

Articles of Association

I Name and headquarters

Article 1

"OpenERP Community Association" hereafter "OCA" or "Association" is a non-profit association governed by the present statutes and, secondarily, by Articles 60 et seq. of the Swiss Civil Code. It is neutral politically, and non-denominational.

Article 2

The Association headquarters are located in Lausanne (Switzerland).
The Association shall be of unlimited duration.

II Purposes

Article 3

The Association shall pursue the following purpose(s):

1. help and promote the collaborative software development of OpenERP;
2. encourage the development of OpenERP and its features while coordinating and organizing the collaborative work on the software;
3. assist the community while defending its interests and the sustainability of its developments;
4. promote the use of the OpenERP solution;
5. facilitate synergies, collaborations and fund raising efforts;
6. actively collaborate on the definition of the roadmaps of new versions of the tool and their implementation.

To promote its goals and to guarantee that its available resources are geared towards community use, all software developments controlled by the Association will be published under a licence approved by the Open Source Initiative (OSI, opensource.org) and meeting the requirements of a Certified Open Source software.

III Resources

Article 4

The Association's resources come from:

1. donations;

2. legacies;
3. private and public subsidies;
4. membership fees;
5. any other resources authorized by the law.

The funds shall be used in conformity with the Association's purposes.

IV Members

Article 5

Any physical or moral person may request to join: (i) if, through their commitment or actions, they have proved their attachment to the aims of the Association, and (ii) they are not salaried by the Association.

The Association comprises:

1. **Participant** members
2. **Active** members
3. **Charter** members

Requests to become a member must be addressed to the Board. The Board admits new members and informs the General Assembly.

Membership ceases:

1. on death;
2. by written resignation notified to the Board at least 30 days before the end of the financial year;
3. by exclusion ordered by the Board, without reasons duty, with a right of appeal to the General Assembly. Appeals must be lodged within 30 days of the Board's decision being notified;
4. for non-payment of dues for more than one year
5. for three (3) consecutive absences at a General Assembly (Charter members only)

In all cases, the membership fee for the current year remains due. Members who have resigned or who are excluded have no rights to any part of the Association's assets.

Only the assets of the Association may be used to meet commitments. Members have no individual responsibility.

Article 6

Participant members are all physical or moral entities, involved, in one way or another in the life of the Association. Anyone can be a Participant member. Participant members remain anonymous and have no rights in the Association and do not participate in the voting.

The **Active** members include all physical or moral entities elected by the General Assembly who have accepted the present articles and their rules of procedures and who have paid their annual fees.

The **Charter** members include all physical entities elected by the General Assembly upon the proposal of the Board. Only physical persons, Active members of the Association, can become Charter members. Only Charter members can be elected to the Board.

V Organs

Article 7

The Association's organs are:

1. The General Assembly,
2. The Board
3. One or more Projects Steering Committee,
4. The auditor.

a) General Assembly

Article 8

The General Assembly is the Association's supreme authority. It is composed of all the Charter members who have paid their annual fees at the date of the notification.

It shall hold an Ordinary Meeting once each year. It may also meet in extraordinary session whenever necessary, by decision of the Board or at the request of one-fifth of the Charter members.

The General Assembly shall be considered valid regardless of the number of Charter members present.

The Board shall inform the Charter members, by any means specify into the rules of procedures, the date of the General Assembly at least six weeks in advance. The notification, including the proposed agenda, shall be sent to each Charter member at least 10 days prior to the date of the meeting

The General Assembly can also be conducted via any means of electronic communication which allow the Charter members to take part in debates and to exercise their vote.

Article 9

The General Assembly:

1. shall approve the admission and expulsion of members;
2. appoints the members of the Board and elects, at a minimum, the President, the Secretary and the Treasurer;
3. notes the contents of the reports and financial statements for the year and votes on their adoption;
4. approves the annual budget;
5. supervises the activity of other organs, which it may dismiss, stating the grounds therefore;
6. appoints an auditor for the Organization's accounts;
7. fixes the annual membership fees.
8. decides on any modification of statutes;
9. decides on the dissolution of the Association;

Article 10

The General Assembly is presided over by the president of the Association.

Article 11

Each Charter member is entitled to one vote at the General Assembly. Decisions of the General Assembly shall be taken by a majority vote of the Charter members present and voting. In case of deadlock, the President shall have the casting vote.

