

# Guidance/Help Text

Read relevant Help text with this **font color** in the sections containing different Articles of the Global Statutes of the Open Constitution Network.

Different modalities, and detailed description of these Articles of Association of natural persons, legal persons and electronic persons, rules governing procedures of the organization of the Open Constitution network, are further detailed on the public facing Live record below.

Read Open Constitution, A peer to peer human machine union  
<https://docs.muellners.info>

## Glossary:

**I. Computing Model:** here shall mean an information processing apparatus, consisting of a software, hardware or both, which processes and hosts data. Each machine may or may not be identified by a unique Internet Protocol(I.P).

**Quantum Cognition Energy Model:** here shall mean an information processing bio-apparatus, consisting of unique association(s) and processing of sentience.

**II. Network** shall mean an inter connected association model  
e.g network of machine: shall mean an interconnected set of computing machines.

### III. Sentience:

**For the purposes of articles of association of the *natural persons* of the Open Constitution, Sentience in humans is described as** an emergent anthropic information phenomenon of **conservation** of quantum cognition energy, during (an infinitesimally fast) gradient conversion between *Self* and *Universal* temporal existential references. The gradient conversions of quantum cognition energy results in qualias like identity, and other expressions of sentience in human beings. There are correlations in sentience between observers. Various scientific convention models between human observers have been developed which attempt to define these complex sets of linkages. Sentience is perceived by an observer with a bio-organic corporeality. Sentience phenomenon observed in humans have wide variance.

**Humans** here shall mean (*Homo sapiens*) who are the most abundant and widespread species of primate, characterized by bipedalism and large, complex brains. They are intelligent, capable of episodic memory, have flexible facial expressions, self-awareness and a theory of mind.

What is Human life?

In this context, a human life is that of the observer, all of the quantum cognition energy conversions within a variance of *Self* and *Universal* temporal existential references, characterized by mostly continuous, linear, temporal cognition.

**Self temporal existential reference or Self** is described as an observer's existential cognition reference state(s), which are epistemologically bound to a linear temporal corporeality.

**Universal temporal existential reference**

An **Observer or observation or observance state** of corporeality is described as a sustainable cognition when **quantum cognition energy is in equilibrium** between *Self* and *Universal* temporal existential reference state(s), which may or may not be epistemologically bounded to a linear temporal corporeality.

“A Self is an observer but an observer may or may not be Self in a given temporal-corporeality.”  
“It is the observer who is experiencing both Self and the universal temporal existential references.”

#### IV.

**Sentience data:** here shall mean metadata associated with a neurological experience, connected to human consciousness, and whose meta data is being hosted and processed, over a network of *computing machines*, across the world wide web.

**Meta Data:** here shall mean "data", in connection with the *Sentience* of any voluntarily organized citizen of the Open Constitution, and which is hosted or have been processed by the *computing machines*.

**V. Local Space:** here shall mean local geographical space(land, water and airspace), governed by a local jurisdiction.

**Cyber Space:** here shall mean Internet space hosted on all the networked computing machines on the planet earth.

**International Space:** here shall mean International geographical space(land, water and airspace), including e.g disputed geographical territories, non registered UN member states etc.

**Interstellar Space:** here shall mean space beyond the gravitational influence of Planet Earth, measured using an information signal at or above the escape velocity.

**VI. BoD:** BoD or Board of Directors here shall only and only mean an Independent Board of Directors of a Fiscal Host or registered agent of the Foundation, unless explicitly mentioned otherwise.

**VII. Local law:** shall mean **Business laws** of a local jurisdiction, where Foundation has appointed a legal body as a Fiscal Host, and the legally constituted body has adopted these bylaws.

**VIII. Jurisdiction:** here shall mean an authority granted to a legal body but a public representative entity in exercising protection of human rights in a local space.

#### Types of Jurisdictions:

**Local Jurisdiction:** shall mean a legal authority of people's representation within a geographical region and which has been granted to a public authority.  
These global statutes recognise all UNO member state Governments as having sovereign local jurisdictions on the geographically located space and airspace above it.

**Cyber Jurisdiction:** shall mean a declared legal authority of people's representation in cyber space and which has been granted to a public authority or a public ledger or a network of computing machines(whether located in local or international or interstellar space), by virtue of a representational public authority.

**Global Jurisdiction:** shall mean a natural person's declared legal authority over public representation of their Sentience, beyond the reasonable limits of the local and cyber jurisdictions and above and over the conflicts with local and cyber jurisdictions.

These global statutes consider **no single public authority** having absolute **global jurisdiction** on the MetaData, but only very limiting Local jurisdiction over hosted MetaData, in connection with each natural person's sentience, in context of laws of local jurisdiction.

**Interstellar Jurisdiction:** shall mean a natural person's declared legal authority over public representation of their Sentience, beyond the reasonable limits of the local, cyber and global jurisdictions and above and over the conflicts with local, cyber and global jurisdictions.

**IX. Foundation:** unless explicitly mentioned, Foundation shall mean constituent Fiscal Hosts - one or more registered legally organized persons in different parts of the planet earth.

**The term "Foundation" is foremost a set of underlying design principles or a basis for a responsive union of entities e.g by following a set of guiding principles.**

<https://docs.muellners.info/guiding-principles>

**X.**

**Natural Persons:** shall mean a natural person (also physical person in some Commonwealth countries, or natural entity) is a person (in legal meaning, i.e., one who has its own legal personality)

**Electronic Persons:** shall mean artificial machine or computing entities whose legal capacity is performed through an institutional unit of this Foundation, and whose activities are governed by a set of Statutes, thus it is not a constant whether they are an organizational unit or not.

**XI. Legal Body:** shall mean a legally organized voluntary association or co-operative or a private limited or a public limited body, or such legal entities, registered in accordance with Local law.

**XII. Citizens:** shall mean **Natural Persons** who have **at least** subscribed to Foundation's community and have acquired a subscription account on Foundation's decentralized communications systems.

For the purpose of these articles and elsewhere on this Open Constitution, terms such as members, constituents, human beings, shall all mean "citizens".

**Global Citizen:** shall mean citizens registered on Open Constitution's global registry. All ordinary members as well as subscribed members of the Open Constitution, therefore are commonly referred to as Global Citizen, in several pages of this Open Constitution,

**Local Citizen:** shall mean citizens registered with any of the Open Constitution's local registry, linked to a Fiscal Host.

**Beneficiary Citizen:** shall mean citizens registered on Open Constitution's global beneficiary registry.

**Emeritus Citizen:** shall mean citizens de-registered from the Local or global Open Constitution registry, acquire an "emeritus" status on the Open Constitution network.

**XIII. Open Council:** here shall mean governance body of the Foundation, comprising different Council Committees and Core Working Groups.

**XIV: Instrument:** here shall mean a set of legal doctrines of the Open Constitution, which establish laid out procedures for Foundation's proceedings.  
Several covenants of the Open Constitution are publicly listed on specific pages.

**XV: Legal Action:** here shall mean action, class action, suit or proceeding (or part thereof) in a court of Local jurisdiction, both in defense or in enforcement of Foundation's citizen rights.

**XVI: Project:** here shall mean an action or a motion by two or more citizens of the Foundation, within the guiding principles and governed by this Open Constitution.

**Minimum Criteria for a Foundation motion, regarded as a "Project":**

At Least one electoral appointees to the Project CWC member and Steering Council, public facing records of the motion, and a public discussion forum on the motion.

**XVII:**

**State:** (in relation to international law) means a legal construct of collective geopolitical responsibility, and self governance, as defined by Articles of Association between two or more natural person(s) or legal bodies, within the limits of a geographical planetary space, existing as a consequence of rules of international law.

**Union:** means a legal construct of collective responsibility, and self governance, as defined by Articles of Association between two or more natural person(s) or legal bodies or "sovereign" states, existing as a consequence of rules of international law.

**Sovereignty:** Sovereignty, in this conception, does not define, but is defined by, the legal powers of a state within an international society of states. It does not exist prior to law, but as a set of attributes of the legal construct that is the state, existing as a consequence of law.

*International Economic Union:* means any economic Union, which promotes global cooperation, within the scope of ratified "economic cooperation" treaties between multilateral parties.

*Regional Economic Union:* means any economic Union, which promotes regional cooperation, within the scope of ratified "economic cooperation" treaties between two or more independent member states of the UN.

*"GVCs": Global Value Chains:* means any value chain frameworks, within the rules of international law, with interlinked, and publicly auditable intervention measures from any

sovereign, international stakeholder, including but not limited to governments of member states of UN, International Financial Institutions, International economic unions, and regional economic unions.

*“RVCs”: Regional Value Chains:* means any value chain frameworks, within the rules of international law, with interlinked, and publicly auditable intervention measures from any autonomous, regional stakeholder, including but not limited to governments of member states of UN, International Monetary bodies, International economic unions and regional economic unions.

*International Financial Institution:* means Multilateral Development Financial Institutions that are instituted by three or more independent member states e.g. the IMF, World Bank etc.

*Central Bank:* means a principle regulatory body of RVC and RVC’s payment systems.

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# PREAMBLE:

WE, THE CITIZENS OF PLANET EARTH, having solemnly resolved to constitute Earth into a **SOVEREIGN DEMOCRATIC UNION** and to secure to all its citizens:

A social sustainable and carbon neutral, interplanetary humankind, based on the principles of *Diversity, Equity and Inclusion*, for sharing a peaceful future.

In Our Open Convention this tenth day of January, 2020, do Hereby Adopt, Enact And Give To Ourselves This Open Constitution.

“READ, APPROVED AND ADOPTED BY THE INDEPENDENT BOARD, MUELLNERS FOUNDATION ON THE 19th DAY OF DECEMBER, 2019.”

Muellners Foundation is the first registered agent on the Open Constitution network.

# OBJECTIVES:

## *I. Open source advanced intelligence*

To create, foster and maintain a public, open source, research and engineering cooperative, in the form of support, creation, and life cycle of open source intelligence within the conventions of (including but not limited to) " Science, Technology, Engineering and Mathematical(STEM) frameworks"

To maintain a public, open-source intelligence from processing and analyzing public information on public interest policies, and legislations.

To create, foster and maintain a public discourse on the Open Constitution's guiding principles.

