

Articles of Association

1 Name, Domicile and Purpose

Art. 1 Name

In the name of

Octanis

a non-profit association of legal status according to articles 60 et seq. of the Swiss Civil Code is established.

Art. 2 Domicile

The associations 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 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 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 Benefits

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) Member outside Committee:
50.- / year
- (b) Executive Committee Member:
100.- / year

Art. 10 Voting Rights

Members outside the committee and Executive Committee members have equal voting rights. Passive members have no 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.

Art. 12 Passive Membership

Members observing the associations activities without participating actively fall into the category of a Passive Member. Passive Members pay no membership fee but are also not permitted to access tools, materials or any of the other facilities the association provides. Passive members have no voting rights.

3 Organisation

Art. 13 Bodies

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

Art. 14 General Assembly

The General Assembly is the associations supreme authority. It is composed of all the members and is held annually. An Extraordinary General Assembly which discusses a specific topic or issue can be called for at any time.

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. 15 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. 16 Resources

The association funds its activities through

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

Art. 17 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. 18 EPFL

The association respects the various rules concerning associations at 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 target members of EPFL.

6 Various

Art. 19 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. 20 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, 30.10.2016
