



# Statutes

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The items marked with a circle° are those provided for in Council Regulation (EC) No 1435/2003 of 22 July 2003 on the Statute for a European Cooperative Society (SCE) <https://eur-lex.europa.eu/legal-content/EN/TXT/?uri=CELEX:32003R1435>, Article 5(4).



# 1. General provisions

## 1.1 Legal form

The persons adhering to these Statutes shall constitute a cooperative.

The cooperative which is the subject of these Statutes is constituted as a [European Cooperative Society - SCE](#), in accordance with Council Regulation (EC) No 1435/2003, with limited liability, under French law.

The cooperative operates with a single Board of Directors (hereinafter referred to as the "Board of Directors"), described in § 4.2.

The cooperative derogates from the principle of exclusivity, in particular in order to adapt to national election regulations where these require the creation of *ad hoc* entities for elections.

## 1.2 Text of these Statutes

The following appendices form an integral part of these Statutes:

- 1) Appendix 1: Logo;
- 2) Appendix 2: Mandatory provisions of the Statutes of National Organisations;
- 3) Appendix 3: Society of Agreement;
- 4) Appendix 4: Moderation rules;
- 5) Appendix 5: List of National Organisations;
- 6) Appendix 6: Majority Judgement algorithm;
- 7) Appendix 7: List of taxonomic tags;
- 8) Appendix 8: Sample Business Plan for an Entrepreneurial Prototype;
- 9) Appendix 9: List of Founding Members.

## 1.3 Name and logo\*°

The cooperative which is the subject of these Statutes shall be known as : "CosmoPolitical Cooperative SCE (the Cooperative).

The Cooperative's logo is the one shown on the Appendix 1: Logo.

## 1.4 Capital

### 1.4.1 Amount

The nominal value of each share subscribed by Cooperators and paid back to Outgoing Cooperators during the first Financial Year (as defined in § 6.2 and 7.2.1) is EUR 10 (ten euros). The nominal value of shares in each subsequent Financial Year is computed by applying to the nominal value of shares of the previous Financial Year the average value, computed over the previous Financial Year, of the 'interest rate on the main refinancing operations' of the European Central Bank<sup>1</sup>. The nominal value of shares is publicly displayed on the Cooperative's web site.

The amount of capital subscribed upon foundation of the Cooperative is EUR 30,000 (thirty thousand euros).

The capital is variable. It cannot be reduced below the minimum capital for cooperatives, as provided for in Article 27 of the French law n°47-1775 on cooperatives.

<sup>1</sup> Visible at: [https://www.ecb.europa.eu/stats/policy\\_and\\_exchange\\_rates/key\\_ecb\\_interest\\_rates/html/index.en.html](https://www.ecb.europa.eu/stats/policy_and_exchange_rates/key_ecb_interest_rates/html/index.en.html)



### *1.4.2 Transfer of shares between Cooperators*

The transfer of shares between Cooperators (Cooperators are defined in § 5.3) can only be made by a Cooperator holding a larger number of shares to another Cooperator holding a strictly smaller number of shares, and if the buyer after the transfer holds a number of shares equal to or less than the number of shares held by the seller after the transfer.

The only exception to this rule is the departure of a Cooperator, where the procedure described in § 1.4.4 applies.

### *1.4.3 Permanent subscription of shares*

Any Cooperator shall have the permanent right to subscribe for any number of shares in the Cooperative during a Financial Year (defined in § 6.2), up to the maximum capital increase per Cooperator, which is a Quantitative Parameter Affecting Internal Processes, defined in § 3.4 . The subscription to shares of the Cooperative constitutes an irrevocable commitment by that Cooperator to purchase the determined number of shares at their nominal value indicated in § 1.4.1 . A Cooperator who has subscribed to at least one share of the Cooperative since the beginning of the Financial Year is called a Subscriber.

The Board of Directors keeps and manages a nominative register of all subscribed shares. The total number of shares subscribed, the Pseudonym of each Subscriber, the number of shares subscribed by this Subscriber and the date of subscription are visible to all Cooperators on the Platform.

### *1.4.4 Restitution of shares on the departure of Cooperators*

When a Cooperator leaves the Cooperative, for any of the reasons mentioned in § 5.3.2 or 5.3.3 s/he shall be deemed to be an Outgoing Cooperator. The nominal value of his/her shares shall be reimbursed to him/her or to his/her heirs in accordance with the following procedure.

The Board of Directors shall keep and manage a register of all the shares of the Outgoing Cooperators since the beginning of the current Financial Year (as defined in § 6.2). The total number of shares of the Outgoing Cooperators is visible to all Cooperators on the Platform.

At the end of each Financial Year :

- the Cooperative shall reimburse to all Outgoing Cooperators the nominal value, as defined in § 1.4.1 , of their shares;
- the Cooperative shall transfer to the Subscribers at their nominal value the shares of all the Outgoing Cooperators of that Financial Year, until all the subscribed shares have been used up. The shares shall be allocated to the Subscribers as follows:
  - (step 1) in each round, one share is allocated to a Subscriber chosen at random from among those who have not yet received a share in that round, until all Subscribers have received a share in that round, in which case the process proceeds to step 2, or until all the shares of the Outgoing Cooperators have been exhausted, in which case the process ceases;
  - (step 2) all Subscribers who have exhausted their subscription are removed from the process;
  - (step 3) a new round starts in step 1 with all Subscribers whose subscription contains at least one unit still to be purchased.
- if the number of shares subscribed during the Financial Year is strictly less than the number of shares of the Outgoing Cooperators, the Cooperative shall reduce its capital accordingly;
- if the number of shares subscribed during the Financial Year is strictly greater than the number of shares of the Outgoing Cooperators during the same Financial Year, the Board of Directors shall propose to the Subscribers an increase in capital, in accordance with § 1.4.5 of these Statutes. The Board of Directors shall propose to the Subscribers an increase in capital, equal to the number of shares remaining out of the total number of shares subscribed after redemption of the shares of the Outgoing Cooperators.



### **1.4.5 Capital increases**

Increases in the Cooperative's capital shall be proposed by the Board of Directors at the end of each Financial Year (as defined in § 6.2) in the cases provided for in § 1.4.4, and following the selection of a Entrepreneurial Prototype (as defined in § 3.3.17 ) and following the selection of an Investment Proposal (as per § 3.3.8 ).

The Board of Directors may propose, at its discretion, capital increases additional to those listed above. Such capital increases at the discretion of the Board of Directors are an Operational Decision subject to the prior approval of the Cooperators, in accordance with § 3.5 .

## **1.5 Registered office\*°**

The Cooperative's registered office is located in the European Union. It is located at 229, rue Solférino, 59000 Lille, France. The management office is not separated from the registered office.

A change of registered office within the same EU Member State is an Operational Decision (as defined in § 3.5 ) and must be made in accordance with the procedures applicable to Operational Decisions.

The transfer of the registered office from one EU Member State to another is a Strategic Decision and can only be carried out in accordance with the procedures applicable to this Type of Strategic Decision (described in § 3.3.21 ).

## **1.6 Names, first names of the founding members°**

The full names of the founding members of the Cooperative are set out in the Appendix 9: List of Founding Members.

## **1.7 Working languages**

English and Esperanto are the official working languages of the Cooperative. All proposals and initiatives submitted, as well as all decisions taken, shall be made according to the procedures laid down in Chapter 3 and shall be written in English or Esperanto.

## **1.8 Dominant language for the interpretation of these Statutes**

These Statutes are available in English and French. Both documents are considered as originals.

An Operational Decision of the Board of Directors, taken in accordance with § 3.7 , may add a version of these Statutes in Esperanto, which shall then be considered as an original in the same way as the French and English versions.

In case of conflict between the English, Esperanto and French versions of the Statutes, the French version shall prevail.

## **1.9 Gender of names in these Statutes**

Where a word designating a natural person is used in these Statutes, it shall apply equally to any natural person, irrespective of the gender of the natural person and irrespective of the gender, in French, of the word designating him or her.

## **1.10 Duration and dissolution**

The Cooperative is founded for a period of 99 years from the date of its registration. The Cooperative may be extended in accordance with the legal provisions.

Apart from the legal provisions, the Cooperative can only be dissolved in accordance with § 3.3.22 .



## 2. Aim and objectives

### 2.1 Intent of these Statutes

The main intention of the present Statutes is to ensure the **internal democracy** of the Cooperative's operations.

The internal democracy of the Cooperative is understood as follows: (1) all Cooperators participate in the decision-making process (definition and selection of Strategic Decisions, defined in § 3.2 and 3.3 , definition of Quantitative Parameters affecting internal procedures, defined in § 3.4 and control of the Operational Decisions, defined in § 3.5 and 3.6 ); and (2) the decisions, once democratically adopted, are implemented by and binding on all Cooperators and National Organisations.

This means that the following **conditions** must be met in the legal and software infrastructure of the Cooperative:

- in all **Types of Strategic Decisions** (listed in § 3.2 ), all Cooperators will be able to participate in three key stages of the process: (1) **initiating** new actions, (2) **amending** these actions and (3) **selecting** the actions to be implemented by the Cooperative;
- the **selection** and **voting** procedures must be **sincere** and not subject to interference, "tactical voting" or any other consideration affecting the sincerity of the opinion expressed by the Cooperators;
- **the maximum possible level of equality** between the Cooperators should be sought, including with regard to: native language, geographical location, financial means, digital bandwidth, time available;
- strong internal **discipline** ensures that decisions, once democratically taken, are implemented;
- the **accounts** and supporting **documents** for the Operational Decisions of the Board of Directors and the Mediation and Arbitration Council (defined in § 4.3 ) shall be made **available** to all Cooperators in a **transparent manner**.

### 2.2 *Raison d'être* - Cooperative project

The "*raison d'être*" (as defined in article 1835 of the French Civil Code) of the Cooperative is to unite the natural and legal persons, described in § 5.1 , who work and act together - who cooperate - in a democratic way, at the level of the European Union, to make its vision of a just, sustainable and happy society for the 21<sup>st</sup> century, the Society of Agreement, as defined in Appendix 3: Society of Agreement, a reality by 2050 or earlier. This is in line with Article 1 of the French Law n° 47-1775 of 10 September 1947 on the status of cooperation, according to which the cooperative "*exercises its activity in all branches of human activity*".

The Cooperative is a cooperative for political, economic and social transformation, which means that:

- the Cooperative makes available to the public, free of charge or for a fee, resources (in particular: training) leading to, or supporting, the transformation of individual practices towards those that will be the norm in the Society of Agreement, and thus also leading the citizens of the European Union to learn about the Cooperative and, where appropriate, to become Cooperators;
- its Cooperators and Employees (defined in § 5.4 ) act collectively and collaboratively, directly in their personal capacity or in their professional activities, to transform society towards the Society of Agreement, where the existing legal, regulatory and public budgetary framework permits;
- the Cooperative itself engages in economically self-sustaining, productive, activities of any kind, which transform society towards the Society of Agreement, where the existing legal, regulatory and public budgetary framework permits;
- its Cooperators and Employees transform the existing legal, regulatory or public budgetary framework when this framework prevents, delays or hinders this transformation towards the Society of Agreement, by ensuring that Cooperators are democratically elected to positions of responsibility and decision-making in public institutions at all levels, from the municipality to the European Union;





with the support of its National Organisations (as defined in paragraph 5.5 ) in cases where direct action by the Cooperative is not permitted in their respective Member State, so that the Cooperative may in these circumstances admit as beneficiaries of its services third parties who are not members, introduced or affiliated to its Cooperators.

The Cooperative supports citizen participation and participatory democracy in all aspects of policy-making and pursues its objectives in accordance with the principles on which the European Union is founded, as described in Art. 2 of the Treaty on European Union and by the Charter of Fundamental Rights of the European Union, in particular the protection of human dignity, freedom, democracy, equality and respect for the rule of law and human rights.

### 2.3 Statement of purpose

The purpose of the Cooperative is to provide its Cooperators and National Organizations with the service of enabling them to carry out the following actions, thus contributing to the development of their social activities:

- To carry out and support, materially or morally, individual or collective actions of the Cooperators, in their personal capacity or in a professional capacity, within the framework of the existing legal, regulatory and public budgetary framework, which support the realisation of the purpose of the Cooperative as defined in § 2.2 ;
- To define democratically among the Cooperators the Public Policies at all levels, which modify the existing legal, regulatory and budgetary public framework, in accordance with its Political Programme defined in § 2.4 of this document, and which the Cooperative or its National Organisations will support in Public Elections (defined in § 3.3.14 );
- To participate, or, where national legislation obliges, to support the participation of *ad hoc* temporary structures, in elections to the **European Parliament**, in **municipal** elections and, more generally, in all elections in a Member State of the European Union where the right to vote, both active and passive, is open to citizens of all Member States of the European Union;
- To support the participation of its National Organisations in the elections in their respective Member States for which the right to vote or to stand for election is reserved for citizens of that Member State;
- To collect, on behalf of each National Organization, the periodic subscriptions, other compulsory contributions, legacies and donations of the members of that National Organization, and to transfer, in compliance with national tax legislation, these sums to that National Organization;
- To support the elective mandate of its Cooperators elected to positions of public responsibility;
- To engage, directly or through subsidiaries, in productive and economically autonomous activities of all kinds, within the existing legal, regulatory and public budgetary framework, generating any combination of tangible and intangible goods and services, placed at the disposal of the Cooperators or non-Cooperators, whether in return for payment or free of charge, productive activities which support the realisation of the Cooperative's purpose as defined in § 2.2 ;
- To take democratically among the Cooperators all the Types of Strategic Decisions listed in § 3.2 of these Statutes and others that may arise in the future;
- To define democratically among the Cooperators all the Quantitative Parameters Affecting the Internal Processes listed in the § 3.4.1 of the present Statutes and others that may appear in the future;
- To control democratically among the Cooperators all Types of Operational Decisions listed in the § 3.5 of these Statutes and others that may arise in the future;
- To deliberate freely among Cooperators, online and offline, on all matters they deem appropriate to contribute, directly or indirectly, to the purpose of the Cooperative, as defined in § 2.2 of these Statutes;
- Receive training in any area of knowledge or skill useful to the Cooperators in the exercise of their activity within the Cooperative;



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- To organise jointly between Cooperators and/or Employees and/or to call upon volunteers or subcontractors to carry out any event contributing to the realisation of the Cooperative's purpose, as defined in § 2.2 of the Statutes ;
- To carry out jointly between the Cooperators and/or Employees and/or to call upon volunteers or subcontractors to carry out any communication, campaigning or advocacy task in favour of the realisation of the Cooperative's raison d'être, as defined in § 2.2 of these Statutes, the implementation of the Public Policies that its Cooperators have jointly decided to support, aiming at the election of candidates to Public Elections, and more generally its development;
- To develop and maintain the digital platform supporting the execution of its functions (the Platform) and to make it available to the general public under an open source licence. The Platform includes : (1) software dedicated to online deliberative democracy and its instantiation on a server; (2) an online collaborative workspace, for the internal use of the Cooperative, to share, discuss and draft documents and to organise internal meetings or including non-member participants of the Cooperative; (3) a website for the presentation of the Cooperative and for public communication; (4) an infrastructure supporting remote audio or video meetings, including but not limited to audio or video channel sharing, shared document display, real-time simultaneous collaborative document writing; (5) any other online software that supports the achievement of the Cooperative's "raison d'être" set out in § 2.2 . The Platform relies on open source software, unless a duly justified exception is adopted in accordance with an Operational Decision as described in § 3.5 and 3.6 .
- To develop and maintain these Statutes and related documents, and to make them available to the general public under an open licence, as described in § 7.3 ;
- To support other Cooperatives with objectives aligned with the purpose of the Cooperative, as defined in § 2.2 of these Statutes;
- More generally, to carry out, directly, through subsidiaries or by means of services or manufacturing carried out by its Employees, its volunteer Cooperators or its subcontractors, once the necessary approvals have been obtained, all activities (of a commercial, cultural, educational or industrial nature, or services such as, but not limited to : banking, insurance, asset management, investment in listed or unlisted companies, collective defence of the interests of workers or the weakest social categories), whether free of charge or against payment, contributing to the execution of the purposes defined above.

### 2.4 Political programme\*

The object of the Cooperative is the implementation of the Society of Agreement, as defined in Appendix 3: Society of Agreement of these Statutes, in the European Union and beyond, in 2050 or earlier.

### 2.5 Not-for-profit action\*

The Cooperative is founded to pursue its purpose as defined in § 2.2 of the Statutes.