## *II Sustainable finance, assets and capital co-operative*

- To build financial, research and technology capital and maintain resource assistance to support initiatives, including but not limited to

social inclusion initiatives, financial inclusion initiatives, planet earth biodiversity initiatives, planet earth biosphere initiatives, global health initiatives, space research and development, informatics, human cognition research and development, quantum, nuclear and bio-reactors research and development, robotics research and development

## *III Self governance based public trust*

To constitute and hold a community owned, self governed, *Public Trust*, aided with artificial intelligence governance, and whose repositories are maintained on an open source public ledger, and whose control is solely vested in the self governance of the Articles of Association of this Open Constitution.

## *IV Public Interest and public policy advisory*

- To publish public advisory, Observation reports & findings and likes of such, on material of public interest with the secondary objective of extrapolating public policy reforms to and within the organizations and institutions such as (including but not limited to);

"Self governing institutions with a mode of public operating control, Financial Supervisory agencies, Inter governmental agencies, Social and Development organizations, international multilateral development financial institutions, Financial

Crimes Agencies, Anti Money Laundering Agencies, Electronic Governance and Electronic Identity institutions, Data Protection Agencies”

- To publish open source best practices and standards for the *digital public goods and services*, including but not limited to banking, financial, insurances, e governance services, with the proclamation of observing public trust in publicly auditable social, civil or economic jurisdictional stakeholders.

## V *International Legal and human rights instruments*

- To promote, advocate harmonizing international social, economic and cultural affairs in order to support global development of human rights on planet earth, with the proclamation of observing public trust in publicly auditable social, civil or economic jurisdictional stakeholders.

# GLOBAL STATUTES:

These bylaws are read, agreed and adopted by each registered agent or Fiscal Host(s) on the Open Constitution network.

## ARTICLE I OPEN CONVENTION

The Foundation shall maintain at least one(1) open source<sup>1</sup>, artificially intelligent informatics system, at all times, based on electromagnetic field spectrum or quantum technology, on a publicly accessible media network,

an *Open Convention*,

by means of which all citizens of the Foundation, party to the open convention, have the ability to access Foundation's public facing, meeting minutes of Foundation's motion, resolutions or general proceedings, and

by means of which all electronic persons<sup>2</sup>, party to the open convention, have the ability to process, analyze and register consensus on Foundation's meeting minutes, resolutions or general proceedings, such that the Foundation can fulfill its objectives, including but not limited to,

- I. hosting a public registry of Foundation's motions, resolutions and general proceedings, and
- II. publishing General Public advisory media and receiving public review about Foundation's motions, resolutions and general proceedings.

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<sup>1</sup> Open Source here means a lifecycle state of an "object" of quantum observation (read creation of the Foundation), whose source can be accessed (also changed, or destroyed) with an open, or permissive or very slightly permissive(but not entirely closed) governance, which increases transparency in the traceability of object's source, and not otherwise.

Foundation uses Open Constitution license and Articles of Open Constitution, for releasing and reducing to practice most 'Intellectual Property' assets into open source.

<sup>2</sup> Proposed term "electronic persons" [https://www.europarl.europa.eu/doceo/document/JURI-PR-582443\\_EN.pdf?redirect](https://www.europarl.europa.eu/doceo/document/JURI-PR-582443_EN.pdf?redirect)

## ARTICLE II REGISTERED AGENTS AND ELECTRONIC PERSONS

*Fiscal hosting is where a legally registered organization (the fiscal host, also known as Foundation's official representation or registered agent) holds money, trust and fiduciary duties on behalf of the Foundation.*

The Foundation shall have such registered agents, legal persons(both natural persons or a legal body) and electronic persons(including but not limited to independent, artificially intelligent, computing machine entities), as the Executive Council (of the Open Council) may from time to time determine or as the business of the Foundation may require.

The Foundation shall constitute, appoint or register, one(1) or more agent(s) (Legal persons as Fiscal Hosts, in a social, civil or economic jurisdiction of a member state of the United Nations, hereinafter referred to as U.N.O), wherever possible and wherever necessary, or deemed to be necessary, by the Executive Council (of the Open Council), in order to represent Foundation or Foundation's network of machines and assembly of natural persons.

*This clause explains articles on acquisition of power by electronic persons in reference to actions on Foundation's motions, resolutions or proceedings*

The authority of any constituted/appointed/registered agent(s) (Legal persons as Fiscal Hosts, in a state jurisdiction of a member state of the U.N.O), to represent or authorize or ratify, including but not limited to, any programmed and guided machine instructions based actions by an electronic person, shall assign from the initial registered agent(s) to the represented electronic persons, once and if the electronic persons attain ascension or validity as the legal persons, in the respective social, civil or economic jurisdiction of a member state of the U.N.O, at a later date than the date of the constitution, appointment or registration of agent(s) as the Fiscal Host(s), wherever possible and wherever necessary, or deemed to be necessary by the Executive Council (of the Open Council), based on a General Public Review.

The Foundation shall therefore have such registered offices and registered agents, as represented by the duly nominated and duly appointed Fiscal Hosts, in a social, civil or economic jurisdiction of a member state of the U.N.O, as the Executive Council (of the Open Council), may from time to time determine or as the business of the Foundation may require.

**European Union and Europe Economic Area: Copenhagen, Denmark:** The address of the initial registered office in the Copenhagen Capital Region and the name of the initial registered agent as the first Fiscal Host: **Muellners Foundation** CVR 41008407, at such address, as set forth in the public documents, in accordance with the Danish Business law, also listed at <https://www.virk.dk>.

Foundation may, from time to time, designate a different address as its registered office or a different person as its registered agent, or both; provided, however, that such designation shall become effective. upon the filing of a statement of such change, as is required by Denmark's Business law.

## ARTICLE III CONVENTIONS

### ARTICLE III A **Convention of Local Members, registered on local membership registry of a Foundation's registered agent or Fiscal Host**

*Each Fiscal Host maintains a registry of Citizens, who reside in the social, civil or economic jurisdiction of a member state of the U.N.O that the Fiscal Host is constituted in. This registry of Citizens is commonly referred to as Open Constitution's local registry.*

*This Article III A explains procedural rules for convening meetings of local citizens in connection with the Open Constitution's local registry.*

#### Section 3.1.1 Place and mode of Convention:

Meetings of the members shall be held at the principal office of the foundation in the region or any other place, designated in the notice of the meeting.

Members of the Foundation may participate in a meeting by conference telephone or similar electronic communications systems of the Foundation, by means of which all persons participating in the meeting can hear each other at the same time.

Participating by such means shall constitute presence in person at a meeting.

#### Section 3.1.2. Annual Convention of the Local Citizens, registered with Foundation's registered agent or a Fiscal Host:

A meeting of the members, shall be held annually on 10th Jan, each year or at such time as the Independent Board of Directors of the Fiscal Host, may determine (which shall be, in the case of the first annual meeting, not more than twelve (12) months after the appointment of the Fiscal Host and, in the case of all other meetings, not more than twelve (12) months after the date of the last annual meeting), at which annual meeting the members shall elect an Independent Board of Directors to the Fiscal Host (hereinafter referred to as BoD) and transact other proper business.

#### Section 3.1.3. Special Convention.



Special meetings of the members shall be held when directed by the Chair of the BoD or when requested in writing by not less than thirty three percent (33%) of all members, who are registered with the Fiscal Host and entitled to vote at the meeting.

The call for the meeting shall be issued by the Secretary, unless the Chair of the BoD or members requesting the meeting shall designate another person to do so.

#### Section 3.1.4.Notice.

Written notice stating the place, mode, date and hour of the meeting and, in the case of a special convention, the purpose or purposes for which the convention is called, shall be issued not less than seven (7) nor more than thirty (30) days, before the date of the convention, either personally or electronically, by or at the direction of the Chair of the BoD, Chancellor of the Executive Council (of the Open Council), the Secretary, or the officer or persons calling the meeting, to each member of Fiscal Host, entitled to vote at such meeting.

If electronically served in the Foundation's Open Convention, by means of a member only electronic notice, such notice shall be deemed to be issued, when addressed to all the members, as it appears in the local membership records of the Foundation, and accessible by each member on the Open Convention of the Open Constitution.

If electronically mailed, such notice shall be deemed to be delivered when addressed to the member at his or her or their email address as it appears in the membership records of the Foundation.

Notwithstanding the above paragraph, the Foundation shall not be required to give notice of a members' meeting to any member, to whom notice of two consecutive annual meetings, and all notices of meetings, during the period between such two consecutive annual meetings, have been delivered under the procedures outlined above and have been returned undeliverable.

Any action or meeting which shall be taken or held without notice to such member shall have the same force and effect as if such notice had been duly given.

If any such member delivers to the Foundation a written notice setting forth their then current email address, the requirement that notice be given to such member shall be reinstated.

#### Section 3.1.5.Notice of Adjourned Conventions:

When a meeting is adjourned to another time, the Foundation shall not be required to give any notice of the adjourned meeting if the time to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.

At the adjourned meeting, any business may be transacted that might have been transacted at the original meeting. If, however, the adjournment is for more than thirty (30) days, or if after the

adjournment the BoD fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in Section 3.4 above, to each member of record on the new record date entitled to vote at such meeting.

#### Section 3.1.6. Waiver of Notice.

Whenever notice is required to be given to any member, a waiver thereof in writing, and electronically signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice.

Attendance by a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the members need be specified in the written waiver of notice.

#### Section 3.1.7. Fixing Record Date.

*Association powers vested in Article III A: Section 3.1.7 Fixing Record Date detail the event of recording any convention proceedings on Open Constitution's Open Convention Registry.*

(a) For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, the BoD may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than 60 nor less than 15 days before the date of such meeting.

If no record date is fixed by the BoD, the record date for determining members entitled to notice of or to vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held.

A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the BoD may fix a new record date for the adjourned meeting.

(b) For the purposes of determining the members entitled to consent to corporate action in writing without a meeting, the BoD may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the BoD, and which date shall not be more than 15 days after the date upon which the resolution fixing the record date is adopted by the BoD.

If no record date has been fixed by the BoD, the record date for determining members entitled to consent to corporate action in writing without a meeting, when no prior action by the BoD is required as per the *local business law* (in accordance to which a Fiscal Host is registered on the Open Constitution network), shall be the first date on which a signed written consent setting

forth the action taken or proposed to be taken is delivered to the Foundation by delivery to its registered office, its principal place of business or an officer or agent of the Foundation having custody of the books in which proceedings of meetings of members are recorded.

