology or of potential interest. This list is public.

Paragraph (b) Component requirements

Any new contribution to the Praxeme shared resources is subject to verification prior to its integration.

This verification is conducted in two stages:

- validation;
- accreditation.

Paragraph (c) Validation procedure

In the case of a new component or a new version with significant content changes, the component is subject to review by the college set up around each identified theme, in accordance with Paragraph (a) of the present article, if this college exists.

If this is the case, the college organizes a review and its coordinator writes a report, within fifteen days, stating the positive or negative decision of the college, with the reasons for the decision. The college can issue recommendations to complete or improve the component, with a view to it being

validated at a later stage. It can also request the intervention of the Board of Directors, in particular the persons in charge of content and form, in the areas of their responsibility.

In the case of difficulty or dispute, a consultation procedure can be requested by the college and decided upon by the Board of Directors¹³.

Paragraph (d) Accreditation procedure

After having been validated in compliance with the procedure described in Paragraph (c), the conformity of the component is evaluated by the persons in charge of form and content, guided by the principles finalized in Title I and in comparison with the state of the methodological collection of shared resources.

They meet with the coordinator of the college who submits the component.

The conclusions of this accreditation session can be:

- the firm rejection of the component;
- the temporary rejection, accompanied by modification requests;
- the provisional accreditation, with reservations expressed that must be taken into account by the college;
- the definitive accreditation, which opens the way for the component to be integrated with the collection of shared resources, under the secretary-general's responsibility;
- the rewriting of the component by the persons in charge of content or form, or by a person mandated by them, in order to ensure the conformity of content and form.

In cases 2 and 3, or in the case of an important difference resulting from the rewrite (case 5), the coordinator can request that the new version be submitted to the college. The validation-accreditation cycle then begins again.

Paragraph (e) Consultation procedure

The activity of the institute strives toward the objective of making available, to the public, a method guaranteed to be state-of-the-art and assembling the best practices. To achieve this requires consultation with the best sources and recognized experts.

The functioning of the colleges provides for invited members¹⁴ to address the colleges.

Beyond this measure, each college has the possibility to request, once a year, a consultation for which it has defined the objective and content. The Board of Directors examines this request and, if judged to be useful, issues an offer to tender, depending on the available budget and stakes.

If the volume of consultations reaches 30% of the annual budget of the institute, the consultation requests are consolidated and put to the vote of the general meeting.

Article 5.04 Communication and distribution

Paragraph (a) Duty of publication

The regular activity of the institute and each of its authorities results in the results of its work, both intermediary and definitive, being made available to the public. However, only those elements which respect the conditions of image and content, as defined in the present statutes, can give rise to publication.

¹³ See Paragraph (e).

¹⁴ Cf. Article 3.03Paragraph (c).

Paragraph (b) Internal communication

The Board of Directors entrusts the secretary-general with the responsibility for selecting appropriate modes of communication to liaise with members.

Paragraph (c) External communication

The president and vice-president are empowered to represent the institute at external events.

They can grant the right to active members, to represent the institute or to take stock of the work in progress. Interested members can formulate a request, which is valid for a specific event and theme.

The institute acquires its own distribution resources, with the objective of reaching the widest public possible and of making the Praxeme shared resources available to the community.

Article 5.05 Resulting activities

Paragraph (a) Possibilities

Apart from the activity of the institute as described in the previous articles of Title V, the application of the Praxeme methodology can lead to missions and services headed by its members, either individually or collectively.

Members adhering to the present statutes recognize these derived possibilities as normal practice for the knowledge and know-how accumulated and formalized by the Praxeme methodology. The institute encourages these applications and ensures, should those concerned so wish, the publicity of the applications through its communication channels.

Paragraph (b) Terms of commitment of the institute

The institute can support, in particular, certain applications of the Praxeme methodology or the development of new components. Its commitment is not dependent on the status of contracting organization vis-à-vis the institute: the contracting organization is not necessarily recognized as a contributor, nor even a member.

From the moment that the institute commits to such a project, the project is monitored by the Board of Directors who report back to the general meeting.