For the avoidance of doubt, the Cooperative is not for profit, in the sense that no funds will be distributed to the Cooperators except to :

- reimburse travel or accommodation expenses, according to the rules defined in the framework of an Operational Decision (as defined in § 3.5 )
- remunerate the members of the Board of Directors and the Mediation and Arbitration Council for their working time, according to the rules defined as an Operational Decision (as defined in § 3.5 ).

No funds shall be distributed to the National Organisations, except from the transfer of membership fees, other compulsory contributions, legacies or donations from their own members, which have been collected on their behalf by the Cooperative.

In particular, no rebate shall be paid by the Cooperative to its Members, regardless of the type of such Members, among those described in § 5.1 . Any operating surplus shall be retained by the Cooperative as reserves or as an increase in the share capital.



## 2.6 Compliance with the Cooperative Principles

The Cooperative follows the cooperative principles defined in article 1 of the French law n° 47-1775 of 10 September 1947 on the status of cooperation:

- voluntary membership open to all (cf. 5.3.2 , 5.4.2 and 5.5.2 ),
- democratic governance (cf. in particular § 3 ),
- the economic participation of its members (see § 3.3.9 and 3.3.17 );
- the training of these members (cf. 2.3 ); and
- cooperation with other Cooperatives (cf. § 2.3 and 2.7 ).

## 2.7 Cooperation between members

The Cooperators and the National Organisations of the Cooperative shall act cooperatively and in good faith with each other, in a spirit of mutual respect, caring, encouragement and support, and shall avoid any action or failure to act which is detrimental to the Cooperative, the Cooperators or the National Organisations.

# 3. Internal decision-making processes and voting procedures\*

## 3.1 Categories of decisions

There are three categories of decisions:

1. Strategic Decisions ;
2. Definition of Quantitative Parameters Affecting Internal Processes; and
3. Operational decisions.

## 3.2 List of Types of Strategic Decisions

A Strategic Decision is one or more of the following, each of which is a Type of Strategic Decision.

The Types of Strategic Decisions to be implemented by the Board of Directors are the following. In this list, the Strategic Decisions marked with an asterisk (\*), adopted as described in the paragraphs of these Statutes specified below, shall be deemed to have been ratified in the form required for Ordinary General Assembly deliberations, those marked with two asterisks (\*\*) in the form required for Extraordinary General Assembly deliberations:

- Selection of candidates, appointment and dismissal of the Board of Directors\* (§ 3.3.2 ) ;
- Constructive no-confidence motion replacing the Board of Directors\* (§ 3.3.3 ) ;
- Selection of candidates, appointment and dismissal of members of the Mediation and Arbitration Council\* (§ 3.3.4 ) ;
- Definition of the internal budget and of the Annual Cooperators' Contribution to the operations\* (§ 3.3.5 ) ;
- Selection of External Communication Campaigns (§ 3.3.6 ) ;
- Selection of Internal Events (§ 3.3.7 ) ;
- Selection of Investments (§ 3.3.8 ) ;
- Selection of Cooperator's Projects (§ 3.3.9 );



- Definition of Actions of Organisations or Sectors towards Sustainability (§ 3.3.10);
- Selection of Stages in Sustainability Dialogue in which to participate (§ 3.3.11);
- Selection of the Negotiating Team for a Sustainability Dialogue (§ 3.3.12);
- Definition of Public Policies (§ 3.3.13);
- Selection of Public Elections to participate in (§ 3.3.14);
- Selection of candidates for Public Elections (§ 3.3.15);
- Definition of the rules governing pre-election alliances and government coalition contracts with third party political organisations (§ 3.3.16);
- Selection of the Entrepreneurial Prototypes, among those described in the Cooperative's Statement of Purpose in § 2.3 (§ 3.3.17);
- Stopping the financing of an investment or the start-up phase of a Entrepreneurial Prototype (§ 3.3.18);
- Creation of an affiliated European political foundation (§ 3.3.19);
- Amendment of the Statutes\*\* (§ 3.3.20);
- Transfer of the registered office to another EU Member State\*\* (§ 3.3.21);
- Dissolution of the Cooperative\*\* (§ 3.3.22).

The types of Strategic Decisions to be implemented by the Mediation and Arbitration Council are

- Initiate an Investigation Procedure concerning a Cooperator (§ 3.3.23);
- Initiate an Investigation Procedure concerning a National Organisation (§ 3.3.24);
- Initiate an Investigation Procedure concerning the Board of Directors (§ 3.3.25).

### 3.3 Decision-making process on Strategic Decisions

A Strategic Decision is the definition and selection of an Action from one or more Action Proposals.

For each Type of Strategic Decision, the paragraphs from 3.3.2 à 3.3.25 include a description of :

- the definition of the Action Proposals, where this is not self-evident;
- the Content of the Action Proposal for the Strategic Decision. The Content may include taxonomic information, defined in the Appendix 7: List of taxonomic tags, allowing other Cooperators to easily find the Action Proposal using a search function;
- which of the following three options should be used to display the existence and content of the Action Proposals corresponding to this Type of Strategic Decision, each of these Options constituting a Display Mode of Action Proposals:
  - the existence and content of the Action Proposals are public on the Platform, and are displayed to non-Cooperators under the same conditions as to Cooperators. This Display Mode is called "Public Display";
  - the existence and content of the Action Proposals are displayed to non-Cooperators only when the Action Proposals have been selected. When the Mode of Selection of Action Proposals is by Support Tokens, only those Action Proposals which have received at least one Support Token, and of these, those which have received the highest number of Support Tokens, are displayed. The number of Action Proposals displayed in this case is a Quantitative Parameter Affecting Internal Processes, defined in § 3.4. This Display Mode is called "Public display after selection";
  - the existence and content of the Action Proposals are never displayed to non-Cooperators. This Display Mode is called "Display restricted to Cooperators only".



- the composition and size limits (Quorum and maximum number of Active Participants) of the Working Group empowered to modify the Content of the Action Proposal;
- the Selection Mode between competing Action Proposals, specifying whether or not there is Distributed Moderation in the process;
- the timetable for the Strategic Decision ;
- the majority and quorum\* requirements of the Strategic Decision.

### 3.3.1 Processes common to all Strategic Decisions

Strategic Decisions are taken collectively by the Cooperators, remotely, in writing, in non real time, using the Platform's dedicated online deliberative democracy software and its instantiation on a server.

#### 3.3.1.1 Launching an Action Proposal

Any Cooperator may initiate the process leading to a Strategic Decision of a given Type, provided s/he has not reached the maximum number of simultaneous Working Groups for that Type of Strategic Decision. This number is a Quantitative Parameter Affecting Internal Processes, defined in § 3.4 .

The Cooperator initiates this process by creating a document describing his/her proposed Strategic Decision (the Action Proposal), and requesting that it be made visible on the Platform (to be Published) for all Cooperators or for the general public, as indicated in §§ 3.3.2 to 3.3.25 below.

The required content of the Action Proposal for each Type of Strategic Decision is set out in §§ 3.3.2 to 3.3.25 below. The Action Proposal must contain text for each element of its Content.

#### 3.3.1.2 Distributed Moderation

For some Types of Strategic Decisions, the Action Proposal must be approved by a Distributed Moderation before it is published. The question of whether Action Proposals for a given Type of Strategic Decision must be submitted to a Distributed Moderation is described in the article of these Statutes describing that specific Type of Strategic Decision in §§ 3.3.2 to 3.3.25 below.

When no Distributed Moderation is requested by the Statutes, the Action Proposal is immediately published on the Platform, according to the Display Mode specified for this Type of Strategic Decisions.

The Distributed Moderation process works as follows:

1. The Platform randomly selects an odd number of Cooperators (the Moderators). The number of Moderators is a Quantitative Parameter Affecting the Internal Processes, as defined in § 3.4 . The Platform then sends a message to these Moderators asking them to moderate the Content of the Action Proposal before a given deadline.
2. Each of the Moderators compares the Content of the Action Proposal with the documents specified in § 3.3.2 to 3.3.25 below, which include the Cooperative's moderation rules (as defined in Appendix 4: Moderation rules of these Statutes), and votes on whether the Action Proposal complies with them.
3. On the deadline, or as soon as all Moderators have voted, the Platform:
  - a) Publishes the Action Proposal, according to the Display Mode specified for this Type of Strategic Decisions, if a majority of the Moderators have voted that the Action Proposal conforms to the specified documents, in the event of a tie, or if no Moderator has voted by the deadline,
  - b) hides the Action Proposal from all other Cooperators than its initiator if a majority of the Moderators have voted that the Action Proposal does not comply with the specified documents.

#### Setting up a Working Group

Publication of the Action Proposal triggers the creation of a group of Cooperators dedicated to the discussion, amendment and adoption of that Action Proposal (the Working Group, each member of the



Working Group being an Active Participant). The Cooperator initiating the Action Proposal is the first Active Participant of the relevant Working Group.

The Platform gives each Cooperator the possibility to set up an unlimited number of automated alerts including taxonomic information, among those of the Appendix 7: List of taxonomic tags that interest him/her. The Platform immediately notifies the Cooperator of the creation of any Action Proposal whose taxonomic information corresponds to that of any of its automatic alerts.

Any Cooperator may apply to join the Working Group attached to the Action Proposal, provided that it has not reached the maximum number of Working Groups, for that Type of Strategic Decisions, in which Cooperators are allowed to participate simultaneously. This number is a Quantitative Parameter Affecting the Internal Processes, defined according to § 3.4 .

The Active Participants of the Working Group decide by qualified majority whether or not to admit each Cooperator who applies to join the Working Group. The threshold for qualified majority in the decisions taken in Working Groups is a Quantitative Parameter Affecting the Internal Processes, defined according to § 3.4 . Each Cooperator having been admitted by a qualified majority of the existing Active Participant(s) in the Working Group shall immediately become an Active Participant of that Working Group with full voting rights.

Cooperators who have applied to the Working Group, but who have not been able to join because the maximum number of Active Participants for that type of Working Group has been reached, are placed on a waiting list (ranked in chronological order of their application, earliest first) and must be approved by the current Active Participants as soon as a place becomes available. The maximum number of Active Participants in each type of Working Group is a Quantitative Parameter Affecting Internal Processes, defined according to § 3.4 .

### *Amendment Cycles*

Once the Working Group has reached the Quorum of Active Participants specific to that Type of Strategic Decisions, it starts to amend the Action Proposal in repeated cycles (the Amendment Cycles). The Quorum for each type of Working Group is a Quantitative Parameter Affecting Internal Processes, defined according to § 3.4

The continuation of Amendment Cycles is only possible as long as the number of Active Participants in the Working Group is equal to or greater than this Quorum. If it is less than this number (e.g. because Active Participants have left the Working Group), the Amendment Cycles shall cease.

Each Amendment Cycle consists of three phases:

1. Drafting amendments: Each Active Participant may propose amendments to the existing version of the Action Proposal and attach a justification text.
2. Voting on amendments : Each Active Participant can give a mark to each amendment. Once all the scores have been collected, or within a predefined period of time, the amendments to be included in the next version of the Action Proposal are selected by a Majority Judgement procedure (described in Appendix 6: Majority Judgement algorithm) against the existing text. If no amendments have been included in the Action Proposal, the Amendment Cycle is considered unsuccessful. If the maximum number of consecutive unsuccessful Amendment Cycles is reached, the process is stopped, the Working Group is dissolved and the Action Proposal is archived. The maximum number of consecutive unsuccessful Amendment Cycles is a Quantitative Parameter Affecting Internal Processes, defined in accordance with § 3.4
3. Decision to stop or continue the amendment process: Each Active Participant votes on whether the new version resulting from this Amendment Round should be amended again in a new Amendment Cycle or whether it should be considered as final and submitted to the selection process for Action Proposals described below. The decision is taken by a simple majority of the Active Participants in the Working Group.

Once the Action Proposal has been approved for submission to the Action Proposal selection process, the Working Group is dissolved.



When a Working Group is dissolved for any reason, it is no longer counted in the quota of its former Active Participants for the maximum number of Working Groups, for that Type of Strategic Decisions, in which Cooperators are allowed to participate simultaneously.

### *List and description of the selection processes between competing Action Proposals for a given Strategic Decision*

Any Cooperator can define on the Platform the list of Taxonomic Tags (as defined in Appendix 7: List of taxonomic tags) of the Action Proposals for which s/he receives notification of the opening of the selection process by the Platform, and thus choose not to receive notification for the others. Any Cooperator, regardless of its preferences expressed on the Platform regarding notifications of Action Proposals subject to the selection process, shall receive all notifications concerning Action Proposals subject to decisions of the Ordinary or Extraordinary General Assembly.

The notification that an Action Proposal has been submitted, by the Working Group that dealt with it, to the selection process shall include: (1) the information that the selection process for this Action Proposal is open, (2) the modalities of access on the Platform to the selection process, (3) the date on which the selection process for this Action Proposal will be closed (i.e. the Financing Closing Date or the Evaluation Date as defined below), (4) the information that, for the Strategic Decisions identified with an asterisk (\*) or two asterisks (\*\*) in the list in § 3.2, this selection process is a matter for decision by the Ordinary or Extraordinary General Assembly respectively.

The process of selecting the Action Proposal(s) to be implemented by the Cooperative may take one of four forms (as specified for the relevant Type of Strategic Decision in paragraphs 3.3.2 à 3.3.25 below):

1. **Support Tokens.** For each Type of Strategic Decision where Action Proposals are selected via Support Tokens, each Cooperator is allocated a limited number of Support Tokens which s/he can freely grant to or withdraw from any Action Proposal submitted by a Working Group to the selection process. The number of Support Tokens allocated to each Cooperator for each Type of Strategic Decision selected via Support Tokens is a Quantitative Parameter Affecting Internal Processes, defined according to § 3.4. When Action Proposals are selected via Support Tokens, the Action Proposals are implemented in descending order of the number of Support Tokens issued by the Cooperators and allocated to each Action Proposal, at the Evaluation Date specified for the relevant Type of Strategic Decision: the Action Proposal having received the highest number of Support Tokens by the Cooperators at the Evaluation Date is implemented first, then the Action Proposal having received the next lowest number of Support Tokens, etc.

At the time of the creation of the Cooperative, each Cooperator can allocate at most one Support Token to a given Action Proposal. This mode of operation of Support Tokens is called "Simple Support".

An Operational Decision of the Board of Directors, taken in accordance with § 3.6, may change the mode of operation of the Support Tokens from "Simple Support" to another mode called "Quadratic Support" or from "Quadratic Support" to "Simple Support" mode.

In the "Quadratic support" mode:

- a Cooperator may allocate more than one Support Token to a given Action Proposal;
- when a Cooperator allocates Support Tokens to an Action Proposal, a distinction is made between (1) the number, always whole, of Support Tokens spent by the Cooperator and which are therefore removed from his/her allocation, and (2) the number, always whole, of Support Tokens received by the Action Proposal, and which are counted to assess whether it is selected;
- the number of Support Tokens spent by the Cooperator is equal to the square of the number of Support Tokens received by the Action Proposal, which means that if a Cooperator wants the number of Support Tokens received by the Action Proposal to be 1, s/he must spend 1 of his/her Support Tokens, but if s/he wants the Action Proposal to receive 2 Support Tokens,



s/he must spend 4 of his/her Support Tokens, if s/he wants it to receive 3 Support Tokens, s/he must spend 9 of his/her Support Tokens, and so on.

2. **Participatory Funding.** For each Type of Strategic Decision where Action Proposals are selected by Participatory Funding :

- a. each Action Proposal shall contain (1) the monetary sum, converted into Euro, necessary for its realisation (the Required Monetary Budget), (2) the number of hours of Volunteer Work of the Cooperators necessary for its realisation (the Required Volunteer Work Budget), (3) the number of hours of Employee Work necessary for its realisation (the Required Employee Work Budget), (4) the increase in the Cooperative's capital necessary to carry it out (the Required Capital Increase), (5) the date by which the necessary resources must have been raised to carry it out (the Financing Closing Date) and (6) the date by which it will be completed and no further resources will be required from the Cooperative (the Financed Action End Date).

The Required Monetary Budget must be supported by a table listing all tangible or intangible goods to be paid for by the Cooperative, their unit cost and the number of units purchased or rented.

The Required Employee Work Budget must be justified by a table listing all the tasks to be performed by the Salaried Employees, and for each task: the number of working hours and the level of qualification required. The Board of Directors shall publish on the Platform a table, visible only to the Cooperators, containing the total cost (including salary, social security contributions and taxes) to the Cooperative (the Labour Cost) of each hour of work by the Employees, for each level of qualification.

The Required Volunteer Work Budget must be justified by a table listing all the tasks to be performed by the Cooperators, and for each task: the number of hours of Volunteer Work and the skills required.