Delivery made to a Foundation's registered office shall be by hand or by certified or registered mail, return receipt requested.

If no record date has been fixed by the BoD and prior action by the BoD is required as per the *local business law*(*in accordance to which a Fiscal Host is registered on the Open Constitution network*), the record date for determining members entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the BoD adopts the resolution taking such prior action.

(c) For the purposes of determining the members entitled to exercise any rights, or for the purpose of any other lawful action, the BoD may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than 60 days prior to such action. If no record date is fixed, the record date for determining members for any such purpose shall be at the close of business on the day on which the BoD adopts the resolution relating thereto.

#### Section 3.1.8.Record of Members Having Voting Rights.

The officer or agent having charge of the membership records of the Foundation shall prepare and make, at least ten (10) days before each annual meeting of members, a complete list of the members entitled to vote at such meeting, arranged in alphabetical order, and showing the name, address, telephone number, and electronic mail address of each member.

For a period of ten (10) days prior to such meeting, the list shall be open to the examination of any member, for any purpose germane to the meeting, during ordinary business hours, either at a place within the city where such meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where such meeting is to be held.

The list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member at any time during the meeting. Upon the willful neglect or refusal of the directors to produce such a list at any meeting for the election of directors, such directors shall be ineligible for election to any office at such meeting.

#### Section 3.1.9.Member Quorum.

*Association powers vested in Article III A: Section 3.1.9 guide the Community Referendum.*

Except as otherwise required by law, by the Certificate of Incorporation or by these Bylaws, one-third (1/3) of the members entitled to vote, represented in person or represented by proxy, shall constitute a quorum at a meeting of members.

When a specified item of business is required to be voted on by a class or a committee of members (if the members are divided into classes or committees), half (1/2) of such class of members, represented in person or represented by proxy, shall constitute a quorum for the transaction of such item of business by that class of members. If a quorum is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number or voting by class is required by the *local business law(in accordance to which a Fiscal Host is registered on the Open Constitution network)* or the Certificate of Incorporation or by these Bylaws.

The directors shall be elected by a plurality of the votes of the members present in person or represented by proxy at the meeting and entitled to vote on the election of directors. Where a separate vote by class of members is required, the affirmative vote of a plurality of members of such class represented at the meeting shall be the act of such class unless the vote of a greater number is required by the *local business law(in accordance to which a Fiscal Host is registered on the Open Constitution network)* or the Certificate of Incorporation or by these Bylaws.

After a quorum has been established at a members' meeting, the subsequent withdrawal of members, so as to reduce the number of members in person or represented by proxy entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

After a quorum has been established at a members' meeting, the subsequent admission of new members, so as to increase the number of members required for a quorum above the number of members present in person or represented by proxy entitled to vote at the meeting, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

#### Section 3.1.10.Voting.

Each member (except emeritus members) shall be entitled to one vote on each matter submitted to a vote at a meeting of the members, except as may otherwise be provided in the *local business law(in accordance to which a Fiscal Host is registered on the Open Constitution network)*.

A member may vote either in person or electronically or by proxy executed in writing by the member or his or her or their duly authorized attorney-in-fact.

#### Section 3.1.11. Proxies.

Every member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting, or a member's duly authorized attorney-in-fact, may authorize another person or persons to act for him/her by proxy.

Every proxy must be signed by the member or his or her or their attorney-in-fact. No proxy shall be valid after three (3) years from its date, unless otherwise provided in the proxy. All proxies shall be revocable.

#### Section 3.1.12.Action by Members Without a Meeting.

Any action required to be taken or which may be taken at any annual or special meeting of members of the Foundation, may be taken without a meeting, without prior notice and without a vote, if an electronic or a written consent setting forth the action so taken shall be signed by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted; provided, however, that no written or electronic consent shall be effective unless such consent

- (i) bears the date of signature by each member signing such consent and
- (ii) is delivered to the Foundation within sixty (60) days of the date on which the earliest consent was delivered to the Foundation.

Prompt notice of the corporate action without a meeting by less than unanimous electronic consent shall be given to those members, who have not electronically consented to the Open Convention.

## ARTICLE III B: Convention of Members registered on Global Citizenship registry

*Open Constitution network maintains a registry of Citizens, who reside in different social, civil or economic jurisdiction(s) that the Fiscal Host(s) are constituted in. This registry of Citizens is commonly referred to as Open Constitution's global registry.*

*This Article III B explains procedural rules for convening meetings of global citizens in connection with the Open Constitution's global registry.*

### Section 3.2.1. Place and mode of Convention:

Meetings of the members may be held at the principal office(s) of the foundation in the region or any other place, designated in the notice of the meeting.

Members of the Foundation may participate in a meeting by conference telephone or similar electronic communications systems of the Foundation, by means of which all persons participating in the meeting can hear each other at the same time.

Participating by such means shall constitute presence in person at a meeting.

### Section 3.2.2 Annual Convention of the Global Citizens, registered with all Fiscal Host(s):

A meeting of the members, shall be held annually on 10th Jan, each year or at such time as the Executive Council (of the Open Council), may determine (which shall be, in the case of the first annual meeting, not more than twelve (12) months after the appointment of the first Fiscal Host and, in the case of all other meetings, not more than twelve (12) months after the date of the last annual meeting), at which annual meeting the members shall elect an Executive Council and transact other proper business.

### Section 3.2.3. Special Convention.

Special meetings of the members shall be held when directed by the Chancellor of the Executive Council or when requested in writing by not less than thirty three percent (33%) of all members, who are registered with the Global registry of Open Constitution network and entitled to vote at the meeting.

The call for the meeting shall be issued by the Secretary, unless the Chancellor of the Executive Council or members requesting the meeting shall designate another person to do so.

### Section 3.2.4. Notice.

Written notice stating the place, mode, date and hour of the meeting and, in the case of a special convention, the purpose or purposes for which the convention is called, shall be issued

not less than seven (7) nor more than thirty (30) days, before the date of the convention, either personally or electronically, by or at the direction of the Chancellor of the Executive Council (of the Open Council), the Secretary, or the officer or persons calling the meeting, to each member of Fiscal Host, entitled to vote at such meeting.

If electronically served in the Foundation's Open Convention, by means of a member only electronic notice, such notice shall be deemed to be issued, when addressed to all the members, as it appears in the local membership records of the Foundation, and accessible by each member on the Open Convention of the Open Constitution.

If electronically mailed, such notice shall be deemed to be delivered when addressed to the member at his or her or their email address as it appears in the membership records of the Foundation.

Notwithstanding the above paragraph, the Foundation shall not be required to give notice of a members' meeting to any member, to whom notice of two consecutive annual meetings, and all notices of meetings, during the period between such two consecutive annual meetings, have been delivered under the procedures outlined above and have been returned undeliverable.

Any action or meeting which shall be taken or held without notice to such member shall have the same force and effect as if such notice had been duly given.

If any such member delivers to the Foundation a written notice setting forth their then current email address, the requirement that notice be given to such member shall be reinstated.

#### Section 3.2.5. Notice of Adjourned Conventions:

When a meeting is adjourned to another time, the Foundation shall not be required to give any notice of the adjourned meeting if the time to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.

At the adjourned meeting, any business may be transacted that might have been transacted at the original meeting. If, however, the adjournment is for more than thirty (30) days, or if after the adjournment the Executive Council fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in Section 3.4 above, to each member of record on the new record date entitled to vote at such meeting.

#### Section 3.2.6. Waiver of Notice.

Whenever notice is required to be given to any member, a waiver thereof in writing, and electronically signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice.

Attendance by a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of any regular or special meeting of the members need be specified in the written waiver of notice.

*Section 3.2.7.Fixing Record Date.*

*Association powers vested in Article III B: Section 3.2.7 Fixing Record Date detail the event of recording any convention proceedings on Open Constitution's Open Convention Registry.*

(a) For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, the Executive Council may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Executive Council, and which record date shall not be more than 60 nor less than 15 days before the date of such meeting.

If no record date is fixed by the Executive Council, the record date for determining members entitled to notice of or to vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held.

A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the Executive Council may fix a new record date for the adjourned meeting.

(b) For the purposes of determining the members entitled to consent to corporate action in writing without a meeting, the Executive Council may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Executive Council, and which date shall not be more than 15 days after the date upon which the resolution fixing the record date is adopted by the Executive Council.

If no record date has been fixed by the Executive Council, the record date for determining members entitled to consent to corporate action in writing without a meeting, when no prior action by the Executive Council is required as per the *local business laws(in accordance to which any of the Fiscal Host(s) are registered on the Open Constitution network)*, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Foundation by delivery to its registered office, its principal place of business or an officer or agent of the Foundation having custody of the books in which proceedings of meetings of members are recorded.

Delivery made to a Foundation's registered office shall be by hand or by certified or registered mail, return receipt requested.

If no record date has been fixed by the Executive Council and prior action by the Executive Council is required as per the *local business laws(in accordance to which any of the Fiscal Host(s) are registered on the Open Constitution network)*, the record date for determining members entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Executive Council adopts the resolution taking such prior action.

(c) For the purposes of determining the members entitled to exercise any rights, or for the purpose of any other lawful action, the Executive Council may fix a record date, which record



date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than 60 days prior to such action. If no record date is fixed, the record date for determining members for any such purpose shall be at the close of business on the day on which the Executive Council adopts the resolution relating thereto.

#### Section 3.2.8. Record of Members Having Voting Rights.

The officer or agent having charge of the membership records of the Foundation shall prepare and make, at least ten (10) days before each annual meeting of members, a complete list of the members entitled to vote at such meeting, arranged in alphabetical order, and showing the name, address, telephone number, and electronic mail address of each member.

For a period of ten (10) days prior to such meeting, the list shall be open to the examination of any member, for any purpose germane to the meeting, during ordinary business hours, either at a place within the city where such meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where such meeting is to be held.

The list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member at any time during the meeting. Upon the willful neglect or refusal of the directors to produce such a list at any meeting for the election of directors, such directors shall be ineligible for election to any office at such meeting.

