

Articles of Association

Articles d'association

1 Name, Domicile and Purpose

Art. 1 Name

An association of legal status according to articles 60 et seq. of the Swiss Civil Code under the name of

Octanis

is established.

Art. 2 Domicile

The association's headquarters are in Lausanne.

Art. 3 Purpose

The association has the following aims:

- (a) Provide a place for curious and creative minds to embark on exploratory missions around the world.
- (b) Distill our mission's findings into pragmatic solutions and inventions, accessible to everyone.
- (c) Promotion of the concept of rapid prototyping and design thinking by developing missions, prototypes, products, services with these and similar approaches.
- (d) Embracing entrepreneurship by letting developed ideas be spun off into companies or be directly distributed through the association.
- (e) Giving back to the open source community by releasing software and documentation where possible.
- (f) Provide activities on the campuses of EPFL, Unil and other universities and schools.

2 Membership

Art. 4 Code of Conduct

Every member has an obligation to know and understand the guidelines contained within the Code of Conduct

Art. 5 Membership Conditions

Any person who is willing to participate and contribute to the associations cause can become a member.

Art. 6 Membership Duration

Memberships are automatically renewed every half year.

Art. 7 Ceasing of Membership

A member can cancel his membership at any time by sending an email to the vice president. Exclusion of members can be decided by the Executive Committee in cases of violation of the Articles of Association and/or Code of Conduct and can be executed with immediate effect.

Art. 8 Membership Types

The association makes a distinction between full and light members. Light members have access to the associations facilities but may not use any materials, goods or tools of the association.

Full members have access to the full workshop of the association and are allowed to use 3D printing, manual/reflow soldering, parts, materials and various other tools to create their prototypes.

Art. 9 Membership Fees

- (a) Light Member: 5.- / half year
- (b) Full Member: 20.- / half year
- (c) Committee Member: 100.- / half year

Art. 10 Voting Rights

All members have equal voting rights.

Art. 11 Honorary Membership

Members who have demonstrated outstanding and selfless commitment to the cause of the association may be awarded an honorary membership by the General Assembly. The honorary membership does not offer additional voting rights.

3 Organisation

Art. 12 Bodies

- (a) General Assembly
- (b) Executive Committee

Art. 13 General Assembly

The General Assembly is the associations supreme authority. It is composed of all the members and is held annually.

The Committee shall send notice to members at least a week in advance via email including the proposed agenda.

Proposals by members must be submitted to the president at least a week in advance.

The agenda of the annual General Assembly includes:

- (a) Election of Committee members and auditors
- (b) Approval and changes to the Articles of Association
- (c) Approval of the reports and accounts, report of treasurer
- (d) Approval of the budget
- (e) Assessment of activities
- (f) Proposals
- (g) Appointment of honorary members
- (h) All other business

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

Decisions of the General Assembly shall be taken by a majority vote of the members present. In the case of a deadlock, the President shall have the casting vote.

Art. 14 Executive Committee

The Executive Committee is composed of at least 2 and at most 5 members. All members of the Executive Committee are elected annually by the General Assembly.

The Executive Committee is authorized to carry out all acts that further the purposes of the association. It represents the association, manages all issues and is responsible for all incomes and expenses and the financial status of the association. For special tasks, further persons may be involved by the Executive Committee.

The Executive Committee holds a meeting at least once per month. Decisions of the Executive Committee are considered valid if the majority of the Executive Committee present vote in favor of the decision. Votes can only be cast if the president is present. The president has the casting vote.

New Executive Committee members will be selected by the Executive Committee and notified prior to the next General Assembly. Members can also recommend themselves to the Executive Committee. This must be communicated to the Vice President via email at least 3 months before the next General Assembly.

Members of the Executive Committee must invest at least two hours per week on operational and organisational duties (not related to any particular project).

The legally binding signature for the association is in hand of the president or vice president.

4 Finances

Art. 15 Resources

The association funds its activities through

- (a) sponsors
- (b) membership fees
- (c) donations
- (d) events, workshops
- (e) sale of goods and services

Art. 16 Liabilities

Only the associations assets can be made liable for debts of the association. Personal liability of the Executive Committee or members is excluded.

5 Relationships with Third Parties

Art. 17 EPFL

Having close ties with the EPFL campus and students, the association respects the various rules concerning associations of EPFL.

In particular, the association ensures that at least half of the Executive Committee is comprised of EPFL or Unil members, the president being registered with EPFL or Unil and that the associations activities also target members of EPFL and Unil.