These tables will take the form of shared spreadsheets hosted on the Platform, performing and justifying all calculations with explicit formulas, using the Labour Cost per hour of work of the Employees, as published by the Board of Directors.

- b. the Strategic Decision of the "Budget Definition" type (see § 3.3.5 ) defines, at each moment in time, a Total Shared Budget for the Strategic Decisions of this type for the Budget Year (as defined in § 6.2), of which one part is expressed in monetary units, and the other one in hours of Employee Work.

Each Cooperator shall receive an equal fraction of this Total Shared Budget for Strategic Decisions of that Type (the Cooperator's Budget Share), expressed in Euros and in hours of Employee Work, and may freely allocate this monetary sum and these hours of Employee Work to one or more Action Proposals of that Type. Each Cooperator may furthermore devote hours of his or her time to Volunteer Work freely to one or more Action Proposals. Each Cooperator may also commit to contribute with its own resources to the Capital Increase required by one or more Action Proposals, up to a maximum amount per year, the Capital Increase Ceiling per Cooperator, which is a Quantitative Parameter Affecting Internal Processes, defined in § 3.4

An Action Proposal is selected as soon as, and if and only if :

- a) the total monetary sum allocated by all Cooperators to this Action Proposal from their Budget Shares for this Type of Strategic Decision exceeds the Required Monetary Budget of this Action Proposal;
- b) the total number of hours of Employee Work allocated by all Cooperators to this Action Proposal from their Budget Shares for this Type of Strategic Decision exceeds the Required Employee Work Budget of this Action Proposal;
- c) the total number of hours of Volunteer Work devoted by all Cooperators to this Action Proposal exceeds the Required Volunteer Work Budget of this Action Proposal; and





- d) the total monetary sum committed by all Cooperators from their own resources to a capital increase of the Cooperative for this Action Proposal exceeds the Required Capital Increase of this Action Proposal,

at the latest on the Financing Closing Date.

As soon as an Action Proposal is selected :

- a) the money, the Employee Work hours and Volunteer Work hours are frozen and cannot be allocated by their Cooperator to any other Action Proposal. Cooperators are, however, allowed to allocate funds or hours of Employee Work from their Budget Shares, Volunteer hours or their own financial resources to an Action Proposal that has been selected, until the Action Proposal's Financed Action End Date. This allocation of funds, of hours of Employee Work or of Volunteer Work hours after the time the Action Proposal has been selected is irreversible. Each Cooperator is obliged to contribute the number of hours of Volunteer Work and the financial resources to which s/he has committed to a selected Action Proposal.
- b) The Active Participants of its Working Group constitute the Project Team. The Project Team operates by consent.
- c) The Project Team is required to manage the project defined by the Action Proposal (the Action), along the lines of the selected Action Proposal, which includes: (1) carrying out the hours of Volunteer Work to which the members of the Project Team have committed themselves; (2) organising the work of the Cooperative's Employees and any suppliers or subcontractors; (3) organising the Volunteer Work of the Cooperators who have committed themselves to it in the Participatory Financing, and of any other volunteers, whether Cooperators or not members of the Cooperative; (4) to acquire the tangible and intangible goods provided for in the Required Monetary Budget, in the best economic, social and environmental conditions, within the limits fixed by the Required Monetary Budget;
- d) The Board of Directors shall pay the expenses generated by the Action, within the limits set by the Required Monetary Budget, against invoices;
- e) the Board of Directors recruits new Employees, or assigns and trains existing Employees of the Cooperative, to perform the tasks assigned to them in the Action Proposal;
- f) The Board of Directors shall proceed to capital increases or subscribe loans up to the amount and on the dates requested by the Project Team, within the limits of the Financing Plan;
- g) The Board of Directors establishes on the Platform a workspace dedicated to the Action, where the Project Team, the Employees, the suppliers or subcontractors, the Cooperators who have committed to provide Volunteer Work in the Participatory Financing, and all the other volunteers, whether Cooperators or not members of the Cooperative, co-operate for the implementation of the selected Action.

If the Action Proposal is not successful, the Action Proposal shall be dissolved and all monies, hours of Employee Work and hours of Volunteer Work allocated to it shall be returned to their respective original Cooperators, so that these Cooperators may freely allocate them to other Action Proposals of the same type (for monies and hours of Employee Work from the Cooperative's budget) or of any type (for hours of Volunteer Work or their own financial resources)

- 3. **Majority Judgement.** For each Type of Strategic Decision where the Action Proposals are selected by Majority Judgement, the Action Proposals to be implemented are selected in descending order of the median score received from the Cooperators, at the Evaluation Date it defines, with cases of tie resolved according to the Majority Judgement algorithm described in Appendix 6: Majority Judgement algorithm. Where there is only one Action Proposal on the Evaluation Date, it is selected. The vote on a Action Proposal selection according to the Majority Judgement procedure is called a Judgement. Any Cooperator may freely change his or her Judgement on any Action Proposal competing for selection, up to the Evaluation Date.



4. **Binary Vote.** For each Type of Strategic Decision where the Action Proposals are selected by Binary Vote, the Action Proposals to be implemented are voted on by the Cooperators between the following two options: (1) approval of the Action Proposal or (2) rejection of the Action Proposal. A Action Proposal is selected by Binary Vote after the following process:
  - a. the Trigger Date is defined as the date on which the number of Cooperators having cast their vote (whether approval or rejection) on the Action Proposal reaches the Trigger Threshold defined in these Statutes for that Type of Strategic Decision. On the Trigger Date, the Platform shall establish the Binary Vote Evaluation Date according to the rules defined in these Statutes for that Type of Strategic Decision and shall notify the Cooperators of the existence of such Evaluation Date;
  - b. the Action Proposal is selected if it has been approved by the votes of the Cooperators in accordance with the majority and quorum rules set out in these Statutes for that Type of Strategic Decision, on the Evaluation Date. Any Cooperator may freely change its vote on a Action Proposal submitted to a Binary Vote, until the Evaluation Date.

### **Mandatory implementation of selected Strategic Decisions**

The Board of Directors or the Mediation and Arbitration Council (whichever is competent) is obliged to implement the Action Proposals selected by the Cooperators within a timeframe defined, in decreasing order of priority: (1) in the relevant article of these Statutes describing that Type of Strategic Decision, (2) by the Action Proposal itself, (3) no later than 60 days after its selection by the Cooperators.

### *3.3.2 Selection of candidates and appointment of the Board of Directors\*°*

#### *Name and Content of the Action Proposal*

Action Proposals relevant to the Type of Strategic Decision "Selection of the Board of Directors" are known as Statements of Candidacy to the Board of Directors.

Display of the existence and content of the Statements of Candidacy to the Board of Directors is done according to the Display Mode "Public display after selection".

A Statement of Candidacy to the Board of Directors is composed of :

1. the list of Cooperators, identified by the Pseudonyms under which they are known on the Platform (as described in the § 6.7), who jointly declare themselves, as a team, candidates for the Board of Directors. This list constitutes the Working Group that processes the Statement of Candidacy to the Board of Directors;
2. the allocation of responsibilities on the Board of Directors among the Active Participants of the Working Group dealing with the Statement of Candidacy to the Board of Directors in case of election of this Working Group. The responsibilities assigned shall include at least those listed in § 4.2.1 .
3. a text setting out the actions the Working Group intends to undertake once elected to the Board of Directors during its term of office;
4. A selection of at least ten (10) Policy Proposals that the Working Group considers to be of high priority for communication and media and the justification for this choice;
5. the list of political alliances (if any) that the Working Group intends to seek with other political organisations, specifying in each case the constituencies where such alliances would be sought. These alliances must comply with the Strategic Decisions of the Type "Definition of rules governing pre-election alliances and government coalition contracts with third party political organisations" (defined in 3.3.16 ) already taken.

#### *Composition of the Working Group*

A given Cooperator shall be allowed to be part of at most one Working Group dealing with a Statement of Candidacy to the Board of Directors at any given time, in accordance with § 3.4.1 of the Statutes, and may



not be part of a Working Group dealing with a Statement of Candidacy to the Board of Directors until four (4) years after the end of its previous participation in the Board of Directors (non-renewal of mandates).

A Cooperator who has been a member of the Mediation and Arbitration Council for less than the Conflict of Interest Prevention Period may not be part of a Working Group dealing with a Statement of Candidacy to the Board of Directors. The Conflict of Interest Prevention Period is a Quantitative Parameter affecting internal processes, defined in § 3.4 .

### *Mode of selection between competing Action Proposals*

The selection from the competing Statements of Candidacy to the Board of Directors, and thus of the team that will exercise the responsibilities of the Board of Directors, is made by a Majority Judgement.

The selection between Statements of Candidacy to the Board of Directors does not include Distributed Moderation.

### *Calendar*

A Statement of Candidacy to the Board of Directors may be made at any time. It may be modified or withdrawn by the Working Group processing it, except during the period specified below, immediately prior to the End of Term of the previous Board of Directors, when the list and composition of all the Statements of Candidacy to the Board of Directors are fixed without possibility of modification.

The Evaluation Date corresponds to the End of Term of the previous Board of Directors.

A Cooperator may change his or her Judgement on an active Statement of Candidacy to the Board of Directors at any time.

The End of Term of a given Board team is the earliest of the following dates:

- the fourth anniversary of the day on which it began its mandate (the term of office of the Board of Directors is four (4) years at the most);
- 60 days after the announcement of its collective resignation, or after the announcement of its member's resignation, which results in the number of Board members falling below the Quorum for the Working Group dealing with a Declaration of Candidacy to the Board (as defined in § 3.4.1 );
- 60 days after its dissolution in accordance with a sanction pronounced by the Mediation and Arbitration Council (as defined in § 3.8.3 ).

The list of Statements of Candidacy to the Board of Directors from which the selection will be made, and the list of Cooperators in the Working Group dealing with each of them, are fixed without possibility of modification forty-five (45) days before the End of Term of a given Board team. On this date, the Platform sends a notification to all Cooperators including the following information:

- the list of the Statements of Candidacy to the Board of Directors from which the selection is to be made;
- the Evaluation Date defined above, date on which the selection process of the Nomination Statements to the Board of Directors will be closed.

This notification shall constitute an invitation to the Ordinary General Assembly.

The new Board of Directors is the Working Group dealing with the Statement of Candidacy to the Board of Directors selected at the End of the Term of the previous Board of Directors. The selection of a Statement of Candidacy to the Board of Directors at the End of the Term of the previous Board of Directors is equivalent to the election at the Ordinary General Assembly of the Working Group supporting this Statement of Candidacy to the Board of Directors. As soon as the Board of Directors is elected, the identification information referred to in § 6.8 concerning the Cooperators members of the Board of Directors are registered with the competent public authority.

The outgoing Board of Directors shall assist the new Board of Directors for a period of at least 15 days and a maximum of 60 days, at the discretion of the new Board of Directors. This assistance includes



- providing access codes to the Platform ;
- contacts with contacts in third party organisations with which the Cooperative is in contact;
- the operation of the Board's internal tools and procedures;
- the Board of Directors' archives.

### *Majority and quorum requirements\*°*

None

### *3.3.3 Dismissal and replacement of the Board of Directors\*°*

#### *Name and Content of the Action Proposal*

The relevant Action Proposals for the Type of Strategic Decision "Dismissal and replacement of the Board of Directors" are known as a Motion of Constructive No Confidence replacing the Board of Directors.

The display of the existence and content of the Motions of Constructive No Confidence replacing the Board of Directors is done according to the Display Mode "Public display after selection".

A Motion of Constructive No Confidence replacing the Board of Directors has the same composition (given in 3.3.2 ) as a Statement of Candidacy to the Board of Directors.

#### *Composition of the Working Group*

The conditions for a Cooperator to be entitled to be a member of a Working Group dealing with a Motion of Constructive No Confidence replacing the Board of Directors are identical to those (defined in § 3.3.2 ), governing his/her right to be a member of a Working Group dealing with a Statement of Candidacy to the Board of Directors.

In addition, a Cooperator who has been a member of a Working Group dealing with a Motion of Constructive No Confidence replacing the Board of Directors since the current Board of Directors took office may not be a member of another Working Group dealing with a Motion of Constructive No Confidence replacing the Board of Directors.

#### *Selection Mode between competing Action Proposals*

The adoption of a Motion of Constructive No Confidence replacing the Board of Directors is done by Binary Vote.

The adoption of a Motion of Constructive No Confidence replacing the Board of Directors does not include Distributed Moderation.

#### *Calendar*

A Motion of Constructive No Confidence replacing the Board of Directors can be created at any time following a Installation Time of the Board of Directors, this time being counted from the assumption of office of the Board of Directors in office at the time of the creation of the Motion of Constructive No Confidence replacing the Board of Directors. The Installation Time of the Board of Directors is a Quantitative Parameter affecting the Internal Processes, defined in § 3.4 .

A Motion of Constructive No Confidence replacing the Board of Directors may be amended or withdrawn by the Working Group dealing with it at any time, in accordance with the rules of procedure of that Working Group, except during the period between the Trigger Date and the Evaluation Date.

A Cooperator may change his or her Binary Vote on a Motion of Constructive No Confidence replacing the Board of Directors at any time.

The Assessment Date for a Motion of Constructive No Confidence replacing the Board of Directors is 60 days after the Trigger Date.

On the Trigger Date, the Platform sends a notification to all Cooperators with the following information:



- the Motion of Constructive No Confidence replacing the Board of Directors;
- the Statement of Candidacy to the Board of Directors, or the Motion of Constructive No Confidence replacing the Board of Directors, of the incumbent Board of Directors, as proposed to the vote at the time of the operation that led to their taking office (selection of the Board of Directors according to § 3.3.2 or the Motion of Constructive No Confidence replacing the Board of Directors according to § 3.3.3 ). This document may be amended if the current Board of Directors so wishes. In the latter case, the amendments made to the original document should be clearly visible if desired by the reader;
- the Evaluation Date defined above, date on which the process of adoption or rejection of the Motion of Constructive No Confidence replacing the Board of Directors will be closed.

This notification shall constitute an invitation to the Extraordinary General Assembly.

If the Motion of Constructive No Confidence replacing the Board of Directors is adopted on the Evaluation Date in accordance with the majority and quorum requirements set out below, the current Board of Directors shall leave office immediately. The new Board of Directors is the Working Group supporting the Motion of Constructive No Confidence replacing the Board of Directors. The adoption of a Motion of Constructive No Confidence replacing the Board of Directors on the Evaluation Date shall be equivalent to the election in an Extraordinary General Assembly of the Working Group supporting this Motion of Constructive No Confidence replacing the Board of Directors. As soon as this new Board of Directors has been elected, the identification information referred to in § 6.8 concerning the Cooperators members of the Board of Directors are registered with the competent public authority. The outgoing Board of Directors shall assist the new Board of Directors under the modalities described in § 3.3.2 .

In the case when the Motion of Constructive No Confidence replacing the Board of Directors is rejected on the Evaluation Date, the current Board of Directors shall remain in office.

### *Majority and quorum requirements*

The Trigger Threshold for a Motion of Constructive No Confidence replacing the Board of Directors is set at 20% of the Cooperators.

A Motion of Constructive No Confidence replacing the Board of Directors shall only be adopted if it has received a number of approval votes strictly higher than half of the votes cast, and if the number of votes cast exceeds a quorum equal to 50% of the number of Cooperators.

### *3.3.4 Selection of candidates, appointment and dismissal of members of the Mediation and Arbitration Council\**

#### *Name and Content of the Action Proposal*

Action Proposals relevant to the Type of Strategic Decision "Selection of the members of the Mediation and Arbitration Council" are called Statements of Candidacy to the Mediation and Arbitration Council.

A Statement of Candidacy to the Mediation and Arbitration Council consists of :

1. the Cooperator, identified by the Pseudonym under which s/he is known on the Platform (as described in § 6.8 ), who declares himself/herself a candidate for the Mediation and Arbitration Council;
2. a conflict of interest declaration, in which the Cooperator declares :
  - the sources of his/her income and that of his/her legally recognised life partner, where these sources represent more than 15% of his/her total income: in the case of a private enterprise or a self-employed person, his/her sector of activity and that of his/her main clients (NACE code as defined by Eurostat), in the case of a public administration, its Member State and region (on the NUTS 2 scale, as defined by Eurostat);
  - family or business relationships with members of the Cooperative's Board or the governing bodies of a National Organisation;



- the nature and size class of its assets, where the assets in a given class are valued at more than EUR 10 000 (ten thousand euros). The nature is to be chosen from: a) built-up buildings, b) agricultural, forest or wild land, c) shares or bonds issued by private companies, held directly or indirectly (e.g. via mutual funds), d) bonds issued by public authorities, held directly or indirectly (e.g. via mutual funds). The size class must be chosen from : (a) between EUR 10 001 and EUR 50 000, (b) between EUR 50 001 and EUR 200 000, (c) between EUR 200 001 and EUR 1 000 000, (d) above EUR 1 000 000.
3. an essay in which the candidate Cooperator of the Mediation and Arbitration Council justifies why s/he or she would be qualified to exercise these responsibilities.