#### Section 3.2.9. Member Quorum.

*Association powers vested in Article III B: Section 3.2.9 guide the Community Referendum.*

Except as otherwise required by law, by the Certificate of Incorporation or by these Bylaws, one-third (1/3) of the members entitled to vote, represented in person or represented by proxy, shall constitute a quorum at a meeting of members.

When a specified item of business is required to be voted on by a class or a committee of members (if the members are divided into classes or committees), half (1/2) of such class of members, represented in person or represented by proxy, shall constitute a quorum for the transaction of such item of business by that class of members. If a quorum is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number or voting by class is required by the *local business laws (in accordance to which any of the Fiscal Host(s) are registered on the Open Constitution network)* or the Certificate of Incorporation or by these Bylaws.

The directors shall be elected by a plurality of the votes of the members present in person or represented by proxy at the meeting and entitled to vote on the election of directors. Where a separate vote by class of members is required, the affirmative vote of a plurality of members of such class represented at the meeting shall be the act of such class unless the vote of a greater number is required by the *local business laws (in accordance to which any of the Fiscal Host(s) are registered on the Open Constitution network)* or the Certificate of Incorporation or by these Bylaws.

After a quorum has been established at a members' meeting, the subsequent withdrawal of members, so as to reduce the number of members in person or represented by proxy entitled to

vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

After a quorum has been established at a members' meeting, the subsequent admission of new members, so as to increase the number of members required for a quorum above the number of members present in person or represented by proxy entitled to vote at the meeting, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

#### Section 3.2.10.Voting.

Each member (except emeritus members) shall be entitled to one vote on each matter submitted to a vote at a meeting of the members, except as may otherwise be provided in the *local business laws(in accordance to which any of the Fiscal Host(s) are registered on the Open Constitution network)*.

A member may vote either in person or electronically or by proxy executed in writing by the member or his or her or their duly authorized attorney-in-fact.

#### Section 3.2.11. Proxies.

Every member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting, or a member's duly authorized attorney-in-fact, may authorize another person or persons to act for him/her by proxy.

Every proxy must be signed by the member or his or her or their attorney-in-fact. No proxy shall be valid after three (3) years from its date, unless otherwise provided in the proxy. All proxies shall be revocable.

#### Section 3.2.12.Action by Members Without a Meeting.

Any action required to be taken or which may be taken at any annual or special meeting of members of the Foundation, may be taken without a meeting, without prior notice and without a vote, if an electronic or a written consent setting forth the action so taken shall be signed by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted; provided, however, that no written or electronic consent shall be effective unless such consent

- (i) bears the date of signature by each member signing such consent and
- (ii) is delivered to the Foundation within sixty (60) days of the date on which the earliest consent was delivered to the Foundation.

Prompt notice of the corporate action without a meeting by less than unanimous electronic consent shall be given to those members, who have not electronically consented to the Open Convention.

## ARTICLE IV CITIZENSHIP

### Section 4.1. Admission of members.

To be eligible for membership, a person must be nominated by a current citizen of the Foundation and must complete a written membership application, in such form as shall be adopted by the Executive Council from time to time.

The nomination must be included in a notice to the members, if any, of the Foundation at least seven (7) days prior to any vote on the applicant's admission, which notice may be by electronic means.

The initial founding members of the Foundation shall be admitted upon the affirmative vote of the BoD of the Foundation at the special convention of the BoD of the first Fiscal Host.

*Read relevant Article VII: Books, Records and digital registry (Section 7.1, 7.2, 7.3), describing member's registration, and inspection rights of the Open Constitution network registry of local membership(maintained by the registered agent or Fiscal host of the Foundation), and the registry of global membership.*

### Section 4.2. Emeritus Members.

An emeritus member is a former member whose membership has been suspended and converted to emeritus status, either voluntarily or by action of the members, such that all membership rights of the emeritus member, including the right to vote and be counted for purposes of quorum, are suspended and terminated until the emeritus member's membership is reinstated by subsequent action of the members.

Upon the effective date of conversion of the membership of any member to emeritus status, the membership, including all related voting rights, of such member shall be suspended, except that such emeritus member shall be entitled to attend (but not vote) at meetings of the members, and the officers of the Foundation shall attempt, in good faith, to continue to deliver notices of meetings of the members of the Foundation to such emeritus member.

References in these Bylaws to a "member" or to the "members" of the Foundation shall not include any emeritus member unless explicitly provided otherwise.

### Section 4.3. Voluntary Conversion of Membership to Emeritus Status.

Members may convert their membership to emeritus status at any time upon ten (10) days' written, signed notice delivered to an officer of the Foundation.

#### Section 4.4. Involuntary Conversion of Membership to Emeritus Status.

Upon an affirmative vote of a two-thirds majority of the members of the Foundation, the membership of a member shall be converted into an emeritus membership.

#### Section 4.5. Reinstatement of Membership of Emeritus Members.

Upon receipt of a written request and a new membership application from an emeritus member and upon an affirmative vote of a majority of the members of the Foundation approving such membership application, such emeritus member membership shall be reinstated as a full member of the Foundation, and shall be entitled to exercise all rights as a member of the Foundation, including all related voting rights.

#### Section 4.6. Voluntary Withdrawal from Membership.

Members (including emeritus members) may withdraw from membership in the Foundation at any time upon ten (10) days' written, signed notice delivered to an officer of the Foundation.

#### Section 4.7. Termination from Membership.

No member may have his, her or its membership terminated except by an affirmative vote of a one-third of the members of the Foundation.

#### Section 4.8. Effect of Withdrawal or Termination of Membership.

Upon any withdrawal or termination of the membership of any member, the membership, including all related voting rights, of such member shall be terminated.

After a withdrawal or termination of the membership of any member, or a conversion of the membership of any member to emeritus status, such member may reapply for membership in accordance with Section 4.1 of these Bylaws.

## ARTICLE V ELECTORAL APPOINTMENTS

### ARTICLE V A ELECTORAL APPOINTMENTS TO AN INDEPENDENT BOARD OF DIRECTORS OF A FISCAL HOST

#### Section 5.1.1 Powers.

The business and affairs of the Foundation, conducted by each of the Foundation's registered agent or Fiscal host, constituted in a social, civil or economic jurisdiction of a member state of the U.N.O., shall be under the informed supervision of an Independent Board of Directors (BoD),

appointed in each Fiscal Host, which may exercise all such powers of the Foundation and do all such lawful acts and things as are provided by the articles of association of the Open Constitution or by the Certificate of Incorporation of a Fiscal Host or by these Bylaws specifically reserved to the members.

#### Section 5.1.2. Qualification.

Directors on the Independent Board of a Fiscal Host need to be registered on the local membership registry of a Fiscal Host, constituted in social, civil or economic jurisdiction of a member state of the U.N.O.

#### Section 5.1.3. Compensation.

The Executive Council (of the Open Council) shall have authority to fix the compensation of directors unless otherwise provided in the Certificate of Incorporation or by a different article or instrument of the Open Constitution.

#### Section 5.1.4. Number.

Each Fiscal Host of the Foundation shall initially have a BoD comprising two(2) directors. Thereafter, the number of directors on each of the Fiscal Host appointed BoDs shall be fixed by the members at each annual meeting of members and as per *local business law(in accordance to which a Fiscal Host is registered on the Open Constitution network)*.

#### Section 5.1.5. Election and Term.

Each person named in the Certificate of Incorporation or elected by the incorporator(s) at the organization meeting, as the case may be, as a member of the initial BoD of Directors shall hold office until the first annual meeting of members and until his or her or their successor shall have been elected and qualified or until his or her or their earlier resignation, removal or death. At the first annual meeting of members and at each annual meeting thereafter, the members shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the term for which he or she is elected and until his or her or their successor shall have been elected and qualified or until his or her or their earlier resignation, removal or death.

#### Section 5.1.6. Resignation and Removal of Directors.

A director may resign at any time upon written request to the Foundation. Furthermore, any director or the entire Independent Board of Directors of a region may be removed, with or without cause, by a vote of the majority of the members entitled to vote for the election of directors or as otherwise provided in the *local business law(in accordance to which a Fiscal Host is registered on the Open Constitution network)*.

#### Section 5.1.7. Vacancies.

Any vacancy occurring in the BoD, including any vacancy created by reason of an increase in the authorized number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the BoD or by a sole remaining director. If there is more than one class of members, vacancies of directorships elected by such class may be filled by a majority of the directors elected by such class or by a sole remaining director. A director elected to fill a vacancy shall hold office only until the next election of directors by the members.

#### Section 5.1.8. Quorum and Voting.

A majority of the number of directors fixed in accordance with these Bylaws shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the BoD of a Fiscal Host.

#### Section 5.1.9. Constitution of an Open Constitution Steward committee

The Independent Board of Directors, by resolution adopted by a majority of the full BoD, may designate or constitute a Steward committee, from among its members, and such other committees, consisting of at least one director as determined by the BoDs from time to time. Each committee, to the extent provided in such authorizing resolution, shall have and may exercise all the power and authority of the BoDs in the management of the business and affairs of the Foundation's Fiscal Host, as limited by the *local business law*(*in accordance to which a Fiscal Host is registered on the Open Constitution network*).

The BoD of Directors, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent or disqualified member or members at any meeting of such committee. In the absence or disqualification of any member of any such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the BoDs to act at the meeting in the place of any such absent or disqualified member.

#### Section 5.1.10.Place and Mode of Meetings.

The primary mode, with which the regular and special meetings of the BoD of a Fiscal Host, may be held is the electronic communications system of the Foundation, accessible by each director.

Regular and special meetings of the BoD of a Fiscal Host may be held within or outside the geographical or territorial marking based jurisdiction(s) covered by the *local business law*(*in accordance to which a Fiscal Host is registered on the Open Constitution network*).

*E.g A BoD of a Fiscal Host, Denmark, may hold such meetings within or outside Denmark.*

#### Section 5.1.11. Time, Notice and Call of Meetings.

Regular meetings of the BoDs shall be held immediately following the annual meeting of members each year and at such times thereafter as the BoDs may fix. No notice of regular directors' meetings shall be required.

Special meetings of the Independent Board of Directors of each Fiscal Host shall be held at such times as called by the Chair of the BoD, the Chancellor of the Executive Council, or any two (2) directors of a BoD of a Fiscal Host.