Paragraph (c) Status of ambassador of the institute

The members of the executive committee or active members, mandated by the Board, can participate in certain activities resulting from the Praxeme methodology. They act as ambassadors for the institute for the duration of the work. Their participation is financed by the contracting organization, that is to say the organization who initiated the work. The ambassadors involved in these projects take on the following responsibilities:

- They bring the knowledge of the Praxeme shared resources, within the scope of the project and to the teams mobilized by the contracting organization.
- They demonstrate the validity and efficiency of the methodology. In the case of difficulty or failure, they immediately refer back to the president and vice-president who propose appropriate measures, as quickly as possible, so as to restore the contracting organization's confidence in the methodology of the institute.
- They advise the contracting organization on the methodological transition and on the application of the Praxeme method.
- They report back to the institute on the application conditions and the evolution or consolidation needs of the methodology.

- They spread the word among all the people met during the project, at the contracting organization and at its partners and service providers.

The ambassadors are subject to the control of the Board of Directors, to whom they report back on the exercise of their mandate. Their mandate can be revoked by the Board, should the principles and spirit defined in these statutes be violated or should there be a breach of one of the rules in the present statutes or Rules of Procedure. The status of ambassador can also be revoked, should there be a failing or inadequacy of competences, in the context of the project.

The status of ambassador is revoked upon majority decision of the members of the Board of Directors, with the president having the casting vote. The procedure is initiated either by the person in charge of content or of form, themselves alerted by any member of the institute or non-member.

The Rules of Procedure can add conditions to the exercise of the mandate of ambassador.

In the case of a mandate being revoked, the Board of Directors directly and immediately informs the project's contracting organization.

Outside of this case of revocation, the mandate of ambassador comes to an end with the project.

Paragraph (d) Development of the institute

The institute responds to public requests – from practitioners or organizations – by creating *ad hoc* services, depending on the finances available.

Title VI. “Adaptation”

Under this heading, fall the possibilities of evolution of the association and the relevant procedures.

Article 6.01 Modification of the statutes

Modifications brought to the present statutes must be approved by the general meeting.

Article 6.02 Dissolution

In the case of dissolution, one or more liquidators are appointed by the extraordinary general meeting. The assets, if there are any, are devolved in accordance with the legal provisions and under the sovereign decision of the aforementioned meeting.

The Praxeme shared resources can be entrusted to another organization pursuing similar aims to those of the institute. The ultimate aim of the procedure is to ensure that the shared resources are transferred, in their entirety, to the public domain.

Article 6.03 Relations with other organizations

Paragraph (a) Other associations

The institute seeks to enter into a guild-type relationship with associations working in the same field of study and sharing the same central values¹⁵.

¹⁵ Hence the attribute of Association , Article 2.01Paragraph (e), page 7.

The Board of Directors is empowered to establish, with such associations, relationships under the most appropriate form.

In such cases, the Board of Directors submits to the general meeting any takeover projects of associations whose objectives tend toward those of the institute and whose members desire their integration with the bodies and activities of the institute. These projects can propose different membership conditions to those established in Title II "Membership"¹⁶, closer to those of the associations, at least for a transitory phase. The associations taken in this way can choose to keep, or not, their identity. The takeover project specifies the terms.

In the same way, the Board of Directors submits to the general meeting any potential membership possibilities of the institute with other structures, as long as the objectives and mode of functioning of these structures remain compatible with those of the present statutes.

Paragraph (b) Public organizations

The institute looks for public authority sponsorship, to support the development and distribution of the open method.

A seat on the College of contributors is reserved, to that effect, for a public organization, without it being necessary for the said organization to fulfill the attribution conditions of the status of contributor¹⁷. This organization is chosen by the Board of Directors according to the following criteria:

- commitment to the fields of study covered by the methodology;
- promotion of the spirit of openness and knowledge-sharing;
- support of the values expressed in the present statutes;
- role played in the pursuit of the general good.

Paragraph (c) Private organizations

The members of the Board of Directors are mandated to represent the institute in its contacts with enterprises and to interest them in its activities and products.

The president and vice-president can sign, with enterprises, agreements which comply with the present statutes.

¹⁶ Cf. page 6 and onwards.

¹⁷ These conditions are defined in Article 3.02 Paragraph (a), page 12.

Address: Noisy-Le-Grand Date:	
President Dominique VAUQUIER	Vice President Philippe DESFRAY

This is the English translation of the original statutes of the association *Praxeme Institute*. Note that only the original statutes -written in French- are legally binding.