The display of the existence and content of the Statements of Candidacy to the Mediation and Arbitration Council is carried out according to the Display Mode "Public display after selection".

### *Composition of the Working Group*

A given Cooperator is entitled to be part of at most one Working Group dealing with a Statement of Candidacy to the Mediation and Arbitration Council at any given time, in accordance with § 3.4.1 .

In order to limit the number of terms on the Mediation and Arbitration Council to two consecutive terms, Cooperators who have been members of the Mediation and Arbitration Council more than once in the last ten (10) years are not allowed to be part of a Working Group dealing with a Statement of Candidacy to the Mediation and Arbitration Council.

Employees are not allowed to be part of a Working Group dealing with a Statement of Candidacy to the Mediation and Arbitration Council.

In order to ensure the independence of the members of the Mediation and Arbitration Council, no Cooperator who is also :

- Member of the Board of Directors or Active Participant of a Working Group dealing with a Declaration of Candidacy to the Board of Directors or a Motion of Constructive No Confidence replacing the Board of Directors,
- Member of the Project Team of a Entrepreneurial Prototype, or Active Participant in a Working Group dealing with an Entrepreneurial Prototype Proposal,
- Member of the management bodies of a subsidiary of the Cooperative,
- elected in a municipal assembly, where the number of inhabitants of the municipality is equal to or greater than one hundred thousand (100,000), in a regional or national parliament, or in the European Parliament, or a member of a Working Group dealing with a Statement of Candidacy to these functions, or
- member of the government at municipal level, where the number of inhabitants of the municipality is equal to or greater than one hundred thousand (100,000), or of a government at regional, national or European level

may not actively participate in a Working Group dealing with a Statement of Candidacy to the Mediation and Arbitration Council.

### *How to select between competing Action Proposals*

The selection of competing Statements of Candidacy to the Mediation and Arbitration Council, and thus of members of the Mediation and Arbitration Council members, is made by a Majority Judgement.

The Assessment Date is either the End of Term of a given member of the Mediation and Arbitration Council or fifteen (15) days after the Date of Opening of a New Position on the Mediation and Arbitration Council, both dates being defined below.

The selection between Statements of Candidacy to the Mediation and Arbitration Council does not include Distributed Moderation.



### *Calendar*

A Statement of Candidacy to the Mediation and Arbitration Council may be drawn up at any time. It may be modified or withdrawn by the Cooperator who makes it up at any time, except during the period indicated below.

A Cooperator may change its Judgement on an active Statement of Candidacy to the Mediation and Arbitration Council at any time.

The End of Term of a given member of the Mediation and Arbitration Council shall be the earlier of the following dates:

- the fourth anniversary of the day on which s/he began his/her mandate (the term of office of the Mediation and Arbitration Council is four (4) years at most);
- 30 days after the date on which s/he has been removed from his/her position as a member of the Mediation and Arbitration Council, in a sanction procedure in accordance with § 4.3.5 of the present Statutes; 3.8.3
- 30 days after s/he has announced and confirmed on the Platform his/her resignation from the Mediation and Arbitration Council.

The Date of Opening of a New Position in the Mediation and Arbitration Council is the date on which the number of Cooperators exceeds a threshold triggering the opening of a new position in the Mediation and Arbitration Council (as defined in § 4.3.1 ).

The list of Statements of Candidacy to the Mediation and Arbitration Council from which the selection will be made is fixed without possibility of modification fifteen (15) days before the first of all End of Terms of the current members of the Mediation and Arbitration Council, or on the Date of Opening of a New Position on the Mediation and Arbitration Council. On this date, the Platform shall send a notification to all Cooperators including the following information:

- the list of the Statements of Candidacy to the Mediation and Arbitration Council from which the selection is to be made;
- On the Evaluation Date defined above, the date on which the selection process for the Statements of Candidacy to the Mediation and Arbitration Council will be closed.

This notification shall constitute an invitation to the Ordinary General Assembly.

The Cooperator replacing the member of the Mediation and Arbitration Council who has reached the end of his/her term of office (the Outgoing Member of the Mediation and Arbitration Council), or the Cooperator chosen to become the new member of the Mediation and Arbitration Council following the opening' of a new position on the Mediation and Arbitration Council, shall be the one whose Statement of Application to the Mediation and Arbitration Council has been selected on the Evaluation Date defined above.

The selection of a Cooperator to become a member of the Mediation and Arbitration Council on the Evaluation Date shall be deemed to constitute the election of that Cooperator to the Mediation and Arbitration Council at the Ordinary General Meeting.

As soon as the new member of the Mediation and Arbitration Council is elected, s/he shall make available to all Cooperators an e-mail address enabling them to contact him/her independently from the Platform.

### *Majority and quorum requirements*

None

### *3.3.5 Definition of the internal budget and of the Cooperators' Annual Membership Fee*

#### *Name and Content of the Action Proposal*

The Action Proposals relevant to the Type of Strategic Decision "Definition of the internal budget and of the Cooperators' Annual Membership Fee " are called Budget Proposals.



The display of the existence and content of the Budget Proposals is carried out according to the Display Mode "Public display after selection".

A Budget Proposal consists of a text document containing :

1. the Annual Membership Fee requested annually from the Cooperators to support the operations of the Cooperative. The Annual Membership Fee may be adapted to the economic or social situation of the Cooperator, a particular case of which may be, but is not limited to, the Co-operator's elective mandate in a public or private deliberative or consultative assembly or body.. In this case, the following information shall be provided: (1) the criteria used for this adaptation to the economic or social situation of the Cooperator and the parameters used to evaluate these criteria, (2) the means of collecting the necessary data, while preserving the privacy of the Cooperators, (3) the rules for calculating the Annual Membership Fee, based on the data thus collected from the Cooperators;
2. the assumption made for the number of Cooperators at the end of each calendar month, and therefore the Cooperative's own resources resulting from this;
3. the nature and amount of the permitted income (as defined in § 6.7 ) to be received and the justification of the amounts expected;
4. the General Operating Budget, i.e. the total sum allocated to the fixed costs of the Cooperative for the coming Financial Year. The General Operating Budget is subdivided into sums relating to categories of costs (including: hosting, maintenance and upscaling of the Platform, adaptation of the Platform to the Statutes, total labour costs of all Employees performing permanent tasks, rental of premises, office supplies, telecommunications, travel costs of Employees performing permanent tasks), all of which are justified;
5. the Operating Budget of the Board of Directors, i.e. the total amount allocated to the costs incurred by the Board of Directors for the coming Financial Year. The Operating Budget of the Board of Directors is subdivided into sums falling into cost categories (including financial compensation for the time spent by members of the Board of Directors for the management of the Cooperative, their social and tax contributions, telecommunications and travel expenses of members of the Board of Directors), each of which is justified;
6. the Operating Budget of the Mediation and Arbitration Council, i.e. the total sum allocated to the costs incurred by the Mediation and Arbitration Council for the coming Financial Year. The Operating Budget of the Mediation and Arbitration Council is subdivided into sums falling under the categories of costs (including financial compensation for the working time spent on the management of conflicts in the Cooperative by the members of the Mediation and Arbitration Council, their social and tax contributions, telecommunications and travel expenses of the members of the Mediation and Arbitration Council), each of which is justified;
7. the External Communication Budget, i.e. all the Cooperative's resources allocated to External Communication Campaigns by the Cooperative. These resources can be broken down into : (1) monetary resources (External Communication Monetary Budget) and (2) resources in terms of working hours of the Employees assigned to these tasks (Budget in Hours of Employee Work for External Communication). The allocation of these resources to the different External Communication Campaigns is defined by one or more Strategic Decisions of the "Selection of External Communication Campaigns" type defined in § 3.3.6
8. the Internal Events Budget, i.e. all the resources allocated to Internal Events by the Cooperative for the coming Financial Year. These resources are broken down into : (1) monetary resources (Internal Events Monetary Budget) and (2) resources in terms of the working hours of the Employees assigned to these tasks (Budget in Hours of Employee Work for Internal Events). The allocation of these resources to the different Internal Events is defined by one or more Strategic Decisions of the " Selection of Internal Events" type defined in § 3.3.7 .
9. the Investment Budget, i.e. all the Cooperative's resources allocated to investments by the Cooperative. These resources can be broken down into : (1) monetary resources (Monetary Investment Budget) and (2) resources in terms of the working hours of the Employees assigned to





these tasks (Budget in Hours of Employee Work for Investment). The allocation of these resources to the different Investment Projects is defined by one or more Strategic Decisions of the " Selection of Investments" type defined in § 3.3.8 .

10. the Cooperators' Projects Budget, i.e. all the resources of the Cooperative allocated to these tasks, allocated to the Cooperators' Projects by the Cooperative. These resources are broken down into : (1) monetary resources (Cooperators' Projects Monetary Budget) and (2) resources in terms of the working hours of the Employees assigned to these tasks (Budget in Hours of Employee Work for Cooperators' Projects). The allocation of these resources to the various Cooperator Projects is defined by one or more Strategic Decisions of the "Selection of Cooperator Projects" type defined in § 3.3.9 ;
11. the Sustainability Dialogue Budget, i.e. all the Cooperative's resources allocated to the Cooperative's participation in Sustainability Dialogues. These resources can be broken down into (1) monetary resources (Monetary Budget for participation in the Sustainability Dialogues) and (2) resources in terms of working hours of the Employees assigned to these tasks (Budget in Hours of Employee Work for participation in the Sustainability Dialogues). The allocation of these resources to participation in individual Sustainability Dialogues is defined by one or more Strategic Decisions of the type "Selection of Sustainability Dialogues to participate in" defined in § 3.3.11 ;
12. the Electoral Budget, i.e. all the resources of the Cooperative allocated to the participation of the Cooperative in Public Elections. These resources can be broken down into (1) monetary resources (Monetary Budget for participation in Public Elections) and (2) resources in hours of work of the Employees assigned to these tasks (Budget in Hours of Employee Work for participation in Public Elections). The allocation of these resources to the participation in individual Public Elections is defined by one or more Strategic Decisions of the type "Selection of Public Elections to participate in" defined in § 3.3.14 ;
13. the Enterprise Prototyping Budget, i.e. the totality of the Cooperative's resources allocated to support the start-up phase of the Cooperative's Entrepreneurial Prototypes. These resources are broken down into : (1) monetary resources (Entrepreneurial Prototype Monetary Budget) and (2) resources in terms of the working hours of the Employees assigned to these tasks (Budget in Hours of Employee Work for Entrepreneurial Prototypes). The allocation of these resources to the different Entrepreneurial Prototypes is defined by one or more Strategic Decisions of the "Selection of Entrepreneurial Prototypes" type defined in § 3.3.17 ;
14. the Production Budget, i.e. all of the Cooperative's resources that the Cooperative plans to use to provide the goods and services sold by the Cooperative (e.g. costs of goods sold, direct and indirect production costs, sales and marketing costs, research and innovation costs), and their justification. These resources can be broken down into (1) monetary resources (Monetary Production Budget) and (2) resources in hours of work of the Employees assigned to these tasks (Budget in Hours of Employee Work for Production);
15. for the sake of comparison, the selected Budget for the current Financial Year ;
16. a provisional profit and loss account for the following Financial Year, valuing the hours of Paid Work of each of the budget lines 4. to 14. above at the full cost of employee labour, including employers' tax and social security contributions, as published by the Board of Directors;
17. a provisional balance sheet at the end of the following Financial Year.

The amounts made available by each of the budget lines 4 to 14 above can be released in instalments over time (e.g. monthly), in order to adjust to the foreseeable evolution of income.

The projected income statement and projected balance sheet take the form of a shared spreadsheet file, hosted on the Platform and justifying all calculations with explicit formulas.

### *Composition of the Working Group*

Any Cooperator who meets the condition set out in paragraph 3.3.1 may apply to be a member of a Working Group dealing with a Budget Proposal.



### *How to select between competing Action Proposals*

The selection between Budget Proposals is made by Majority Judgement.

The selection between Budget Proposals does not include Distributed Moderation.

### *Calendar*

The list of Budget Proposals from which the selection will be made includes those that have been validly made forty-five (45) days before the start (as defined in § 6.2) of the Budget Year to which they apply, on which date all Budget Proposals for that Budget Year are frozen without possibility of modification, and on which date the Platform sends a notification to all Cooperators including the following information:

- the list of Budget Proposals to be selected from;
- the Evaluation Date defined below, on which date the selection process for Budget Proposals will be closed.

This notification shall constitute an invitation to the Ordinary General Assembly.

The Evaluation Date between Budget Proposals is seven (7) days before the start (defined in § 6.2) of the Financial Year to which they apply. The selection of a Budget Proposal on the Evaluation Date shall constitute adoption of that budget at the Ordinary General Meeting, and in particular adoption of the total sum of the allowances for the time spent by the members of the Board of Directors and the total sum of the allowances for the time spent by the members of the Mediation and Arbitration Council in the administration of the Cooperative.

### *Majority and quorum requirements*

None

## *3.3.6 Selection of External Communication Campaigns*

### *Definition of Action Proposals*

External Communication Campaigns are actions that convey information, positions and emotional messages about the Cooperative to people who are not Cooperators, and which aim to achieve the following effects among these people:

- a better knowledge of the existence, positions and actions of the Cooperative;
- participation in the actions that the Cooperative proposes to any person;
- greater support for the Cooperative, its positions and actions;
- that they contribute to Cooperators' Projects or to Entrepreneurial Prototypes;
- that they contribute to campaigns in Public Elections, only when such direct support by the Cooperative is permitted by the regulations on the financing of political activities in force in the territory where the Public Election takes place;
- that they become Cooperators;
- that they vote for the Cooperative's candidates in public elections;
- and in general that they contribute to the Cooperative's *raison d'être* (as defined in § 2.2).

### *Name and Content of the Action Proposal*

Action Proposals relevant to the Type of Strategic Decision "Selection of External Communication Campaigns" are called External Communication Campaign Proposals.

The display of the existence and content of the External Communication Campaign Proposals is carried out according to the Display Mode "Display restricted to Cooperators only".



An External Communication Campaign Proposal is composed of :

- a set of taxonomic information, containing at least the following elements
  - o The Geographical Location, from the list in Appendix 7: List of taxonomic tags, where the External Communication Campaign will be conducted;
  - o the start and end dates of the proposed External Communication Campaign;
- a series of texts answering each of the following questions:
  - a) Who is the target audience for this External Communication Campaign?
  - b) What resources are planned to be committed to this External Communication Campaign?
  - c) Why should the Cooperative engage in this External Communication Campaign?
  - d) What is the objective of the Cooperative's involvement in this External Communication Campaign? What indicator will show that this engagement has been successful?
- the required Monetary Budget (in Euro) ;
- the Required Employee Work Budget (in hours) ;
- the Volunteer Work Budget required (in hours).

External Communication Campaigns must respect the graphic identity of the Cooperative defined as an Operational Decision (as per § 3.5 ) and use its official logo (described in Appendix 1: Logo). As an exception to the above, an External Communication Campaign supporting a Public Election campaign shall only bear the Cooperative's logo if the display of such support by a cooperative is permitted under the political financing regulations in force in the territory where the Public Election takes place.

### *Composition of the Working Group*

Any Cooperator who meets the condition set out in paragraph 3.3.1 may request to be part of a Working Group dealing with a External Communication Campaign Proposal.

### *How to select between competing Action Proposals*

The selection among the competing External Communication Campaign Proposals is made via Participatory Financing, where :

- the Total Shared Budget is the External Communication Budget, defined in a Strategic Decision of the type "Definition of the internal budget and of the Cooperators' Annual Membership Fee" (cf. § 3.3.5 );
- the Required Capital Increase for each External Communication Campaign Proposal is zero;
- The Financing Closing Date and the Financed Action End Date are defined below.

The selection between External Communication Campaign Proposals includes Distributed Moderation, based on the compatibility of its content with :

- The Cooperative's moderation rules, defined in Appendix 4: Moderation rules;
- the graphic identity of the Cooperative defined as an Operational Decision (according to § 3.5 );
- The official logo of the Cooperative (described in Appendix 1: Logo).

### *Calendar*

The Financing Closing Date for each External Communication Campaign Participation Proposal is 20 days before the start date it defines.

The Financed Action End Date of each External Communication Campaign Participation Proposal is the end date it defines.