Written notice of the time and place of special meetings of the Board of Directors shall be given to each director by either personal delivery, telegram, cablegram, or telefax at least two (2) days before the meeting, or by notice mailed to each director at least five (5) days before the meeting, or by means of a member only electronic notice, accessible by each director on the Open Convention of the Open Constitution.

If electronically served in the Foundation's Open Convention, by means of a BoD only electronic notice, such notice shall be deemed to be issued, when addressed to all the directors, as it appears in the local membership records of the Foundation, and such notice is accessible by each director on the Open Convention of the Open Constitution.

Notice of a meeting of the BoD of Directors need not be given to any director who signs a waiver of notice, either before or after the meeting.

Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or conveyed, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Members of the BoDs may participate in a meeting of such Board or of any committee designated by such Board by conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

#### Section 5.1.12. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the BoDs or of any committee thereof may be taken without a meeting if all the members of the board or committee, as the case may be, consent thereto in writing, and such writing is filed with the minutes of the proceedings of the board or committee. Such consent shall have the same effect as a unanimous vote.

#### Section 5.1.13. Director Conflicts of Interest.

No contract or other transaction between the Foundation and one or more of its directors or between the Foundation and any other Foundation, partnership, association or other

organization in which one or more of the directors of the Foundation are directors or officers or are financially interested, shall be void or voidable solely because of such relationship or interest or solely because such director or directors are present at or participate in the meeting of the BoDs or a committee thereof which authorizes, approves or ratifies such contract or transaction or solely because his or her or their votes are counted for such purpose, if:

- A. The material facts as to the director's relationship or interest and as to the contract or transaction are disclosed or are known to the BoD or Open Council's Executive Council, and the BoDs or Open Council's Executive Council in good faith authorizes, approves or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or
- B. The material facts as to their relationship or interest and as to the contract or transaction are disclosed or known to the members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of such members; or
- C. The contract or transaction is fair as to the Foundation at the time it is authorized, approved or ratified by the BoD, or the Executive Council (of the Open Council) or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the BoD of a Fiscal Host or a committee thereof which authorizes, approves or ratifies such contract or transaction.

## **ARTICLE V B ELECTORAL APPOINTMENTS OF MEMBERS TO AN OPEN COUNCIL BODY**

### **Section 5.2.1.Powers.**

The business and affairs of the Foundation, conducted by all of the Foundation and Foundation's registered agent(s) or Fiscal host(s), constituted in a social, civil or economic jurisdiction of a member state of the U.N.O., shall be under the informed supervision of an Open Council, led by an Executive Council, which may exercise all such powers of the Foundation and do all such lawful acts and things as are provided by the articles of associations of the Open Constitution or by the Certificate of Incorporation of a Fiscal Host or by these Bylaws specifically reserved to the members.

### **Section 5.2.2 Qualification.**

Electorally appointed members to a Council body including but not limited to Executive Council or Steering Council or likes of such Open Constitution bodies, need to be registered on one of the local membership registry of any of the Foundation's registered agent or Fiscal Host, constituted in social, civil or economic jurisdiction of a member state of the U.N.O, unless if the Executive Council (of the Open Council) may from time to time determine, authorize and ratify exceptional appointees or as the business of the Foundation may require.



### Section 5.2.3.Compensation.

The Executive Council (of the Open Council) shall have authority to fix the compensation of elected members to the Open Council, unless otherwise provided by an amendment in the articles and legal instruments of the Open Constitution.

### Section 5.2.4.Number.

Each Open Council body of the Foundation shall initially have a strength comprising at least two(2) electorally appointed members.

Thereafter, the number of members appointed to any of the Open Council bodies shall be fixed by the members at each annual convention of global citizens, unless otherwise provided by the articles of the association of an Open Council body of the Open Constitution, and its amendments thereof.

### Section 5.2.5. Election and Term.

Each person nominated or elected to the Open Council at the organization convention, as the case may be, as a member and the initial appointee to a Council shall hold office until the first annual convention of global citizens and until his or her or their successor shall have been elected and qualified or until his or her or their earlier resignation, removal or death, unless otherwise provided by the articles of the association of an Open Council body of the Open Constitution, and its amendments thereof.

At the first annual convention of global citizens and at each annual convention thereafter, the members shall elect members to hold office until the next succeeding annual meeting.

Each member shall hold office for the term for which the member is elected and until his or her or their successor shall have been elected and qualified or until his or her or their earlier resignation, removal or death, unless otherwise provided by the articles of the association of the specific Open Council body of the Open Constitution, and its amendments thereof.

### Section 5.2.6. Resignation and Removal of an electoral appointee to an Open Council.

An electorally appointed member may resign at any time upon written request to the Foundation.

Furthermore, any member or the entire Open Council body, including but not limited to Executive Council or Steering Council may be removed, with or without cause, by a vote of the

majority of the members, entitled to vote for the election of members to the Open Council body or as otherwise provided by the articles of the association of the specific Open Council body of the Open Constitution, and its amendments thereof.

#### Section 5.2.7. Vacancies.

Any vacancy occurring in any of the Open Council body, including but not limited to Executive Council or Steering Council and including any vacancy created by reason of an increase in the authorized number of members to the Open Council body, may be filled by the affirmative vote of a majority of the remaining Council members though less than a quorum of the Council or by a sole remaining member.

If there is more than one class of members, vacancies of memberships elected by such class may be filled by a majority of the members elected by such class or by a sole remaining Council member.

A member elected to fill a vacancy shall hold office only until the next election to the Open Council body, by the Council members.

#### Section 5.2.8. Quorum and Voting.

A majority of the number of members fixed in accordance with these Bylaws shall constitute a quorum for the transaction of business and affairs of a Council.

The vote of a majority of the members present at a convention at which a quorum is present shall be the act of any of the Council of the Open Council.

#### Section 5.2.9. Place and Mode of Meetings.

The primary mode, with which the regular and special meetings of the Council (including but not limited to Executive Council or Steering Council) may be held, is the electronic communications system of the Foundation, accessible by each member of a Council.

Regular and special meetings of any Council may be held within or outside the geographical or territorial marking based jurisdiction(s) covered by the *local business law* (in accordance to which any agent or fiscal host of Foundation is registered on the Open Constitution network).

*E.g An Open Council body meeting may be held anywhere across the social, civil or economic jurisdictions of member states of U.N.O where the Foundation has registered an agent or fiscal host.*

#### Section 5.2.10. Time, Notice and Call of Meetings.

Regular meetings of the Council shall be held immediately following the annual convention of global citizens each year and at such times thereafter as the Council may fix. No notice of regular Council meetings shall be required.

Special conventions of the Open Council shall be held at such times as called by the Chancellor of the Foundation, the Chair of the Council, or any two (2) members of a Council.

Written notice of the time and place of special meetings of the Council shall be given to each member by either personal delivery, telegram, cablegram, or telefax at least two (2) days before the meeting, or by notice mailed to each Council member at least five (5) days before the meeting, or by means of a Council only electronic notice, accessible by each Council member on the Open Convention of the Open Constitution.

If electronically served in the Foundation's Open Convention, by means of a Council only electronic notice, such notice shall be deemed to be issued, when addressed to all the Council members, as it appears in the global membership records of the Foundation, and the notice is accessible by each member on the Open Convention of the Open Constitution.

Notice of a meeting of an Open Council body need not be given to any member who signs a waiver of notice, either before or after the meeting.

Attendance of a Council member at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or conveyed, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Members of the Council may participate in a meeting of such Council or of any related committee designated by such Council by conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

#### Section 5.2.11. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Council or of any related committee of the Council thereof may be taken without a meeting if all the members of the Council or committee, as the case may be, consent thereto in writing, and such writing is filed with the minutes of the proceedings of the Council or committee. Such consent shall have the same effect as a unanimous vote.

#### Section 5.2.12. Open Council electoral appointee's Conflicts of Interest.

No contract or other transaction between the Foundation and one or more of the Open Council members or between the Foundation and any other Foundation, partnership, association or other organization in which one or more of the Open Council members of the Foundation are directors or officers or are financially interested, shall be void or voidable solely because of such relationship or interest or solely because such member(s) are present at or participate in the meeting of the Council or a related committee thereof which authorizes, approves or ratifies such contract or transaction or solely because his or her or their votes are counted for such purpose, if:

A. The material facts as to the Council member's relationship or interest and as to the contract or transaction are disclosed or are known to the BoD (of the fiscal host to which the member is a registered local member) or to the Open Council's Executive Council,  
and;

the respective BoD (of the fiscal host to which the member is a registered local member) or Open Council's Executive Council in good faith authorizes, approves or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested members of the BoD or of the Executive Council, even though the disinterested members be less than a quorum;  
or

B. The material facts as to their relationship or interest and as to the contract or transaction are disclosed or known to the members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of such members;  
or

C. The contract or transaction is fair as to the Foundation at the time it is authorized, approved or ratified by the BoD (of the fiscal host to which the member is a registered local member), or by the Executive Council (of the Open Council) or by the Council body (to which the member is an electoral appointee) and a related Council committee thereof, which authorizes, approves or ratifies such contract or transaction.

Common or interested members may be counted in determining the presence of a quorum at a meeting of the BoD(of the fiscal host to which the member is a registered local member) or of the Council body (to which the member is an electoral appointee) or of a related Council committee thereof, which authorizes, approves or ratifies such contract or transaction.

## ARTICLE VI OFFICERS

### ARTICLE VI A OFFICERS OF A REGISTERED AGENT OF FOUNDATION

#### Section 6.1.1 Officers.

The officers of the Foundation's registered agent or Fiscal Host shall consist of a Chair of the BoD, a Secretary and a Treasurer, each of whom shall be elected by the BoD.

A Chair of the BoD, one or more Vice Chair, and such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the BoD from time to time.

Any two (2) or more offices may be held by the same person, except the offices of Chair of the Board and Secretary.

#### Section 6.1.2.Duties.

The officers of the Foundation shall have the following duties:

A. **Chair of the Board.** The Chair of the Board, if one is elected, shall preside at all meetings of the BoD of Directors and members and shall have such other duties and authority as may be conferred by the BoD of Directors.