Decisions concerning the amendment of the Statutes and the dissolution of the Association must be approved by a two-third majority of the Charter members present.

Article 12

The voting process is provided in the rules of procedures.

Article 13

The agenda of the ordinary annual session of the General Assembly must include:

1. approval of the record of the previous General Assembly
2. the Board's annual report on activities
3. report of the treasurer and of the auditor
4. setting of membership fees
5. approval of the budget
6. approval of reports and accounts
7. election of Board members and auditor
8. other business

b) Board

Article 14

The Board is authorized to carry out all acts that further the purposes of the Association. It is authorized to manage the Association's business.

Article 15

The Board is composed of at least 5 members and at the outside 9 members elected by the General Assembly including at least:

1. A president
2. A vice-president
3. A secretary
4. Un treasurer

Each member's term of office shall last for 1 year and is renewable.
The Board meets as often as required.

Article 16

The Board members act voluntarily and can only be compensated for their effective and travel costs. Eventual fees cannot exceed that paid for official commissions. For activities exceeding the usual function, each committee member can receive appropriate compensation.

The paid employees of the Association have only a consultative vote in the Board.

Article 17

The functions of the Board are:

1. to take all measures to attain the goals of the Association;
2. to convene General Assemblies;
3. to take decisions with regard to admission of new members, to resignations of members, and to their possible expulsion;
4. to ensure the Statutes are applied, to draft rules of procedure, and to administer the assets of the Association.

Article 18

The Association shall be validly bound by the joint signature of the President or Vice-President and at least one member of the Board.

c) Project Steering Committee**Article 19**

The Board can set up one or several Project Steering Committees. A Project Steering Committee is composed of at least one Charter member of the Association, appointed as the president of this committee, and can include one or several entities, members or not of the Association, selected by the Board based on merit and contribution to the project.

Unless elected as member in accordance to these articles, a member of a Project Steering Committee shall not be considered as a member of the Association. The Board can end a Project Steering Committee at any time. A Project Steering Committee shall not be considered as the Board of the Association. A Project Steering Committee can not exercise the powers and the authority conferred to the Board.

Article 20

Each Project Steering Committee is responsible of the diligent management of one or more projects identified by the Board. These projects can include, but are not limited to, the creation or the maintenance of Open Source projects.

Subject to the directives issued by the Board, the president of each Project Steering Committee shall be mainly responsible of the project(s) managed by such committee, and rules and processes shall be established for the daily management of the project(s) the committee is responsible of. To fulfill its responsibilities, the Project Steering Committee must abide the politics, the processes and the norms

approved by the Board

Article 21

The members of each existing Project Steering Committee shall be appointed by the Board or appointed by the chairperson of the Project Steering Committee if authorized by the Board.

Each member of a Project Steering Committee shall serve on such committee until his or her successor is elected and qualified or until his or her earlier resignation or removal.

VI Contributor License Agreement (CLA)

Article 22

OCA wishes that all contributors of ideas, code, or documentation to the Association projects complete, sign, and submit (via postal mail, fax or email) an Individual Contributor License Agreement (CLA). The purpose of this agreement is to clearly define the terms under which intellectual property has been contributed to the Association and thereby allow the Association to defend the project should there be a legal dispute regarding the software at some future time. A signed CLA is required to be on file for every charter member and before an individual is given commit rights to an OCA project.

For a corporation that has assigned employees to work on an OCA project, a Entity CLA (ECLA) is available for contributing intellectual property via the corporation, that may have been assigned as part of an employment agreement.

Note that an Entity CLA does not remove the need for every contributor to sign their own CLA as an individual, to cover any of their contributions which are not owned by the corporation signing the ECLA.

CLAs may be submitted by traditional postal mail, fax, or by emailing a scan of the signed copy.

VII Various Provisions

Article 23

The financial year shall begin on 1st of January and end on 31st of December of each year. The treasurer is responsible for the finances of the Association.

The auditor appointed by the General Assembly shall audit the Association's accounts every year.

Article 24

The rules of procedures, established by Board, and approved by the majority of the two-thirds of its Charter members, complete these articles.

Article 25

In the case of the Association being dissolved, the assets should be allotted to a non-profit organisation pursuing goals of public interest similar to those of the organisation. The goods cannot be returned to

the founders or members, nor be used to their own profit.

Article 26

Should divergences exist between the translations of these articles, the French version shall prevail.