Within three (3) months of the End Date of the External Communication Campaign, the Project Team is required to publish on the Platform a report, visible only to the Cooperators, containing at least :

- the level achieved by the success indicator specified in the External Communication Campaign Proposal, and whether success has been achieved according to this indicator;
- the approximate total number of hours of Volunteer Work performed and the total net expenses paid by the Cooperative during the External Communications Campaign;
- lessons learned from the External Communication Campaign.

### *Majority and quorum requirements*

No

### *3.3.7 Selection of Internal Events*

#### *Definition of Action Proposals*

Internal Events are physical or online gatherings of Cooperators to which individuals who are not Cooperators may be invited, either in the audience or as speakers. They are intended to increase cohesion and mutual trust among the Cooperators or to raise awareness of the Cooperative among the general public.

#### *Name and Content of the Action Proposal*

Action Proposals relevant to the Strategic Decision of the "Selection of Internal Events" type are called Proposals for Organising an Internal Event.

The display of the existence and content of Proposals for Organising an Internal Event is done according to the Display Mode "Display restricted to Cooperators only".

An Proposal for Organising an Internal Event consists of :

- a set of taxonomic information, containing at least the following elements
  - o the date, time and time zone of the proposed Internal Event;
  - o the date, time and time zone of the proposed Internal Event;
  - o the total number of participants expected to attend the proposed Internal Event;
  - o the purpose(s) of the proposed Internal Event, from a list including: (a) training, (b) networking, (c) strengthening cohesion among the Cooperators, (d) discussion of political issues, (e) discussion of internal issues;
  - o information as to whether the proposed Internal Event will be limited to Cooperators only or whether it will be open to the public. Where at least one of the purposes of the proposed Internal Event is (c) or (e) in the above list, the proposed Internal Event must be limited to Cooperators only. During a campaign for a Public Election, any Internal Event that physically brings people together in the territory where the Public Election is taking place is restricted to Cooperators only. Internal Events that physically bring people together in territories other than the territory where the Public Election is taking place are not subject to this restriction;
  - o the language(s) to be used during the proposed Internal Event.
- a series of texts describing :
  - a) the full address of the premises where the Internal Event will take place, in cases where a non-zero number of participants in the Internal Event are gathered physically;
  - b) the modalities of access to the Internal Event in cases where a non-zero number of participants in the Internal Event are gathered online;
  - c) the skills and life experiences of the expected participants in the proposed Internal Event;



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- d) the agenda of the proposed Internal Event, or the methods used to define it among the participants;
  - e) the expected outcomes of the proposed Internal Event;
  - f) the registration procedure for the proposed Internal Event. This procedure will be open without discrimination to all Cooperators. If the proposed Internal Event is open to the public, it may restrict participation to specific categories of individuals who are not Cooperators;
  - g) the procedure used to select participants in case the number of applicants exceeds the total number of expected participants. This procedure should not discriminate against Cooperators on the basis of nationality, place of residence, ethnicity (real or perceived), religion, gender, sexual preference, disability. It may take into account the reputation of the Cooperators (as described in § 6.8) ;
- the required Monetary Budget (in Euro) ;
  - the required Employee Work Budget (in hours) ;
  - the required Volunteer Work Budget (in hours).

An Internal Event with a non-zero number of online participants records the residence of the non-Cooperator participants. In the event that these non-Cooperator participants reside in a territory where a campaign for a Public Election in which the Cooperative is participating is taking place, the Cooperative shall invoice the cost of the online participation of these non-Cooperator participants in this Internal Event, where applicable, to the special purpose legal entity created in accordance with the requirements, in particular the transparency of the financing of political activities, of the legislation in force in the territory where this Public Election is taking place.

Any external communication relating to an Internal Event must respect the graphic identity of the Cooperative defined as an Operational Decision (as per § 3.5 ) and use its official logo (described in Appendix 1: Logo). As an exception to the above, external communication by physical means, in a territory where a campaign for a Public Election in which the Cooperative participates is taking place, relating to an Internal Event open to non-Cooperator participants, shall bear the Cooperative's logo only if the display of such support by a cooperative is permitted by the regulations on the financing of political activities, in force in the territory where the Public Election is taking place.

### *Composition of the Working Group*

Any Cooperator fulfilling the condition set out in paragraph 3.3.1 may request to be part of a Working Group dealing with a Proposal for the Organisation of an Internal Event.

### *How to select between competing Action Proposals*

The selection among the competing Proposals for Organising an Internal Event is made via Participatory Funding, where :

- the Total Shared Budget is the Internal Events Budget, defined in a Strategic Decision of the type "Definition of the internal budget and of the Cooperators' Annual Membership Fee" (cf. § 3.3.5) ;
- the Required Capital Increase for each Proposal for the Organisation of an Internal Event is zero. The Financing Closing Date and the Financed Action End Date are defined below.

The selection between Proposals for Organising an Internal Event includes Distributed Moderation only if the Internal Event is open to the general public. In this case, the Distributed Moderation concerns the compatibility of its content with :

- The Cooperative's moderation rules, defined in Appendix 4: Moderation rules;
- the graphic identity of the Cooperative defined as an Operational Decision (according to § 3.5) ;
- The official logo of the Cooperative (described in Appendix 1: Logo).



### *Calendar*

The Financing Closing Date for each Proposal for the Organisation of an Internal Event is 20 days prior to the start date it defines.

The characteristics of a selected Internal Event open to the public (such as, but not limited to: its subject, the physical location or hyperlink for connection, the financial conditions of access) are made public in the manner defined in the Proposal for the Organisation of an Internal Event which defines it.

The Financed Action End Date of each Proposal for the Organisation of an Internal Event is the end date it defines.

Within three (3) months of the End Date of the Internal Event, the Project Team is required to publish on the Platform a report, visible only to the Cooperators, containing at least :

- the results of the Internal Event;
- the number of participants in the event, broken down between Cooperators and non-members of the Cooperative;
- the approximate total number of volunteer hours contributed and the total net expenses paid by the Cooperative during the Internal Event;
- the lessons learned from the Internal Event.

### *Majority and quorum requirements*

None

## **3.3.8 Selection of Investments**

### *Definition of the Action Proposals*

Investments are the purchase or internal production of a tangible or intangible asset whose useful life exceeds that of a Financial Year as defined in § 6.2 which will support the Cooperative in its operations and in the fulfilment of its raison d'être (as defined in § 2.2 ), and which is designed to generate a return for the Cooperative, in money, in kind or in the hours of work of Employees or Cooperators. Such an asset may be, but is not limited to: software code (including the software running the Platform), equipment, procedure manuals, internal guidelines.

### *Name and Content of the Action Proposal*

Action Proposals relevant to the Type of Strategic Decision "Selection of Investments" are called Investment Proposals.

The display of the existence and content of Investment Proposals is carried out according to the Display Mode "Display restricted to Cooperators only".

An Investment Proposal consists of :

1. a set of taxonomic information, containing at least the following elements:
  - the start date of the proposed Investment;
  - the length of time that resources will be drawn from the Cooperative to purchase or produce the planned asset internally;
  - the expected lifetime of the asset proposed to be purchased or produced in-house with that Investment. This lifetime may be indefinite.
2. a series of texts answering each of the following questions:
  - What is the problem or issue in the internal functioning of the Cooperative that is addressed by the Investment Proposal? What benefits would the asset provided for in the Investment Proposal bring to the Cooperative's operations and to the achievement of its purpose?



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- Why is the problem/issue/benefit important?
  - What functions is the proposed long-term tangible or intangible asset to be purchased or produced in-house intended to perform (the functional requirements placed on the asset)?
  - What technical solutions are envisaged to meet the functional requirements imposed on this asset?
  - What means are envisaged to purchase the asset (potential suppliers) or to produce it internally (available internal skills)?
3. the required Monetary Budget (in Euro) ;
  4. the required Employee Work Budget (in hours) ;
  5. the required Volunteer Work Budget (in hours) ;
  6. a table containing the Capital Increase Required for the proposed Investment, the amount of money to be borrowed by the Cooperative (if any) to make the proposed Investment, the expected rate of interest on that borrowing and the repayment schedule for the borrowing (the Financing Plan);
  7. a table listing all the additional income (in monetary terms or in Employee or Cooperator hours of work) that the asset in question is intended to bring to the Cooperative (the justified income plan);
  8. a table justifying the profitability of the Investment Proposal, comparing future cash flows in two scenarios, with and without the proposed Investment.

The tables mentioned in points 3. to 8. above will take the form of a shared spreadsheet file, hosted on the Platform, and containing the same cost and revenue items, with the date on which each occurs, and performing and justifying all profitability and financing calculations with explicit formulas.

### *Composition of the Working Group*

Any Cooperator fulfilling the condition set out in paragraph 3.3.1 may apply to be a member of a Working Group dealing with an Investment Proposal.

### *How to select between competing Action Proposals*

The selection among the competing Investment Proposals is made via Participatory Financing, where :

- the Total Shared Budget is the Total Investment Budget, defined in a Strategic Decision of the type "Definition of the internal budget and of the Cooperators' Annual Membership Fee" (cf. 3.3.5) ;
- the Required Capital Increase for each Investment Proposal is the Required Capital Increase for that Investment, specified in the Financing Plan it defines;
- The Financing Closing Date and the Financed Action End Date are defined below.

The selection between Investment Proposals does not include Distributed Moderation.

### *Calendar*

The table below defines the Financing Closing Date, described as a number of days before the start date that the Investment Proposal defines.

<b>Total amount of monetary expenditure foreseen by the Investment (Required Monetary Budget, Required Capital Increase, Required Borrowing)</b>	<b>Financing Closing Date, defined as the number of days before the Investment Start Date</b>
≤ EUR 10,000	10



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between EUR 10 001 and EUR 50 000	20
between EUR 50 001 and 250 000	45
≥ EUR 250 001	60

The Financed Action End Date of each Investment Proposal is the end of the period it defines, during which resources will be drawn from the Cooperative to purchase or internally produce the intended asset.

When an Investment Proposal is selected by the Cooperative, the procedure described in § 3.3.1 applies, with the following modifications:

- The Project Team is composed of (1) the Active Participants of its Working Group and (2) at least one member of the Board of Directors, appointed by the Board of Directors. The Board of Directors may waive its right to appoint representatives to the Project Team;
- If required by the Board of Directors, the Board member(s) on the Project Team shall direct its work. Otherwise, the Project Team operates by consensus, with the decision of the representative(s) of the Board of Directors, if any, prevailing in case of conflict.

At the end of each Financial Year, and within three (3) months of the Financed Action End Date of the Investment, the Project Team is required to publish on the Platform a report, visible only to the Cooperators, containing at least :

- milestones achieved in the purchase or internal production of the planned tangible or intangible asset;
- the total number of hours worked by Employees, Volunteer Work done by Cooperators and by non-members of the Cooperative and the total net monetary expenditure paid by the Cooperative during the Financial Year and since the start of the Investment project;
- the gains generated by the investment, in monetary units, in hours of volunteer work and in hours of paid work
- lessons learned from the Investment.

In the event of failure by the Project Team to publish this report at the end of a Financial Year, the Board of Directors shall report this failure to all Cooperators and may, at its discretion, suspend the disbursement of funds or the provision of the Cooperative's Employees as provided for in the Investment Financing Plan. This suspension shall be lifted no later than the publication by the Project Team of this report.

### *Majority and quorum requirements*

None

### **3.3.9 Selection of Cooperators' Projects**

#### *Definition of the Action Proposals*

Cooperators' Projects are collective actions contributing to the Cooperative's raison d'être as defined in § 2.2 . They are carried out without modification of legislation, regulations or public budgets. Cooperators' Projects are led and implemented by teams of Cooperators, either personally or as part of their professional work. It is not anticipated that they' will generate any income for the Cooperative, in money, in kind or in working hours.

#### *Name and Content of the Action Proposal*

Action Proposals relevant to the Type of Strategic Decision "Selection of Cooperators' Projects" are called Proposals to Support a Cooperators' Project.





The display of the existence and content of Proposals to Support a Cooperators' Project is done according to the Display Mode "Public display after selection".

A Proposal to Support a Cooperators' Project consists of :

- a set of taxonomic information, containing at least the following elements
  - o its Nature, based on the list in Appendix 7: List of taxonomic tags;
  - o Geographical location(s), from the list in Appendix 7: List of taxonomic tags, where the Cooperator Project will be carried out;
  - o the start and end dates of the proposed Cooperators' Project;
  - o whether it is (1) an innovation, i.e. an action that has never been carried out before (to the knowledge of the Working Group) or (2) the replication or adaptation to a local context of an action already carried out elsewhere;
  - o its current stage of development, in terms of technology, market and capabilities readiness, from the list in Appendix 7: List of taxonomic tags;
- a series of texts answering each of the following questions:
  - a) What is the problem/issue?
  - b) Why is the problem/issue important?
  - c) What, if any, actions exist to address the problem/issue? Are they effective or, if not, why should they be improved?
  - d) The proposed Cooperators' Project.
  - e) Why will the proposed Cooperators' Project work? What is the intended end effect of the proposed Cooperators' Project?
  - f) What are the negative effects of the proposed Cooperators' Project?
  - g) What are the risks and uncertainties associated with the proposed Cooperators' Project?
  - h) Why should the Cooperative support this proposed Cooperators' Project?
  - i) How will the proposed Cooperators' Project contribute to the Cooperative's purpose?
  - j) What indicator will show that the Cooperative's support for the proposed Cooperators' Project has been successful?
- the required Monetary Budget (in Euro) ;
- the Required Employee Work Budget (in hours) ;
- the Volunteer Work Budget required (in hours).

### *Composition of the Working Group*

Any Cooperator who meets the condition set out in paragraph 3.3.1 may apply to be a member of a Working Group dealing with a Proposal to Support a Cooperators' Project.

### *How to select between competing Action Proposals*

The selection among the competing Proposals to Support a Cooperators' Project is made by Participatory Financing, where :

- the Total Shared Budget is the Budget of Cooperators' Projects, defined in a Strategic Decision of the type "Definition of the internal budget and of the Cooperators' Annual Membership Fee" (cf. § 3.3.5) ;
- the Capital Increase Required for each Proposal in support of a Cooperators' Project is zero;



- The Financing Closing Date and the Financed Action End Date are defined below.

The selection between Cooperator Project Support Proposals does not include Distributed Moderation.

### *Calendar*

The Financing Closing Date for each Proposal to Support a Cooperators' Project is 20 days prior to the start date it defines.

The Financed Action End Date for each Proposal to Support a Cooperators' Project is the end date it defines.

Within three (3) months of the Cooperators' Project End Date, the Project Team is required to publish on the Platform a report, visible to the general public, containing at least :

- the level of success achieved by the indicator of success specified in the Proposal to Support a Cooperators' Project, and whether success has been achieved according to that indicator;
- the approximate total number of hours of Volunteer Work performed and the total net expenses paid by the Cooperative during the Cooperative Initiative;
- a description in sufficient detail for someone familiar with the subject to be able to replicate the Cooperators Project in a different context (the "How To" Manual), based on the lessons learned from the Cooperators' Project.

### *Majority and quorum requirements*

No

### *3.3.10 Definition of Actions by Organisations or Sectors towards environmental or social sustainability*

#### *Definition of the Action Proposals*

Actions by Organisations or Sectors towards environmental or social sustainability are actions carried out by (1) organisations (non-exhaustive list of examples: profit and non-profit companies, administrations, associations, trade unions) or by (2) economic sectors or industrial value chains, towards environmental or social sustainability and the realisation of the Cooperative's raison d'être (as defined in § 2.2 ).

#### *Name and Content of the Action Proposal*

Action Proposals relevant to the Type of Strategic Decision "Definition of Actions by Organisations or Sectors towards environmental or social sustainability" are called Proposals of Actions by Organisations or Sectors towards Sustainability.

The display of the existence and content of the Proposals of Actions by Organisations or Sectors towards Sustainability is done according to the Display Mode:

- "Public display after selection" when the entity concerned is an economic sector or an industrial value chain;
- "Display restricted to Cooperators only" when the entity concerned is an organisation.

A Proposal of Action by an Organisation or Sector towards Sustainability consists of :

- a series of texts answering each of the following questions:
  - a) What is the sustainability problem/issue that the organisation/sector/value chain is causing or contributing to?
  - b) Why is the problem/issue important?
  - c) What, if any, are the existing Actions by Organisations or Sectors towards Sustainability in this area (possibly in other organisations, sectors or value chains)? Why do they not meet the need or why do they need to be adapted or improved?