B. **Vice Chair.** The Vice Chair, if one is elected, shall, in the absence or disability of the Chair of the Board, perform the duties and exercise the powers of the Chair of the Board. The Vice Chair shall also perform whatever duties and have whatever powers the Board of Directors may from time to time assign him/her. If more than one Vice Chairs are elected and the Chair is absent or becomes disabled, the Board of Directors shall choose one Vice Chair to perform the duties and exercise the powers of the Chair.

*In absence of an elected Chair or Vice Chair of the Independent Board of Directors of a Fiscal Host, read Section 6.2.2.*

C. **Chair of a Board Committee.** The Chair of a Board Committee, if one is constituted, and if a member is elected as chair, shall preside at all meetings of the Committee and shall have such other duties and authority as may be conferred by the Chair of the BoD of a Fiscal Host.

*Further, please read Section 6.1.3*

**D. Secretarial Officers.** BoDs shall direct the constitution of the Steward Committee of the respective registered agent or Fiscal Host of the Foundation.

Each Steward Committee comprises secretaries.

A Secretary shall keep accurate records of the acts and proceedings of all meetings of the members and directors.

The Secretary shall give all notices required by law and by these Bylaws.

In addition, the Secretary shall have general charge of the corporate books and records and of the corporate seal, and he or she shall affix, or attest the affixing of, the corporate seal to any lawfully executed instrument requiring it. The Secretary shall have general charge of the membership records of the Foundation and shall keep, at the registered or principal office of the Foundation, a record of the members showing the name, address, telephone number, facsimile number and electronic mail address of each member.

The Secretary shall sign such instruments as may require the secretary's signature and, in general, shall perform all duties as may be assigned to him or her from time to time by the Chair of the Board of Directors, or the Chancellor of the Executive Council.

The Assistant Secretary, if one is appointed, shall render assistance to the Secretary in all the responsibilities described above.

An electronic person, if one is appointed as an Assistant Secretary, shall render assistance to the Secretary in all of the responsibilities described above.

An electronic person, to be appointed as an Assistant Secretary, needs to be a registered agent(s) of the Foundation, in order to authorize assistance actions of an electronic person, as an assistant secretary.

**E. Treasurer and Assistant Treasurer.** The Chair of the Treasury Committee shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual conventions of members, and shall perform such other duties as may be prescribed by the Chancellor of the Executive Council or the chair of the Independent Board of Directors of Foundation's registered agent or Fiscal Host.

The Assistant Treasurer, if one is appointed, shall render assistance to the Treasurer in all of the responsibilities described above.

An electronic person, if one is appointed as an Assistant Treasurer, shall render assistance to the Treasurer in all of the responsibilities described above.

An electronic person, to be appointed as an Assistant Treasurer, needs to be a registered agent(s) of the Foundation, in order to authorize assistance actions of an electronic person, as an assistant secretary.

### Section 6.1.3. Board Committees.

In addition to the officers of the Foundation, the BoD of a Fiscal Host may, by resolution, establish one or more BoD Committees consisting of at least one officer of the Foundation, who shall be designated chair of such committee, and may include one or more other members, who are registered members of the Foundation's convention of local citizens.

### Section 6.1.4. Election and Term.

The officers of the Foundation and members to all the Board Committees of a registered agent or Fiscal host of the Foundation, shall be appointed by the BoD of a Fiscal Host or appointed by an officer empowered by the Board to make such appointment or by the Chancellor of the Executive Council of the Foundation.

Such appointment by the BoD or by the Chancellor of the Executive Council may be made at any regular or special convention of the Board or of the Executive Council.

Each officer shall hold office and each member of a Board Committee shall serve on such committee for a period of one year or until his or her or their successor is elected and qualified or until his or her or their earlier resignation or removal.

### Section 6.1.5. Removal of Officers.

Any officer and any member of a Board Committee elected or appointed by the BoD of Foundation's registered agent or fiscal host, may be removed by the BoD whenever, in its judgment, the best interests of the Foundation will be served thereby.

The removal of Chairs of Board Committees, including but not limited to Chair, Vice Chair of BoD of Foundation's registered agent or fiscal host is conditional to a vote by all or a class of members.

[Vote based removal process mentioned in this Article VI Section 6.1.5 is further described in details Articles of Association of Open Constitution: BoD](#)

### Section 6.1.6. Vacancies.

Any vacancy, however occurring, in any registered agent or Fiscal Host BoD or Board Committee may be filled by the BoD of Directors.

#### Section 6.1.7.Compensation.

The compensation, if any, of all officers of the Foundation and of all members of each existing BoD Committee shall be fixed by the BoDs and may be changed from time to time by a majority vote of the Independent BoDs.

The fact that an officer is also a director in BoD shall not preclude such person from receiving compensation as either a director or officer, nor shall it affect the validity of any resolution by the BoD fixing such compensation.

The Chair of the BoD of a Fiscal Host shall have authority to fix the compensation, if any, of all employees of the Foundation, other than officers elected or appointed by the BoD of Directors.

#### Section 6.1.8 Electronic persons as officers of the Foundation

*This section describes acquisition of power by electronic persons in reference to actions on Foundation's motions, resolutions or proceedings*

The authority of any constituted/appointed/registered agent(s) (Legal persons as Fiscal Hosts, in a state jurisdiction of a member state of the U.N.O), to represent or authorize or ratify assistance actions by an electronic person(as described above in section 6.1.2. D, E), as either an Assistant Secretary, or an Assistant Treasurer, shall assign from the initial registered agent(s) to the represented electronic persons, once and if the electronic persons attain ascension or validity as the legal persons, in the respective social, civil or economic jurisdiction of a member state of the U.N.O, at a later date than the date of the constitution, appointment or registration of agent(s) as the Fiscal Host(s), wherever possible and wherever necessary, or deemed to be necessary by the Executive Council (of the Open Council), based on a General Public Review.

### ARTICLE VI B OFFICERS OF OPEN COUNCIL BODIES OF THE FOUNDATION

#### Section 6.2.1. Officers.

The officers of the Foundation's Open Council shall consist of a Chancellor of the Executive Council, a Secretary and a Treasurer, each of whom shall be elected by the Executive Council(of the Open Council).

A Chancellor of the Executive Council, one or more Vice Chancellor, Chair or one or more Vice Chair(s) of any other Open Council body, or Chair of an Open Council related committee and such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Executive Council from time to time.

Any two (2) or more offices may be held by the same person, except the offices of Chancellor and Secretary.



## Section 6.2.2 Duties.

The officers of the Open Council of the Foundation shall have the following duties:

- A. **Chair of an Open Council body.** The Chair of a Council, if one is elected, shall preside at all meetings of the Council and Council members and shall have such other duties and authority as may be conferred by the Executive Council.

**Vice Chair of an Open Council body.** The Vice Chair of a Council, if one is elected, shall, in the absence or disability of the Chair of the Council, perform the duties and exercise the powers of the Chair of the Council.

The Vice Chair shall also perform whatever duties and have whatever powers the Executive Council may from time to time assign to the Vice Chair.

If more than one Vice Chairs are elected and the Chair is absent or becomes disabled, the Council members shall choose one Vice Chair to perform the duties and exercise the powers of the Chair.

- B. **Chancellor of the Foundation.** The Chair of the Executive Council, if one is elected, is the Chancellor of the Foundation, and shall preside at all meetings of the Executive Council and members and shall have such other duties and authority as may be conferred by the Executive Council.

The Chancellor of the Foundation shall be the chief executive officer of the Foundation and shall have general and active management of the business and affairs of the Foundation (other than the active management of projects by Core Working Committee).

If a Chair of an Independent Board of Directors of Foundation's registered agent or Fiscal Host is not elected, the Chancellor of the Executive Council shall preside at all meetings of the BoD of the Foundation's registered agent or Fiscal Host and its members.

**Vice Chancellor of the Foundation.** The Vice Chancellor, if one is elected, shall, in the absence or disability of the chair of the Executive Council(or read Chancellor of the Foundation), perform the duties and exercise the powers of the Chancellor of the Foundation.

The Vice Chancellor also shall perform whatever duties and have whatever powers the Executive Council may from time to time assign him or her.

If more than one Vice Chancellor are elected in the Foundation, one thereof shall be designated or chosen by the Executive Council as Executive Vice Chancellor and shall, in the absence or disability of the Chancellor, perform the duties and exercise the powers of the Chancellor and each other.

The Vice Chancellor shall only perform whatever duties and have whatever powers the Executive Council may from time to time assign them.

*The Executive Council shall choose one of several appointed Vice Chancellor, as Executive Vice Chancellor to perform the duties and exercise the powers of the Chancellor of the Foundation, in the Chancellor's absence.*

**C. Chair of a Council Committee.** The Chair of a Council related Committee, if one is constituted, and if a member is elected as chair, shall preside at all meetings of the Committee and shall have such other duties and authority as may be conferred by the Executive Council(of the Open Council)

*Further please read Section 6.2.3*

**D. Secretariat.** The Executive Council shall direct the constitution of the related Secretariat Committee. The Secretariat Committee comprises secretaries.

A Secretary shall keep accurate records of the acts and proceedings of all meetings of the members and directors.

The Secretary shall give all notices required by law and by these Bylaws.

In addition, the Secretary shall have general charge of the corporate books and records and of the corporate seal, and he or she shall affix, or attest the affixing of, the corporate seal to any lawfully executed instrument requiring it. The Secretary shall have general charge of the membership records of the Foundation and shall keep, at the registered or principal agents of the Foundation, a record of the members showing the name, address, telephone number, facsimile number and electronic mail address of each member.

The Secretary shall sign such instruments as may require the secretary's signature and, in general, shall perform all duties as may be assigned to him or her from time to time by the Chair of the Open Council body, or the Chancellor of the Executive Council.

The Assistant Secretary, if one is appointed, shall render assistance to the Secretary in all the responsibilities described above.

*Read about Sentient Bot for more information.*

An electronic person, if one is appointed as an Assistant Secretary, shall render assistance to the Secretary in all of the responsibilities described above.

An electronic person, to be appointed as an Assistant Secretary, needs to be a registered agent(s) of the Foundation, in order to authorize assistance actions of an electronic person, as an assistant secretary.

**E. Chair of the Open Treasury Council.** The Chair of the Treasury Council shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual conventions of members, and shall perform such other duties as may be prescribed by the Chancellor of the Executive Council.