6 Various

Art. 18 Revision of the Articles of Association

The present Articles of Association may be altered by the General Assembly if more than half of the members present and liable to vote agree.

Art. 19 Dissolving of the Association

The association can not be dissolved if at least three members of the Committee vote for its continuing. All members must be notified by email in the case of the association being dissolved. Remaining assets should be transfered to another association with comparable purpose.

Lausanne, 09. September 2015

Sam Sulaimanov, President

Raffael Tschui, Vice President

Code of Conduct

7 Introduction

Octanis provides a place for curious and creative minds to embark on exploratory missions around the world. Our objective is to distill our findings into pragmatic solutions and inventions, accessible to everyone.

At Octanis, we tackle grand challenges which others only talk about. Members are confronted with long lasting and time consuming problems where any solution is unclear or even non-existent. This code provides guidance for Octanis members and board dealing with these issues.

Every member of Octanis has an obligation to know and understand the guidelines contained within this code. Understanding and knowing about the code is not enough. You also have the obligation to comply with the values and spirit of this code and help other members do the same.

8 Responsibility

Have a sense of urgency and have the courage to question conventional wisdom. Be open minded and have the flexibility to broaden your experience by learning new skills. Be responsible for the progress of any tasks that you take on. If you are taking the lead of a project, you are responsible for looking after and guiding members who are helping you.

9 Excellence

It is often necessary to spend a sustained period of time learning how to do something before actually achieving your goals. You are encouraged to learn and immediately apply your new knowledge in small steps. This will enable you to build something rapidly without knowing everything at the beginning of a project. You're encouraged to organise yourself and work independently.

Members should never work in competition against each other. Neither should they step on each others areas of responsibilities or take over tasks without asking.

Code de conduite

1 Introduction

2 Responsabilité

3 ...

4 ...

5 ...

6 ...

7 ...

8 ...

9 ...

10 Focus

At Octanis, we encourage members to take the lead of a single project or task and do that one thing well. Trying to work on fifteen different ideas at the same time will likely end in your own dissatisfaction. Focusing will help you achieve much more in a shorter amount of time. Ask members for help and set yourself a deadline (or ask a member to set one for you) and make a simple plan. We expect you to pay attention to details, but also regularly assess if the details are not distracting you from the goal.

11 Ideas

Good ideas are rare. Bad ideas are common. You'll have a hard time telling the difference if you keep everything to yourself. If you have an idea, write it down, then try convincing someone about it. We encourage members to share their ideas openly and get feedback quickly. Prevent group-think by also getting feedback from your friends and family.

If you incorporate ideas, tools or software from others, it's expected that you take their intellectual property rights into due consideration. Be sure to check licensing and always give credit appropriately.

By default ideas created at Octanis are kept behind closed doors until they are deemed ready for public release or if you have permission from the idea initiator.

You have to be careful that you're not giving yourself credit for simply having the idea when you should be working on it, convincing people of it, looking for first users and getting potential sponsors for it. Don't brag about your idea until you've put in some work.

«Minimise the time to try things. Maximise the rate of learning.»

12 Failure

Failure is inevitable. You worked on a project for weeks and now realise it was all for nothing. You pitched your idea in front of an audience and got rejected. You were criticised by a person you respect. These can be painful events, but they all contain important messages: Do it again and do it fast.

Sometimes the time isn't right, the people unprepared or the idea not thought through. It doesn't matter. What does is that you learn from your mistakes and get up and do it again.

13 Success

Success is not purely a matter of luck. You are not a lottery ticket. You will succeed if you put in hard work and encourage others to help you.

A successful Octanis project is one that has brought value to society. Value can take the form of helping others achieve their goals, reducing general suffering, improving learning and education, building great relationships, creating open devices, tools, protocols and methods, writing good documentation and so on.

14 Respect

We take pride in the diversity of our members, partners and others with whom we interact and treat them with respect, fairness and dignity. We are committed to create and maintain an environment free from discrimination, harassment and retaliation.

When we criticise other views and ideas, we do so constructively and leave our own interests and ego out of the discussion. When we are criticised we listen and try to hear what the other person is saying. We try to refrain from unproductive and emotional arguments and we always come to an agreement.

15 Moving on

If you don't want to work on a certain project anymore, make sure you tell the other members. Also inform them of why you are moving on and what you learned from the project work. Other members will respect your decision to move on in any case.