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- d) The proposed Action by the Organisation or Sector towards Sustainability = what the organisation, economic sector or industrial value chain should do
  - e) Why is the proposed Action by an Organisation or Sector towards Sustainability in line with the Cooperative's raison d'être, as defined in § 2.2 ? What environmental or social sustainability benefits of the organisation, economic sector or industrial value chain are expected from the proposed Action by an Organisation or Sector towards Sustainability? For which stakeholder(s) in particular?
  - f) Why will the proposed Action by an Organisation or Sector towards Sustainability work?
  - g) What are the other positive effects of the proposed Action by an Organisation or Sector towards Sustainability? What other opportunities does it open up?
  - h) What are the negative effects of the proposed Action by an Organisation or Sector towards Sustainability?
  - i) What are the risks and uncertainties associated with the proposed Action by an Organisation or Sector towards Sustainability?
  - j) How are the benefits, costs and risks of the proposed Action by an Organisation or Sector towards Sustainability shared among the stakeholders of the organisation, economic sector or industrial value chain?
  - k) Quantitatively, what will be the consequences of the proposed Action by an Organisation or Sector towards Sustainability?
  - l) Why were these choices made?
- One or more taxonomic tags from each of the following lists in the Appendix 7: List of taxonomic tags:
    - a) Name of the organisation (empty in case the entity is a sector or a value chain);
    - b) Nature of the Action towards Sustainability;
    - c) Stakeholders in the organisation, economic sector or industrial value chain for whose benefit the proposed Action by an Organisation or Sector towards Sustainability is designed
    - d) Functions within the organisation that the proposed Action by an Organisation or Sector towards Sustainability proposes to transform
    - e) Economic sectors that the proposed Action by an Organisation or Sector towards Sustainability proposes to transform;
    - f) Industrial value chains that the proposed Action by an Organisation or Sector towards Sustainability proposes to transform;
    - g) Geographic Locations where the proposed Action by an Organisation or Sector towards Sustainability will be implemented.

### *Composition of the Working Group*

Any Cooperator meeting the condition set out in § 3.3.1 may apply to be part of a Working Group dealing with a Proposal of Action by an Organisation or Sector towards Sustainability.

### *How to select between competing Action Proposals*

For each Sustainability Dialogue Stage, with an organisation, or with a trade association representing an economic sector or industry value chain, in which the Cooperative has decided to participate (following a Strategic Decision of the type "Selection of Sustainability Dialogue Stages to participate in" type described in § 3.3.11), the demands carried by the Cooperative in that Sustainability Dialogue Stage will be the Proposals of Action by an Organisation or Sector towards Sustainability of highest priority among those defined for that organisation (and for the economic sector(s) and industrial value chain(s) to which it belongs), or for the economic sector(s) and industrial value chain(s) that this trade association represents.



The priority among the Organisational or Sector Action Proposals towards Sustainability relevant for this Sustainability Dialogue Stage is defined by either of the following two processes:

1. A simple process, where the problem and the solution are jointly defined; or
2. An advanced process, where the problem and the solution are defined separately.

The selection of Proposals of Action by an Organisation or Sector towards Sustainability, whether in the simple or advanced process, includes Distributed Moderation.

The simple process is implemented first. The advanced process will be implemented as soon as the Platform allows it.

In the simple process :

- the Proposal of Action by an Organisation or Sector towards Sustainability is drafted as a single document by a single Working Group;
- The priority among the Proposals of Action by an Organisation or Sector towards Sustainability, to be supported in a Sustainability Dialogue Stage, is set by the Support Token process.

In the advanced process :

- The Proposal of Action by an Organisation or Sector towards Sustainability consists of two separate parts:
  1. the Organisational or Sector Sustainability Problem, which contains points a) to c) included in the above list of texts included in a Proposal of Action by an Organisation or Sector towards Sustainability. The drafting of the Organisational or Sector Sustainability Problem is the work of a Working Group;
  2. the Action by an Organisation or Sector towards Sustainability, which contains points d) to l) inclusive of the above list of texts included in a Proposal of Action by an Organisation or Sector towards Sustainability. The Action by an Organisation or Sector towards Sustainability is formally linked to the Organisational or Sector Sustainability Problem it seeks to address, in parallel with other Actions by an Organisation or Sector towards Sustainability seeking to address the same Organisational or Sector Sustainability Problem. Its taxonomic information describes the subset of cases where the Action by an Organisation or Sector towards Sustainability applies, among those where the Organisational or Sector Sustainability Problem exists. The drafting of the Action by an Organisation or Sector towards Sustainability is the purpose of the work of a Working Group, which is distinct from the one that defined the Organisational or Sector Sustainability Problem. A number of its Active Participants may however have been Active Participants in the Working Group that drafted the Organisational or Sector Sustainability Problem.
- The selected Proposals of Action by an Organisation or Sector towards Sustainability are the result of assembling :
  - o Organisational or Sector Sustainability Problems relevant to that Sustainability Dialogue Stage that have been selected through a Support Token process; and
  - o For each of these selected Organisational or Sector Action Problems, the Action by an Organisation or Sector towards Sustainability that has been chosen by Majority Judgement from among the those competing to solve that Organisational or Sector Sustainability Problem and formally attached to it. All Cooperators are entitled to participate in the Majority Judgement procedure to choose the Action by an Organisation or Sector towards Sustainability that addresses a given Organisation or Sector Sustainability Problem, whether or not they have allocated any of their Support Tokens to that Organisational or Sector Sustainability Problem.[\[LZ1\]](#)
- An Organisational or Sector Sustainability Problem for which no Action by an Organisation or Sector towards Sustainability has been approved by its Working Group for submission to the selection



process of Actions by an Organisation or Sector towards Sustainability is not selected for demands by the Cooperative in that Sustainability Dialogue Stage.

### *Calendar*

The Type of Strategic Decision "Definition of Actions by Organisations or Sectors towards environmental or social sustainability" is permanent.

The demands that the Cooperative must make in a given Sustainability Dialogue Stage are the result of the selection process of Proposals of Action by an Organisation or Sector towards Sustainability, at an Assessment Date that is the beginning of the relevant Sustainability Dialogue Stage.

### *Majority and quorum requirements*

The number of Support Tokens below which an Proposal of Action by an Organisation or Sector towards Sustainability is not the purpose of a demand by the Cooperative in a given Sustainability Dialogue Stage is defined by the Strategic Decision of the type "Selection of Sustainability Dialogue Stages to participate in" (§ 3.3.11 ).

### **3.3.11 Selection of Sustainability Dialogue Stages to participate in**

#### *Name and Content of the Action Proposal*

Action Proposals relevant to the Strategic Decision of the type "Selection of Sustainability Dialogue Stages to participate in" are called Proposals to Participate in a Sustainability Dialogue Stage.

A Sustainability Dialogue is a structured dialogue between : (1) the governing bodies of an organisation or trade association representing an economic sector or industrial value chain, and (2) representatives of stakeholders affected, positively or negatively, by the activities of the organisation, economic sector or industrial value chain. These stakeholders must include the employees of the organisation, the economic sector or the industrial value chain, represented in a free and democratic manner by the trade unions of their choice, or, failing that, by elected representatives.

A Sustainability Dialogue Stage is a period of time (typically one year) during which a Sustainability Dialogue takes place.

The display of the existence and content of the Proposals to Participate in a Sustainability Dialogue Stage is done according to the Display Mode "Public display after selection".

A Proposal to Participate in a Sustainability Dialogue Stage consists of :

- a set of taxonomic information, derived from the Appendix 7: List of taxonomic tags containing at least the following elements :
  - o Name of the organisation, or trade association representing an economic sector or industrial value chain, with which it is proposed to engage in a Sustainability Dialogue;
  - o information on whether a Sustainability Dialogue Stage has already taken place in the past with this organisation, or trade association representing an economic sector or industrial value chain;
  - o Economic sectors to which the organisation belongs or which the professional association represents;
  - o Industrial value chains to which the organisation belongs or which the trade association represents;
  - o Geographic Locations where the organisation or professional association operates;
  - o the proposed start date of the Sustainability Dialogue Stage and the duration of the Sustainability Dialogue Stage. This start date and duration shall be defined, where appropriate, in agreement with the governing bodies of the organisation, or trade association



of the economic sector or industrial value chain, and in coordination with the trade union organisations represented therein.

- a series of texts answering each of the following questions:
  - a) What is the policy situation in this organisation, economic sector or industrial value chain with regard to environmental and social sustainability (forces at work, public visibility of the sector and its sustainability, dynamics, opportunities)?
  - b) What experience does the Cooperative have of Sustainability Dialogue with this organisation, or trade association representing an economic sector or industrial value chain (if such Sustainability Dialogue has taken place in the past with this organisation, or trade association representing an economic sector or industrial value chain)?
  - c) Why should the Cooperative participate in this Sustainability Dialogue Stage?
  - d) What is the purpose of the Cooperative's participation in this Sustainability Dialogue Stage? What indicator will show that this participation has been successful?
- the number of Support Tokens below which an Proposal of Action by an Organisation or Sector towards Sustainability will not be defended in that Sustainability Dialogue Stage;
- a text explaining the possibilities for public reimbursement of the costs of participating in this Sustainability Dialogue Stage and the conditions attached to this reimbursement, with a link to the official website setting out these conditions;
- the required Monetary Budget (in Euro) ;
- the required Employee Work Budget (in hours) ;
- the required Volunteer Work Budget (in hours).

### *Composition of the Working Group*

A Working Group dealing with a Proposal to Participate in a Sustainability Dialogue Stage may not include more than one member of the Board of Directors.

### *How to select between competing Action Proposals*

The selection among competing Proposals to Participate in a Sustainability Dialogue Stage is done by crowdfunding, where :

- the Total Shared Budget is the Sustainability Dialogue Budget, defined in a Strategic Decision of the type "Definition of the internal budget and of the Cooperators' Annual Membership Fee " (cf. § 3.3.5) ;
- the Capital Increase Required for a Proposal to Participate in a Sustainability Dialogue Stage is zero
- The Financing Closing Date and the Financed Action End Date are defined below.

The selection between Proposals to Participate in a Sustainability Dialogue Stage does not include Distributed Moderation.

### *Calendar*

The Financing Closing Date for each Proposal to Participate in a Sustainability Dialogue Stage is 20 days prior to the start date it defines.

The Financed Action End Date for each Proposal to Participate in a Sustainability Dialogue Stage is set at the end of the duration it defines, calculated from the effective start date of this Sustainability Dialogue Stage. This effective start date may be different from the proposed date, due to the agreements to be obtained, in particular with the governing bodies of the organisation or association representing the economic sector or the industrial value chain, for the Sustainability Dialogue Stage to take place.



When a Proposal to Participate in a Sustainability Dialogue Stage is chosen by the Cooperative, the procedure described in § 3.3.1 applies, with the following modifications:

- The Project Team is composed of: (1) the Active Participants of its Working Group (with the exception of its Active Participant who is also a member of the Board of Directors, if any) and (2) the members of the Negotiating Team of this Sustainability Dialogue, selected in accordance with § 3.3.12 ;
- In case of conflict within the Project Team, the decision of the Negotiating Team of this Sustainability Dialogue prevails.

At the end of the Sustainability Dialogue Stage, the Project Team is required to publish a report on the Platform, visible only to the Cooperators, containing at least :

- the Proposals of Action by an Organisation or Sector towards Sustainability, supported by the Cooperative, and adopted by the organisation, or trade association representing the economic sector or industrial value chain, and the nature of the commitments made by its governing bodies to implement them;
- the member(s) of the Negotiating Team for this Sustainability Dialogue who has (have) been elected to formal governance bodies of the organisation, or of the trade association representing the economic sector or industry value chain, if applicable;
- the approximate total number of hours of Volunteer Work done and the total net expenses paid by the Cooperative during this Sustainability Dialogue Stage;
- the level achieved by the success indicator specified in the Proposal to Participate in a Sustainability Dialogue Stage, and whether success has been achieved according to this indicator;
- lessons learned from the Sustainability Dialogue Stage.

### *Majority and quorum requirements*

None

### **3.3.12 Selection of the Negotiating Team for a Sustainability Dialogue**

#### *Name and Content of the Action Proposal*

The Action Proposals relevant to the Strategic Decision of the type "Selection of the Negotiating Team for a Sustainability Dialogue" are called "Proposals of a Negotiating Team for a Sustainability Dialogue".

The display of the existence and content of the Proposals of a Negotiating Team for a Sustainability Dialogue is done according to the Display Mode "Public display after selection".

A Proposal of a Negotiating Team for a Sustainability Dialogue consists of

1. the reference to the Proposal to Participate in a Sustainability Dialogue Stage (as defined in § 3.3.11 ) to which the Proposal of a Negotiating Team for a Sustainability Dialogue refers;
2. the list of Cooperators, identified with the Pseudonyms under which they are known on the Platform, who declare that they are candidates to constitute a Negotiating Team for this Sustainability Dialogue. A given Cooperator may be part of at most one Working Group dealing with a Proposal of a Negotiating Team for a Sustainability Dialogue at any given time.
3. a selection of at least three (3) Action Proposals by Organisations or Sectors towards Sustainability from among those that are relevant for the organisation, the sector or the industrial value chain which is the purpose of the Sustainability Dialogue, and that have received a number of Support Tokens above the threshold defined for the corresponding Sustainability Dialogue Stage (in accordance with § 3.3.11 ), and that the Active Participants of that Working Group consider to be of high priority to be supported in communication and media during that Sustainability Dialogue Stage, and the justification for this choice.



### *Composition of the Working Group*

A Cooperator who has been a member of the Mediation and Arbitration Council for less than the Conflict of Interest Prevention Period may not be part of a Working Group dealing with a Proposal of a Negotiating Team for a Sustainability Dialogue. The Conflict of Interest Prevention Period is a Quantitative Parameter affecting internal processes, defined in § 3.4 .

### *Size limits of the Working Group*

The Quorum and the maximum number of Active Participants of the Working Group dealing with a Proposal of a Negotiating Team for a Sustainability Dialogue are Quantitative Parameters affecting the internal processes, defined in § 3.4 .

### *How to select between competing Action Proposals*

The selection among the Proposals of a Negotiating Team for a Sustainability Dialogue is done by a Majority Judgement.

The selection between the Proposals of a Negotiating Team for a Sustainability Dialogue includes a Distributed Moderation, focusing on the conformity of the text outlining the planned actions of the elected team, mentioned in point 3 above in the Content of the Action Proposal, with the Cooperative's raison d'être (defined in § 2.2 ).

### *Calendar*

A Proposal of a Negotiating Team for a Sustainability Dialogue can be made at any time up to 45 (forty-five) days before the proposed start date of the next Sustainability Dialogue Stage with the relevant organisation or trade association (as defined in the corresponding Proposal to Participate in a Sustainability Dialogue Stage, see § 3.3.11 ).

A Proposal of a Negotiating Team for a Sustainability Dialogue may be modified or withdrawn by the Active Participants in the Working Group dealing with it, in accordance with the internal decision rules of this Working Group, up to 20 (twenty) days before the proposed start date of the next Sustainability Dialogue Stage with the relevant organisation or trade association (as defined in the corresponding Sustainability Dialogue Stage Participation Proposal, cf. 3.3.11 ).

The Assessment Date is set 48 hours before the proposed start date of the next Sustainability Dialogue Stage with the relevant organisation or trade association (as defined in the relevant Sustainability Dialogue Stage Participation Proposal, cf. 3.3.11 ).

If the selected Sustainability Dialogue Negotiation Team Proposal meets the Quorum requirement below, and the Proposal to Participate in a Sustainability Dialogue Stage has been selected (in accordance with § 3.3.11 ), the Board of Directors is required to formally propose the Cooperators of the selected Sustainability Dialogue Negotiating Team as official members mandated by the Cooperative to participate in the Sustainability Dialogue with the organisation or trade association defined in the Proposal to Participate in a Sustainability Dialogue Stage selected in accordance with § 3.3.11 ), no later than 12 (twelve) hours before the proposed start date of the next Sustainability Dialogue Stage with the organisation or professional association in question (as defined in the relevant Proposal to Participate in a Sustainability Dialogue Stage see § 3.3.11

### *Majority and quorum requirements\*°*

A Proposal of a Negotiating Team for a Sustainability Dialogue is only valid if and only if :

- the number of Cooperators having expressed a Majority Judgment on this matter is greater than or equal to the Quorum defined as a Quantitative Parameter Affecting Internal Processes (defined in § 3.4.1 )

and

- the median Judgement received is greater than or equal to "good".





### 3.3.13 *Definition of Public Policies*

#### *Definition of the Action Proposals*

Public Policies are actions taken by public bodies in the exercise of their executive or legislative responsibilities, such as, but not limited to, changes in legislation or regulations, allocation of public budgets, changes in taxation, recommendations, guidelines or interpretative documents.