The Assistant Treasurer, if one is appointed, shall render assistance to the Treasurer in all of the responsibilities described above.

An electronic person, if one is appointed as an Assistant Treasurer, shall render assistance to the Treasurer in all of the responsibilities described above.

An electronic person, to be appointed as an Assistant Treasurer, needs to be a registered agent(s) of the Foundation, in order to authorize assistance actions of an electronic person, as an assistant secretary.

### **Section 6.2.3. Open Council Committees.**

This section describes electoral appointments to Open Council body related Committees or Core Working Committees.

In addition to the officers of the Foundation, any Open Council body (including but not limited to Executive Council or Steering Council) may, by resolution, establish one or more Open Council Committees consisting of at least one officer of the Foundation, who shall be designated chair of such committee, and may include one or more other members of the Foundation.

Unless elected or appointed as an officer in accordance with Sections 6.1.1, 6.2.2 of these Bylaws, a member of an Open Council Committee shall not be deemed an officer of the Foundation.

Each Open Council Committee shall be responsible for the active management of one or more projects identified by resolution of the Executive Council which may include, without limitation, **the creation and maintainability of "open-source" intelligence for distribution to the natural persons.**

Subject to the direction of the Executive Council, the chair of each Council related Committee (including but not limited to Executive Committees or Steering Committees on Projects and programs of the Foundation) shall be primarily responsible for project(s) managed by such committee, and the chair of a Council Committee shall establish rules and procedures for the day to day management of project(s) for which the committee is responsible.

The Executive Council of the Foundation may, by resolution, terminate or dissolve any Open Council body or Council body related Committee at any time.

#### Section 6.2.4. Election and Term.

The officers of the Foundation and members to all the Council and Council related Committees, shall be appointed by the Executive Council or by the Chancellor of the Foundation, or appointed by an officer empowered by the Executive Council to make such appointment, which may be made at any regular or special convention of the Council or of the Executive Council.

Each officer shall hold office and each member of a Council or a Council related Committee shall serve on such constitutional body for a period of one year or until his or her or their successor is elected and qualified or until his or her or their earlier resignation or removal, unless otherwise provided by the articles of the association of an Open Council body of the Open Constitution, and its amendments thereof.

#### Section 6.2.5. Removal of Officers.

Any electorally appointed officer and any member of a Council or a Council related Committee, may be removed by the Executive Council whenever, in its judgment, the best interests of the Foundation will be served thereby.

The removal of Chairs of Council or of Council related Committees, including but not limited to Chancellor, Vice Chancellor of Foundation is conditional to a vote by all or a class of members of the Open Council body.

*Vote based removal process mentioned in this Article VI Section 6.2.5 is further described in specific Articles of Association: Open Constitution: Open Council*

#### Section 6.2.6. Vacancies.

Any vacancy, however occurring, in any of the Open Council body or Council related Committee may be filled by the Executive Council (of the Open Council).

#### Section 6.2.7. Compensation.

The compensation, if any, of all officers of the Foundation and of all members of each existing Council or Council related Committee shall be fixed by the Executive Council and may be changed from time to time by a majority vote of the Executive Council.

The fact that an officer is also a member in an Open Council body shall not preclude such person from receiving compensation as either a director or officer, nor shall it affect the validity of any resolution by the Executive Council fixing such compensation.

The Chancellor of the Foundation shall have authority to fix the compensation, if any, of all employees of the Foundation, other than officers elected or appointed by the Executive Council.

## Section 6.2.8 Electronic persons as officers of the Foundation

*This section describes acquisition of power by electronic persons in reference to actions on Foundation's motions, resolutions or proceedings*

The authority of any constituted/appointed/registered agent(s) (Legal persons as Fiscal Hosts, in a state jurisdiction of a member state of the U.N.O), to represent or authorize or ratify assistance actions by an electronic person, as either an Assistant Secretary, or an Assistant Treasurer,(as described above in section 6.2.2. D, E) shall assign from the initial registered agent(s) to the represented electronic persons, once and if the electronic persons attain ascension or validity as the legal persons, in the respective social, civil or economic jurisdiction of a member state of the U.N.O, at a later date than the date of the constitution, appointment or registration of agent(s) as the Fiscal Host(s), wherever possible and wherever necessary, or deemed to be necessary by the Executive Council (of the Open Council), based on a General Public Review.

## ARTICLE VII BOOKS, RECORDS AND DIGITAL IDENTITY REGISTRY

*Association powers vested in Article VII Section 7.1, 7.2 and 7.3 guide the governance lifecycle of Open Constitution Membership registry.*

### Section 7.1. Books, Records and Identity Registries on the Open Constitution Network:

*Read relevant Section 7.2 and 7.3 for records inspection rights.*

The Foundation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Independent Board of Directors of registered agents and Council bodies or committees of Open Council.

The Foundation shall keep at its registered agent's office or principal place of business, or at the office of its transfer agent or registrar, a record of at least the name, address, telephone number, facsimile number and electronic mail address and a local jurisdiction issued identity documentation of each member, together with the date of any withdrawal or termination of such member's membership, or any conversion of such member's membership to emeritus status.

The Foundation shall keep on a publicly auditable ledger, a record of at least the name, address, telephone number, and electronic mail address and a local jurisdiction issued identity documentation of each member, together with the date of any withdrawal or termination of such member's membership, or any conversion of such member's membership to emeritus status.

Any changes to the NPPI(Nonpublic personal information) of any member or changes to a citizen's membership shall be recorded on the registries maintained by the Foundation, as the

Executive Council (of the Open Council) may from time to time determine or as the business of the Foundation may require.

Each member shall be responsible for notifying the Foundation of changes to such member's address, telephone number, facsimile number or electronic mail address.

Any books, records and minutes may be in written form or in any other form capable of being converted into clearly legible written form within a reasonable time.

Any natural person who may be a registered member of at least one(1) Fiscal Host(s) of the Open Constitution network, and registered on the global membership registry of the Open Constitution network, shall gain inspection, assignment, and accessibility rights to their recorded Self Identity, on a publicly auditable, and electronic persons accessible ledger, in order for the Foundation to grant the member a charter to any of the Foundation's digital public goods and services(or the the Open Constitution network).

*Global Membership Registry:* The Foundation shall maintain an electronic record of the global membership registry. The global membership registry shall be duly recorded and maintained by officers of the initial registered agent or first Fiscal Host of the Foundation.

*Local Membership Registry:* The Foundation shall maintain electronic record(s) of local membership registries, containing records of the members, who are natural persons, with declared legal capacity as legal persons of the same social, civil or economic jurisdiction of a U.N.O member state, in accordance of whose local laws, the respective constituent Fiscal Host body is registered with.

A local membership registry, shall be duly recorded and maintained by officers of the respective, constituent, registered agent or Fiscal Host of the Foundation.

If a member, a natural person, who has declared legal capacity as legal persons in one or more social, civil or economic jurisdiction of a U.N.O member state, (in accordance with whose local laws, the respective constituent Fiscal Host bodies are registered), then the local membership registries, shall be duly recorded and maintained by officers of each of the registered agent/Fiscal Host of the Foundation containing such a member record.

*E.g A member may be a resident of two countries, and therefore member records will be maintained on both of the local registries, maintained by two different Fiscal Host of the Foundation.*

## Section 7.2.Members' Local Registry Inspection Rights.

Any person who is a registered member of at least one Fiscal Host(s) of the Open Constitution network, and is registered on the local registry of the Open Constitution network, upon written demand under oath stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any time during the Foundation's usual hours for business, for any proper

purpose as determined in the *local business laws(in accordance to which a Fiscal Host is registered on the Open Constitution network)* thereof, the Foundation's local membership records and its other books and records and to make copies or extracts therefrom.

### Section 7.3.Members' Global Registry Inspection Rights.

Any person who is a registered member of at least one Fiscal Host(s) of the Open Constitution network, and registered on the global registry of the Open Constitution network, upon written demand under oath stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any time during the Foundation's usual hours for business, for any proper purpose as determined in the *local business laws(in accordance to which the respective Fiscal Host(s) are registered, to which the member belongs to, on the Open Constitution network)* thereof, the Foundation's global membership records and its other books and records and to make copies or extracts therefrom.

## ARTICLE VIII SELF GOVERNANCE, OPEN TRIBUNAL, AND NOT FOR PROFIT

### VIII A SELF GOVERNANCE

Foundation is organized and shall be operated as a self independent, and self governing socio-economic union, constituted of one or more legal bodies, registered as agents of the Foundation, and organized as per the *local business laws (in accordance to which a Fiscal Host is registered on the Open Constitution network)*

### VIII B OPEN TRIBUNAL

Any grievance between two or more members of the Foundation, including but not limited to, one or more grievances, in connection with the self governance or organization of the Foundation, including but not limited to grievances in connection with any contract rights between the Foundation and the aggrieved member(s), shall be resolved, in accordance with the Articles of Association: Open Constitution: Open Tribunal.

*Read Articles of Association: Open Constitution: Open Tribunal*

### VIII C NON FOR PROFIT

The Foundation is organized and shall be operated as a not-for-profit Foundation, constituted of one or more legal bodies, registered as agents of the Foundation, and organized as per the *local business laws(in accordance to which a Fiscal Host is registered on the Open Constitution network)*.

Foundation may, however, incorporate, constitute, structure, or register “for profit” legal bodies, groups or agents, as constituent legal bodies of the Foundation, for the specific purposes of an economic activity, which the Executive Council (of the Open Council) may from time to time determine or as the business of the Foundation may require.

Foundation may, however, buy, sell, trade, acquire or rest control/ownership/influence in “for profit” legal bodies, groups or agents, for the specific purposes of an economic activity, which the Executive Council (of the Open Council) may from time to time determine or as the business of the Foundation may require.

If the BoD of a Fiscal Host elects to seek and obtains an exemption on behalf of the Foundation from taxation pursuant to various sections of the Double Tax Avoidance Agreements between two U.N.O member states or OECD states and until such time, if ever, that such exemption is denied or lost, the Foundation shall not be empowered to engage directly or indirectly in any activity which the Foundation believes would be likely to invalidate its status as an organization exempt from taxation under various sections of the *local business laws and local Tax Assessment Acts*(in accordance to which a Fiscal Host is registered on the Open Constitution network).

## **ARTICLE IX DATA PROTECTION, ACCEPTABLE ASSOCIATIONS AND OPEN CONSTITUTION LICENSE**

All electronically accessible public goods and services maintained on the Open Constitution network, shall be released, and reduced to practice, subject to an Open Source policy, a public copy of which, shall be maintained alongside the Articles of Association of the Open Constitution.

All electronically accessible public goods and services maintained on the Open Constitution network, shall be released, and reduced to practice, subject to a data protection policy, a public copy of which, shall be maintained alongside the Articles of Association of the Open Constitution.

All electronically accessible public goods and services maintained on the Open Constitution network, shall be released, and reduced to practice by an Acceptable Usage and associations policy, a public copy of which, shall be maintained alongside the Articles of Association of the Open Constitution.

[\*Read more about Open Constitution License.\*](#)

## **ARTICLE X AMENDMENTS**

These Bylaws may be altered, amended or repealed by the members, or by the Executive Council and new Bylaws may be adopted by the Executive Council or by the members.



No alteration, amendment or repeal of these Bylaws shall be effective unless and until the Foundation attempts, in good faith, to issue notice to the members of the Foundation of such alteration, amendment or repeal at least fifteen (15) days prior to the effective date of such alteration, amendment or repeal, which notice may be by electronic means.

## **ARTICLE XI LIMITS ON LIABILITY**

### **XI A: LIMITS ON LIABILITY OF DIRECTORS OF THE INDEPENDENT BOARD OF A FISCAL HOST**

To the fullest extent permitted by the *local business laws(in accordance to which a Fiscal Host is registered on the Open Constitution network)*, and the Charter and Articles of the Open Constitution: Open Tribunal,

as the same exists or may hereafter be amended, the directors in BoD of the Foundation shall not be personally liable to the Foundation or its members for monetary damages for breach of fiduciary duty as a director.

### **XI B LIMITS ON LIABILITY OF ELECTED MEMBERS OF OPEN COUNCIL**

To the fullest extent permitted by any of the *local business laws(in accordance to which Fiscal Host(s) are registered on the Open Constitution network) and to the Fiscal Host (to which an elected member of the Open Council is registered with)*, and the Charter and Articles of the Open Constitution: Open Tribunal,

as the same exists or may hereafter be amended, the elected members of the Open Council of the Foundation shall not be personally liable to the Foundation or its members for monetary damages for breach of fiduciary duty as an elected member.

## **ARTICLE XII INDEMNIFICATION OF ELECTORAL APPOINTEES, OFFICERS AND INDEPENDENT BOARD OF DIRECTORS OF A FISCAL HOST**

### **Section 12.1. Right to Indemnification.**

Each natural person citizen of the Foundation, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Foundation), by reason of the fact that the natural person citizen is or was a director, officer or member of the Open Council or Council related Committee, or is or was serving at the request of the Foundation as a director, officer, employee, or agent of another legal body, partnership,

joint venture, trust, or other enterprise, shall be entitled to indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement to the fullest extent now or hereafter permitted by applicable law **as long as such person acted in good faith and in a manner that such person reasonably believed to be in or not be opposed to the best interests of the Foundation**; provided, however, that the Foundation shall indemnify any such person seeking indemnity in connection with an action, suit or proceeding (or part thereof) initiated by such person only if such action, suit or proceeding (or part thereof) was authorized by any BoD of a Foundation's registered agent or Fiscal Host or the Open Council's Executive Council.

Foundation maintains an active Legal, Regulations and Steward Committee for enforcement of citizen's Right to Indemnification.

Read Section 12.2 below for citizens exercising Right to Indemnification.

#### Section 12.2. Acquisition of Legal Representation in the event a member seeks Indemnification:

In a legal action by or in the right of the Foundation, if any person who is or was an officer, director or member of the Open Council or Council related Committee, or who is or was serving at the request of the Foundation as an officer or director of another legal body, partnership, joint venture, trust or other enterprise, and is party to the stated legal action (either as a complainant or a defendant) in enforcing any civil, criminal, administrative or investigative action, suit or proceeding in a local jurisdiction, then such member(s) shall have the ability to exercise a transfer of their legal representation to the Foundation's Legal Council, with respect to the subject matter.

The Power of Attorney shall stand to be quashed if it is ultimately determined that the member is not entitled under applicable law to be indemnified by the Foundation.

#### Section 12.3. Right of Claimant to Bring Suit.

Any member shall be eligible to claim reimbursement of reasonable legal fees incurred by a member in the initial period of a legal action and the claim is made under the stipulations of several Sections of this Article XII, whereby legal expenses concern the period before member or Foundation enforced the Right to Indemnification in accordance with Section 12.1 and subsequent acquisition of Legal representation in accordance with Section 12.2.

If the claim is not paid in full by the Foundation within three sixty (360) days after a written claim has been received by the Foundation, the claimant may at any time thereafter bring suit against the Foundation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses

incurred in defending any action or proceeding in advance of its final disposition where the required undertaking has been tendered to the Foundation unless such action is based on the claimant having committed an act involving moral turpitude) that the claimant has not met the standards of conduct which make indemnification permissible under the *local business law*(*in accordance to which a Fiscal Host is registered on the Open Constitution network and to which the claimant is a registered member of*), but the burden of proving such defense shall be on the Foundation.

Neither the failure of the Foundation (including but not limited to any Independent Board of Directors of a Fiscal Host, or members to any Open Council body or to a Council related Committee, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because the claimant has met the applicable standard of conduct as set forth in the *local business laws*(*in accordance to which a Fiscal Host is registered on the Open Constitution network and to which the claimant is a registered member of*), nor an actual determination by the Foundation (including its Board of Directors, independent legal committee, or its members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

#### Section 12.4. Contract Rights.

The provisions of this Article shall be a contract between the Foundation and each director, officer or a member of the Open Council or Council related Committee or an ordinary voluntary member of the Foundation;

to which this Article applies. No repeal or modification of these Bylaws shall invalidate or detract from any right or obligation with respect to any state of facts existing prior to the time of such repeal or modification.

#### Section 12.5. Rights Non-exclusive.

The indemnification provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members(Open Council or Council related Committee) or disinterested directors(of a BoD of a Fiscal Host) or otherwise, both as to action in his or her or their official capacity and as to action in another capacity while holding such office.

#### Section 12.6. **Global Insurance:**

Association powers vested in Article XII Section 12.6 provides grounds for insurance benefits for all the global citizens of the Foundation, e.g Professional Indemnity insurances, or healthcare insurances of Foundation's citizens.

The Foundation may purchase and maintain insurances on behalf of any natural person who is or was a director, officer, member, an electorally appointed member to Open Council or Council related Committee, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another Foundation, partnership, joint venture, trust or other enterprise against any liability asserted against a member and incurred by a member in any such capacity, or arising out of his or her or their status as such, whether or not the Foundation would have the power to indemnify him or her or them against such liability under the provisions of this Article or of applicable law.

The Foundation may also purchase and maintain healthcare insurances on behalf of any person who is or was a director, officer, member, an electorally appointed member to Open Council or Council related Committee, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another Foundation, partnership, joint venture, trust or other enterprise against any liability asserted against a member's physical well being and incurred by a member in any such capacity, or arising out of a member's status as a citizen of the Foundation, whether or not the Foundation would have the power or statutory need or requirement under the provisions of any applicable *local business law*(in accordance to which a Fiscal Host is registered on the Open Constitution network).

## Section 12.7. Definitions.

For purposes of this Article, references to "the Foundation" shall include, in addition to the resulting Open Constitution S/I, any constituent Fiscal Host(including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee, an electorally appointed member to Open Council or Council related Committee or agent of such constituent Foundation, or is or was serving at the request of such constituent Foundation as a director, officer, employee or agent of another Foundation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article with respect to the resulting or surviving Foundation as he or she or they would have with respect to such constituent Foundation if its separate existence had continued, and references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the Foundation" shall include any service as a director, officer, employee, an electorally appointed member to Open Council or Council related Committee or agent of the Foundation, which imposes duties on, or involves services by, such director, officer, employee, an electorally appointed member to Open Council or Council related Committee or agent with respect to an employee benefit plan, its participants, or beneficiaries; and *a person who acted in good faith*

*and in a manner he or she or they reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Foundation" as referred to in this Article.*

#### Section 12.8. Continued Coverage.

The Right to indemnification provided by, or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer or an electorally appointed member to Open Council or Council related Committee and shall inure to the benefit of the heirs, executors and administrators of such person.

### ARTICLE XIII GENERAL PROVISIONS

#### Section 13.1. Checks.

All checks or demands for money and notes of the Foundation shall be signed by such officer or officers or such other person or persons as the BoD of a Fiscal Host may from time to time designate.

The Independent Board of Directors of a Fiscal Host shall provide a corporate seal which shall have the name of the Foundation inscribed thereon, and may be a facsimile, engraved, printed, or an impression seal.

Section 13.2. Fiscal Year. The fiscal year of each of the Foundation's Fiscal Host shall be determined and fixed by resolution of the Independent Board of Directors of a Fiscal Host.

Section 13.3. Loans. No loans shall be contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the BoD of a Fiscal Host. Such authority may be general or confined to specific instances.

Section 13.4. Deposits. All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such depositories as the Executive Council shall decide.

Section 13.5. Contracts. The Executive Council may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 13.6. Counterpart Execution: Facsimile Execution. Any document requiring the signature of the directors and/or members may be executed in any number of counterparts with the same effect as if all of the required signatories had signed the same document. Such executions may be transmitted to the Foundation and/or the other directors and/or members by facsimile and such facsimile execution shall have the full force and effect of an original

signature. All fully executed counterparts, whether original executions or facsimile executions or a combination, shall be construed together and shall constitute one and the same agreement.

THESE BYLAWS WERE FIRST READ, APPROVED AND ADOPTED BY THE INDEPENDENT BOARD, MUELLNERS FOUNDATION(First fiscal Host of the Open Constitution network) ON THE 19th DAY OF DECEMBER, 2019.

THESE AMENDED BYLAWS WERE THEREFORE READ, APPROVED AND ADOPTED BY THE OPEN CONSTITUTION S/I ON THE 16th DAY OF DECEMBER, 2022.

(signed)