#### *Name and Content of the Action Proposal*

Action Proposals relevant to the Strategic Decision of the type "Definition of Public Policies" are called "Public Policy Proposals.

The display of the existence and content of Public Policy Proposals is done according to the Display Mode "Public display after selection".

A Public Policy Proposal consists of :

- a series of texts answering each of the following questions:
  - a) What is the problem/issue?
  - b) Why is the problem/issue important?
  - c) What, if any, public policies exist in this area? How and why do they not meet the need or why do they need to be improved?
  - d) The Public Policy Proposal = what the public body should do, potentially sub-divided into a coherent set of sub-measures, each addressed to a specific player in society;
  - e) Why is the Public Policy Proposal in line with the Cooperative's purpose as defined in § 2.2 ?
  - f) Why will the Public Policy Proposal work?
  - g) What other positive effects does the Public Policy Proposal have? What other opportunities does it open up?
  - h) What are the negative effects of the Public Policy Proposal?
  - i) What are the risks and uncertainties associated with the Public Policy Proposal?
  - j) How are the benefits, costs and risks of the Public Policy Proposal shared among members of society?
  - k) Quantitatively, what will be the consequences of the Public Policy Proposal?
  - l) Why were these design choices made for the Public Policy Proposal?
- One or more taxonomic tags from each of the following lists in the Appendix 7: List of taxonomic tags:
  - a) Scales at which Public Policy decisions are made;
  - b) Public Policy Areas to which the Public Policy Proposal relates. Policy areas are the areas of competence of public bodies;
  - c) Geographic Locations where the Public Policy Proposal will be implemented;
  - d) Election categories to which the Public Policy Proposal relates.

#### *Composition of the Working Group*

Any Cooperator who meets the condition set out in paragraph 3.3.1 may apply to be a member of a Working Group dealing with a Public Policy Proposal.



### *How to select between competing Action Proposals*

For each Public Election in which the Cooperative has decided to participate (as a result of a Strategic Decision of the Type “Choice of Public Elections to participate in”, described in § 3.3.14 ), the policy platform on which the Cooperative shall campaign in that election shall be the list of the highest priority Public Policy Proposals relevant to that Public Election.

The Public Policy Proposals to be supported by the Cooperative in the relevant Public Election are selected from those for which the Election Categories include that of that Public Election and those for which the Geographic Locations cover that of that Public Election. The Election Category and the Geographical Location of a Public Election are defined in the § 3.3.14 .

Priority among the relevant Public Policy Proposals for this Public Election is defined by either of the following two processes:

1. A simple process, where the problem and the solution are jointly defined, or
2. An advanced process, where the problem and the solution are defined separately.

The selection of Public Policy Proposals, whether in the simple or advanced process, includes Distributed Moderation.

The simple process is implemented first. The advanced process will be implemented as soon as the Platform allows it.

In the simple process :

- the Policy Proposal is drafted as a single document by a single Working Group;
- The priority among the relevant Public Policy Proposals for this Public Election is set by the Support Token process.

In the advanced process :

- The Public Policy Proposal consists of two separate parts:
  1. the Public Policy Problem, which contains points a) to c) inclusive of the above list of texts included in a Public Policy Proposal. The drafting of the Public Policy Problem is the work of a Working Group;
  2. the Public Policy Solution, which contains points d) to l) inclusive of the above list of texts included in a Public Policy Proposal. The Public Policy Solution is formally linked to the Public Policy Problem it seeks to solve, in parallel with other Public Policy Solutions seeking to solve the same Public Policy Problem. Its taxonomic information describes the subset of cases where the Public Policy Solution applies, among those where the Public Policy Problem exists. The drafting of the Public Policy Solution is the work of a Working Group, which is separate from the one that defined the Public Policy Problem. A number of its Active Participants may, however, have been Active Participants in the Working Group that drafted the Public Policy Problem;
- The selected Public Policy Proposals are the result of the assembly of :
  - o Public Policy Problems relevant to this Public Election that have been selected through a Support Token process; and
  - o For each of these selected Public Policy Problems, the Public Policy Solution that has been chosen by Majority Judgment from among the Public Policy Solutions competing to solve that Public Policy Problem and officially attached to it. All Cooperators are entitled to participate in the Majority Judgment process to select the Public Policy Solution to a given Public Policy Problem, whether or not they have allocated any of their Support Tokens to that Public Policy Problem.[\[LZ2\]](#)
- A Public Policy Problem for which there is no Policy Solution that has been approved by its Working Group for submission to the Policy Proposal selection process is not selected for campaigning by the Cooperative.



### *Calendar*

The Type of Strategic Decision "Public Policy Definition" is permanent.

The political platform on which the Cooperative shall campaign in a given Public Election is the result of the Public Policy Proposal selection process as defined above. The Evaluation Date for the Support Token or Majority Judgment selection processes is the earliest of the following dates, defined by reference to the relevant dates for the Public Election that are described in § 3.3.14 (the Programme Stabilisation Date):

- 90 days before the first day of the Public Election;
- 60 days before the official deadline for submission of candidatures for the Public Election;
- 30 days before the start of the official campaign for the Public Election.

### *Majority and quorum requirements\*°*

The number of Support Tokens below which a Public Policy Proposal is not campaigned for in a given Public Election is defined by the Strategic Decision of the Type "Choice of Public Elections to participate in", (§ 3.3.14 ).

The number of Support Tokens for a Public Policy Proposal to be campaigned for in the European Parliament shall not be less than 20% of the total number of Cooperators at the Programme Stabilisation Date for that Public Election.

## **3.3.14      *Choice of Public Elections to participate in***

### *Name and Content of the Action Proposal*

The Action Proposals relevant to the Type of Strategic Decision "Selection of Public Elections to Participate In" are called "Proposals to Participate in a Public Election".

A Public Election is an election organised by a public body to select the person(s) holding positions of legislative, executive, judicial or advisory power in a public decision-making body.

The Cooperative participates in Public Elections, or supports participation in Public Elections, in full compliance with the requirements, in particular the transparency of the financing of political activities, of the legislation in force in the territory in which the Public Election takes place.

The display of the existence and content of Proposals to Participate in a Public Election is done according to the Display Mode "Public display after selection".

A Proposal to Participate in a Public Election consists of :

- a set of taxonomic information, containing at least the following elements
  - o the Category of Election, in the list of Appendix 7: List of taxonomic tags, to which the Public Election belongs;
  - o the Geographic Location, in the Appendix 7: List of taxonomic tags, where the Public Election will take place (e.g. the city where the municipal election will take place, the region where the Parliament is elected);
  - o the number of candidates required for the candidacy in that Public Election to be officially valid (generally: one member and one substitute for single-member Public Elections, the number of seats to be filled in Public Elections per lists);
  - o the date of the first day of voting in the relevant Public Election;
  - o the official deadline for the submission of candidatures for the relevant Public Election;
  - o the date of the start of the official campaign for the Public Election concerned;



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- a series of texts answering each of the following questions:
  - a) What is the political environment for this Public Election (forces, dynamics, opportunities)?
  - b) Why should the Cooperative participate in this Public Election?
  - c) What is the purpose of the Cooperative's participation in this Public Election? What indicator will show that this participation has been successful?
- the number of Support Tokens below which a Public Policy Proposal will not be defended in this election campaign;
- a text explaining the possibilities of public reimbursement of campaign expenses during this Public Election and the conditions attached to this reimbursement, with a link to the official website setting out these conditions;
- the required Monetary Budget (in Euro) ;
- the Required Employee Work Budget (in hours) ;
- the required Volunteer Work Budget (in hours).

### *Composition of the Working Group*

A Working Group dealing with a Proposal to Participate in a Public Election may not include more than one member of the Board of Directors.

### *How to select between competing Action Proposals*

The selection among competing Proposals to Participate in a Public Election is done by Participatory Financing, where :

- the Total Shared Budget is the Electoral Budget, defined in a Strategic Decision of the type "Definition of the internal budget and of the Cooperators' Annual Membership Fee" (cf. 3.3.5 )
- the Capital Increase Required for a Proposal to Participate in a Public Election is zero;
- The Financing Closing Date and the Financed Action End Date are defined below.

The selection between the Proposals to Participate in a Public Election does not include Distributed Moderation.

### *Calendar*

The Financing Closing Date for each Proposal to Participate in a Public Election is 20 days prior to the official deadline for the submission of candidates for that Public Election.

The Finished Action Date for each Proposal to Participate in a Public Election is the date of the first day of voting in that Public Election.

When a Proposal to Participate in a Public Election is chosen by the Cooperative, the procedure described in § 3.3.1 applies, with the following modifications:

- The Project Team is composed of: (1) the Active Participants of its Working Group (with the exception of its Active Participant who is also a member of the Board of Directors, if any) and (2) the candidate(s) selected for this Public Election in accordance with the § 3.3.15 ;
- The Project Team is mandated to create and constitute the members of any separate temporary legal entity that may be required by European or national legislation to finance the campaign for this Public Election;
- In case of conflict within the Project Team, the decision of the selected candidate(s) shall prevail.

At the end of the campaign for this Public Election, the Project Team is required to publish on the Platform a report, visible only to the Cooperators, containing at least :



- the number of votes obtained by the selected candidates of the Cooperative and their share of the total number of votes;
- the candidates chosen by the Cooperative who were elected, if any ;
- the total number of hours of Volunteer Work performed and the total net expenses paid by the Cooperative during the campaign for that Public Election;
- The campaign accounts, as approved by the body or bodies authorised to do so in the territory or territories where the Public Election took place;
- the level achieved by the success indicator specified in the Public Election Participation Proposal, and whether success has been achieved according to that indicator;
- the lessons learned from the election campaign.

### *Majority and quorum requirements\*°*

None

### **3.3.15**      *Selection of candidates for Public Elections*

#### *Name and Content of the Action Proposal*

Action Proposals relevant to the Type of Strategic Decision "Selection of Candidates for Public Elections" are called "Proposals to be a Candidate in a Public Election".

The display of the existence and content of Proposals to be a Candidate in a Public Election is done according to the Display Mode "Public display after selection".

A Proposal to be a Candidate in a Public Election is composed of :

1. the reference to the Proposal to Participate in a Public Election (as defined in § 3.3.14 ) to which the Proposal to be a Candidate in a Public Election refers;
2. the Cooperator, or, if relevant, the list of Cooperators, identified with the Pseudonyms under which they are known on the Platform, who declare themselves to be candidates in an individual capacity (for Public Elections where positions are attributed to individuals) or in a team (for Public Elections where positions are attributed to lists of persons). A given Cooperator may be part of no more than one Working Group dealing with a Proposal to be a Candidate in a Public Election at any given time.
3. a text detailing the actions that the Cooperator(s) candidate(s) for this Public Election intends to take once elected;
4. a selection of at least ten (10) Public Policy Proposals, from among those that have received a number of Support Tokens above the threshold defined for the corresponding Public Election (in accordance with § 3.3.14 ), and that the Active Participant(s) of this Working Group consider to be a high priority that they be supported in the communication and media during the campaign for this Public Election and the justification for this choice;
5. the list of pre-election alliances and governing coalitions, once elected (if any), that it intends to seek with other political organisations. These alliances must comply with the Strategic Decisions of the Type "Definition of the rules governing pre-election alliances and governing coalition contracts with third party political organisations" (defined in 3.3.16 ) already taken.

#### *Composition of the Working Group*

Cooperators who have held the official position to which the Public Election leads more than once in the past 10 years are not eligible to serve on a Working Group processing a Proposal to be a Candidate in that Public Election. (Renewal of public offices limited to two consecutive terms).

A Cooperator who has been a member of the Mediation and Arbitration Council for less than the Conflict of Interest Prevention Period may not serve on a Working Group dealing with a Proposal to be a Candidate in a



Public Election. The Conflict of Interest Prevention Period is a Quantitative Parameter affecting internal processes, defined in § 3.4 .

### *Size limits of the Working Group*

The Quorum and the maximum number of Active Participants of the Working Group dealing with a Proposal to be a Candidate in a Public Election are both equal to the number of candidates required for the candidacy for that Public Election to be officially valid (as defined in § 3.3.14 ).

### *How to select between competing Action Proposals*

The selection among the competing Proposals to be a Candidate in a Public Election, and thus the selection of the Cooperator or list of Cooperators who will receive the support of the Cooperative in the campaign corresponding to that Public Election, is made by a Majority Judgment.

Where the Public Election is conducted by means of lists of candidates, the ranking order of the candidates on the list is determined by the Majority Judgement within the list, with the Cooperator with the best Median Judgement being placed first on the list, followed by the Cooperator with the next lower Median Judgement according to the Majority Judgement algorithm, and so on until the number of candidates on the list is exhausted.

The selection between Proposals to be a Candidate in a Public Election includes Distributed Moderation, which focuses on :

- the conformity of the text outlining the planned actions of the elected team, mentioned in point 3 above in the Content of the Action Proposal, with the Cooperative's raison d'être (defined in § 2.2 );
- the conformity of the pre-election governmental alliances and coalitions, mentioned in point 5 above in the Content of the Action Proposal, with the existing rules governing pre-election governmental alliances and coalitions (adopted in accordance with § 3.3.16 ).

### *Calendar*

A Proposal to be a Candidate in a Public Election may be made at any time up to 45 (forty-five) days prior to the official deadline for submitting candidates for that Public Election (as defined in the relevant Proposal to Participate in a Public Election, cf. 3.3.14 ).

A Proposal to be a Candidate in a Public Election may be modified or withdrawn by the Active Participants in the Working Group dealing with it, in accordance with its internal decision rules, up to 20 (twenty) days prior to the official deadline for submission of candidates for that Public Election (as defined in the relevant Proposal to Participate in a Public Election, cf. 3.3.14 ).

The Evaluation Date is set 48 hours before the official deadline for submitting candidacies for that Public Election (as defined in the relevant Proposal to Participate in a Public Election, see § 3.3.14 ).

If the selected Proposal to be a Candidate in a Public Election satisfies the Quorum requirement below, and if the Proposal to Participate in a Public Election has been selected (in accordance with § 3.3.14 ), the Board of Directors is required to formally nominate the selected Cooperator(s) as the Cooperative's official candidate(s) for the Public Election, in the order defined in the ranking process defined above where lists of candidates are required, no later than 2 (two) hours prior to the official deadline for submitting candidates for that Public Election (as defined in the corresponding Proposal to Participate in a Public Election, see § 3.3.14 ).

As soon as a Cooperator is officially declared a candidate of the Cooperative in a Public Election, the identity information referred to in § 6.8 is made public on the Platform.

### *Majority and quorum requirements*

A Proposal to be a Candidate in a Public Election is valid only if and only if:

- the number of Cooperators having expressed a Majority Judgment on this matter is greater than or equal to the Quorum defined as a Quantitative Parameter Affecting Internal Processes (defined in § 3.4.1 );



and

- the median Judgement received is greater than or equal to "good".

### **3.3.16** *Definition of the rules governing pre-election alliances and governing coalition contracts with third party political organisations*

#### *Name and Content of the Action Proposal*

The relevant Policy Proposals for the Type of Strategic Decision "Definition of rules governing pre-election alliances and governing coalition contracts with third party political organisations" are called "Proposals for Rules on Alliances and Coalitions".

A Proposal for Rules on Alliances and Coalitions is composed of :

- information on whether the proposed rule is to seek an electoral alliance or contract for coalition government or to prohibit it;
- the third party political organisation(s) with which pre-election alliances or contracts for coalition government are sought or prohibited;
- which of the Rules on Alliances and Coalitions already adopted would be deleted by this new Rule;
- the geographical location(s) where the proposed Rule would apply ;
- a text justifying the proposed Rule on Alliances and Coalitions.

Displaying the existence and content of Proposals for Rules on Alliances and Coalitions is done through the Display Mode "Public Display after Selection".

#### *Composition of the Working Group*

Any Cooperator who meets the condition set out in § 3.3.1 may apply to be a member of a Working Group dealing with a Proposal for Rules on Alliances and Coalitions.

#### *How to select between competing Action Proposals*

The adoption of Proposals for Rules on Alliances and Coalitions, concerning the same third party political organisation, is done by Binary Vote.

The adoption of Proposals for Rules on Alliances and Coalitions includes a Distributed Moderation, regarding its compatibility with the Raison d'Être of the Cooperative, defined in § 2.2 .

#### *Calendar*

The process of adopting the Proposals for Rules on Alliances and Coalitions is permanent.

The Assessment Date for a Proposal for Rules on Alliances and Coalitions is 45 days after its Trigger Date.

A Proposal for Rules on Alliances and Coalitions shall be made public on the Platform no later than three (3) days after its adoption.

#### *Majority and quorum requirements\*°*

The Trigger Threshold for a Proposal for Rules on Alliances and Coalitions is set at 10% of the number of Cooperators.

A Proposal for Rules on Alliances and Coalitions shall be adopted only if it has received a vote of approval of more than 75% of the votes cast, and if the number of votes cast exceeds a quorum equal to 40% of the number of Cooperators.



### 3.3.17 *Selection of Entrepreneurial Prototypes*

#### *Definition of the Action Proposals*

Entrepreneurial Prototypes are economic activities carried out by a subsidiary of the Cooperative, without modification of legislation, regulation or public budgets, which contribute to the raison d'être (as defined in § 2.2) of the Cooperative, and which are likely to generate sufficient income to become economically autonomous, without additional contribution from the Cooperative, after a transitional start-up phase. The statutes of the Entrepreneurial Prototypes implement the principles of democratic governance of enterprises defined in § 2.2.4 of the Appendix 3: Society of Agreement and specify the stakeholders represented with voting rights in its governance bodies, as well as the voting rights of each of these stakeholders in its governance bodies.

The Cooperative's support to a Entrepreneurial Prototype will be limited to its transitional start-up phase and will not be a permanent component of its revenue generating business model. Entrepreneurial Prototypes supported by the Cooperative in their start-up phase must be innovative, i.e. their offer or income-generating model must be new to the world, new to the European Union, or new to the geographical area or segment of the population the needs of which it addresses.

#### *Name and Content of the Action Proposal*

Action Proposals relevant to the Strategic Decision of the Type "Selection of Entrepreneurial Prototypes" are called Entrepreneurial Prototype Proposals.

The display of the existence and content of the Entrepreneurial Prototype Proposals is carried out according to the Display Mode "Display restricted to Cooperators only".

A Entrepreneurial Prototype Proposal is composed of :

1. a set of taxonomic information, containing at least the following elements
  - the start date of the start-up phase of the proposed Entrepreneurial Prototype;
  - the length of time during which resources will be drawn from the Cooperative to support the start-up phase of the Entrepreneurial Prototype, and therefore the end date of the start-up phase of the Entrepreneurial Prototype;
  - the total amount of external funding required to complete the start-up phase of the Entrepreneurial Prototype (i.e. the sum of all the loans and capital increases in the Financing Plan, as defined in Appendix 8: Sample Business Plan for an Entrepreneurial Prototype). The share of external financing in the total financing of the start-up phase of the Entrepreneurial Prototype is lower than the Maximum Share of External Financing of a Entrepreneurial Prototype, which is a Quantitative Parameter affecting Internal Processes, as defined in § 3.4
2. a series of texts and tables answering each of the questions and completing each of the tables listed in Appendix 8: Sample Business Plan for an Entrepreneurial Prototype ;
3. the Required Monetary Budget, the required Employee Work Budget and the Required Volunteer Work Budget, as resulting from the financing plan, § 8 of the Appendix 8: Sample Business Plan for an Entrepreneurial Prototype.

#### *Composition of the Working Group*

Any Cooperator fulfilling the condition set out in § 3.3.1 may request to be part of a Working Group in charge of processing a Entrepreneurial Prototype Proposal.

A Cooperator who has been a member of the Mediation and Arbitration Council for less than the Conflict of Interest Prevention Period may not be part of a Working Group dealing with a Entrepreneurial Prototype Proposal. The Conflict of Interest Prevention Period is a Quantitative Parameter affecting internal processes, defined in § 3.4 .





*How to select between competing Action Proposals*

The selection among the competing Entrepreneurial Prototype Proposals is made via Participatory Financing, where :

- the Total Shared Budget is the Total Budget of the Social Entrepreneurship Activities, defined in a Strategic Decision of the type "Definition of the internal budget and of the Cooperators' Annual Membership Fee" (cf. 3.3.5) ;
- the Capital Increase Required for each Prototype Business Proposal is specified in the Financing Plan it defines;
- The Financing Closing Date and the Financed Action End Date are defined below.

The selection between Entrepreneurial Prototype Proposals does not include Distributed Moderation.

*Calendar*

The table below defines the Financing Closing Date, described as a number of days before the start date defined in the Entrepreneurial Prototype Proposal.

<b>Total amount of monetary expenditure foreseen by the Entrepreneurial Prototype Proposal (Required Monetary Budget, Required Capital Increase and Required Borrowing)</b>	<b>Financing Closing Date, defined as the number of days before the start date of the Entrepreneurial Prototype.</b>
≤ 10,000 EUR	10
between EUR 10 001 and EUR 50 000	20
between EUR 50 001 and 250 000	45
≥ EUR 250,001	60

The Financed Action End Date for each Entrepreneurial Prototype Proposal is the end of the start-up phase it defines, during which resources are drawn from the Cooperative to support the start-up phase of the proposed Entrepreneurial Prototype.

When a Entrepreneurial Prototype Proposal is selected by the Cooperative, the procedure described in § 3.3.1 applies, with the following modifications:

- The Project Team is composed of (1) the Active Participants of its Working Group and (2) at least one member of the Board of Directors, appointed by the Board of Directors;
- If required by the Board, the Board members who are part of the Project Team direct its work. Otherwise, the Project Team operates by consensus, with the decision of the Board representative(s) prevailing in case of conflict.

At the end of each Financial Year, and within three (3) months of the end date of the Entrepreneurial Prototype, the Project Team is required to publish on the Platform a report, visible only to the Cooperators, containing at least :

- Milestones achieved in the start-up of the Entrepreneurial Prototype, in particular in terms of turnover and profitability;
- the total number of hours of Paid Work performed by Employees, Volunteer Work performed by Cooperators and the total net expenses paid by the Cooperative during the Budget Year and since the start of the Entrepreneurial Prototype project;



- lessons learned from the start-up phase of the Entrepreneurial Prototype.

In the event of failure by the Project Team to publish this report at the end of a Financial Year, the Board of Directors shall report this failure to all Cooperators and may, at its discretion, suspend the disbursement of funds or the provision of the Cooperative's Employees as provided for in the Investment Financing Plan. This suspension shall be lifted no later than the publication by the Project Team of this report.

### *Majority and quorum requirements\*°*

None

### **3.3.18** *Stopping the funding of an Investment or of the start-up phase of an Entrepreneurial Prototype*

#### *Name and Content of the Action Proposal*

Action Proposals relevant to the Strategic Decision of the type "Stopping the funding of an Investment or of the start-up phase of an Entrepreneurial Prototype" are called "Proposals to Stop Funding".

A Proposal to Stop Funding is composed of :

- the reference of the Investment or Entrepreneurial Prototype to which it applies, including at least the link to :
  - the Investment Proposal or the Initial Entrepreneurial Prototype Proposal (as the case may be);
  - progress reports issued in respect of that Investment or Entrepreneurial Prototype by its Project Team;
- a justification as to why it is anticipated that the Investment will not generate the expected returns for the Cooperative (in terms of efficiency improvements or resource savings) by the expected date, or that the Entrepreneurial Prototype will not achieve economic equilibrium by the expected date or with the funds made available by the Cooperative;
- a comparison between two scenarios, including forecasts of future cash flows for the Cooperative: (1) a scenario involving a continuation in the Cooperative's resources made available to the Investment or the start-up phase of the Entrepreneurial Prototype; (2) a scenario of a rapid cessation of the allocation of Cooperative's resources to the Investment or the start-up phase of the Entrepreneurial Prototype;
- a justification for a rapid cessation of the provision of resources by the Cooperative to the Investment or to the start-up phase of the Entrepreneurial Prototype.

The display of the existence and content of the Proposals to Stop Funding is carried out according to the Display Mode "Display restricted to Cooperators only".

#### *Composition of the Working Group*

Any Cooperator who meets the condition set out in § 3.3.1 may apply to be a member of a Working Group dealing with a Proposal to Stop Funding.

#### *How to select between competing Action Proposals*

The selection of a Proposals to Stop Funding is done by Binary Vote.

The selection of a Proposal to Stop Funding does not include Distributed Moderation.

#### *Calendar*

The selection process for Proposals to Stop Funding is permanent.

The Evaluation Date is set at 30 days after the Trigger Date of the Proposal to Stop Funding.



### *Majority and quorum requirements\*°*

The Trigger Threshold for a Proposal to Stop Funding is set at 5% of the number of Cooperators.

A Proposal to Stop Funding shall only be adopted if it has received a vote of approval of at least half of the votes cast + one vote, and if the number of votes cast exceeds a quorum equal to 25 % of the number of Cooperators.

## **3.3.19**      *Creation of a European political foundation*

### *Name and Content of the Action Proposal*

Action Proposals relevant to the Strategic Decision of the type "Decision to create a European political foundation" are called "Proposals for the Creation of a European Political Foundation".

A Proposal for the Creation of a European Political Foundation is composed of :

- a description of the sources of initial capital for the proposed European political foundation;
- a description of the permanent sources of income for the proposed European political foundation;
- a justification of the compatibility of the sources of funding described above with the maintenance of the political and financial independence of the Cooperative;
- the Statutes of the proposed European Political Foundation;
- a business plan for the proposed European political foundation, outlining its expected income, expenditure and annual balance sheets over its first five (5) years of operation.

The display of the existence and content of the Proposals for the Creation of a European Political Foundation is done according to the Display Mode "Public display after selection".

### *Composition of the Working Group*

Any Cooperator satisfying the condition set out in § 3.3.1 may request to be part of a Working Group dealing with a Proposal for the Creation of a European Political Foundation.

### *How to select between competing Action Proposals*

The selection of a Proposal for the Creation of a European Political Foundation is made by Binary Vote.

The selection of Proposals for the Creation of a European Political Foundation does not include Distributed Moderation.

### *Calendar*

The selection process for Proposals for the Creation of a European Political Foundation is permanent.

The Evaluation Date is 45 days after the Trigger Date of the Proposal for the Creation of a European Political Foundation.

### *Majority and quorum requirements\*°*

The Threshold for a Proposal for the Creation of a European Political Foundation is set at 10% of the number of Cooperators.

A Proposal for the Creation of a European Political Foundation shall only be adopted if it has received a vote of approval of more than two-thirds of the votes cast, and if the number of votes cast exceeds a quorum equal to 40% of the number of Cooperators.



### 3.3.20 *Amendments to the Statutes\**

#### *Name and Content of the Action Proposal*

Action Proposals relevant to the Strategic Decision of the "Amendments to the Statutes" type are called "Proposals to Amend the Statutes".

A Proposal to Amend the Statutes consists of :

- a set of taxonomic information, containing at least the following elements
  - o the references of the article or articles of the Statutes that the Proposal to Amend the Statutes modifies
- the text, in at least one of the working languages of the Cooperative (as defined in § 1.7 ) and for which an original version of the Statutes (as defined in § 1.8 ) exists, of the amended articles of the Statutes (the Amended Articles), i.e. the text of the articles which the Proposal to Amend the Statutes proposes to amend, as they would be if the Proposal to Amend the Statutes were accepted;
- the text, in at least one of the working languages of the Cooperative (as defined in § 1.7 ) and for which an original version of the Statutes (as defined in § 1.8 ) exists, of the articles of the Statutes as they stood before the adoption of the Proposal to Amend the Statutes;
- a series of texts answering each of the following questions:
  - o What is the problem/issue in the existing Statutes that the Proposal to Amend the Statutes seeks to resolve/address?
  - o Why is the problem / issue important?
  - o Why is the Proposal to Amend the Statutes consistent with the objectives of the Cooperative (as defined in § 2.3 ) and the purpose of the Statutes (as defined in § 2.1 ) ?
  - o Why will the Proposal to Amend the Statutes work?
  - o What are the negative effects of the Proposal to Amend the Statutes?
  - o What are the risks and uncertainties related to the Proposal to Amend the Statutes?
  - o Why were these choices made?

The display of the existence and content of the Proposals to Amend the Statutes is done according to the Display Mode "Public display after selection".

#### *Composition of the Working Group*

Any Cooperator satisfying the condition set out in § 3.3.1 may apply to be a member of a Working Group dealing with a Proposal to Amend the Statutes.

#### *How to select between competing Action Proposals*

The adoption of Proposals to Amend the Statutes shall be by Binary Vote.

The adoption of Proposals to Amend the Statutes does not include Distributed Moderation.

#### *Calendar*

The process of adopting Proposals to Amend the Statutes is permanent.

The Evaluation Date of a new Proposal to Amend the Statutes shall be forty-five (45) days after its Trigger Date.

On the Trigger Date of a new Proposal to Amend the Statutes, the Platform shall send a notification to all Cooperators including the following information:



- the Proposal to Amend the Statutes having passed its Trigger Threshold ;
- the Evaluation Date, at which time the process of voting on the Proposal to Amend the Statutes will be closed.

This notification shall constitute an invitation to the Extraordinary General Assembly.

The adoption of a Proposal to Amend the Statutes on the Evaluation Date shall be deemed to be the adoption of such amendment at an Extraordinary General Meeting.

The first language version of the new amended Statutes, incorporating the adopted Proposal to Amend the Statutes, and information in the other language versions that the Statutes are being amended in the modified articles, shall be published on the Platform no later than three (3) days after this Proposal to Amend the Statutes has been adopted. The other language versions of the Statutes, incorporating the adopted Proposal to Amend the Statutes, shall be published no later than fifteen (15) days after this Proposal to Amend the Statutes has been adopted.

The Board of Directors is obliged to officially register the new amended Statutes in all official languages of the Cooperative (as defined in § 1.7 ), and in the official language of the Cooperative's registered office (as defined in § 1.5 ) no later than fifteen (15) days after the adoption of this Proposal to Amend the Statutes.

The Board of Directors shall commit the resources (internal staff or external contractors) necessary to modify the Platform software to comply with the requirements of the amended Statutes, no later than fifteen (15) days after the adoption of the Proposal to Amend the Statutes that gave rise to such modification. The Board of Directors shall use its best endeavours to ensure that subsequent changes to the Platform software are operational no later than ninety (90) days after the commitment of the necessary resources to perform this task.

### *Majority and quorum requirements\*°*

The Trigger Threshold for a Proposal to Amend the Statutes is set at 10% of the total number of Cooperators in the general case, and at 2% of the total number of Cooperators if the Proposal to Amend the Statutes only makes minor changes to the Statutes.

A Proposal to Amend the Statutes shall only be adopted if it has received a vote of approval of more than two-thirds of the votes cast, and if the number of votes cast exceeds a quorum equal to 40% of the total number of Cooperators in the general case, and 10% of the total number of Cooperators if the Proposal to Amend the Statutes makes only minor changes to the Statutes.

Minor amendments to the Statutes are those that relate only to the following elements of the Statutes:

- the Content of the Action Proposals defined in § 3.3.2 to 3.3.25 inclusive;
- the justification given for the Operational Decisions defined in §. 3.7.4 ;
- the content of the reports on the Operational Decisions defined in § 3.6.4 ;
- The contents of the taxonomic tag lists defined in Appendix 7: List of taxonomic tags;
- Appendix 8: Sample Business Plan for an Entrepreneurial Prototype.

### **3.3.21**      *Transfer of the registered office to another EU Member State*

#### *Name and Content of the Action Proposal*

The Action Proposals relevant to the Type of Strategic Decision "Transfer of the registered office to another EU Member State" are entitled "Proposals to Transfer the Registered Office".

The display of the existence and content of the Proposals to Transfer the Registered Office is done according to the Display Mode "Public display after selection".

A Proposal to Transfer the Registered Office consists of :

- the EU Member State to which it is proposed to transfer the Cooperative's registered office (the destination Member State);



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- amendments to the Statutes made necessary by the legal framework of the destination Member State;
- a series of texts answering each of the following questions:
  - o What is the problem/issue of the legal or political situation in the Member State where the Cooperative currently has its registered office, which the Proposal to Transfer the Registered Office addresses?
  - o Why is the problem/issue important?
  - o Why is the Proposal to Transfer the Registered Office consistent with the raison d'être of the Cooperative (as defined in § 2.2 )?
  - o How will the Proposal to Transfer the Registered Office help to solve this problem?
  - o What are the negative effects of the Proposal to Transfer the Registered Office?
  - o What are the risks and uncertainties associated with the Proposal to Transfer the Registered Office?
  - o Why were these choices made?

### *Composition of the Working Group*

Any Cooperator fulfilling the condition set out in § 3.3.1 may request to be part of a Working Group dealing with a Proposal to Transfer the Registered Office.

### *How to select between competing Action Proposals*

The selection between all competing Proposals to Transfer the Registered Office is made by Binary Vote.

The choice between Proposals to Transfer the Registered Office does not include Distributed Moderation.

### *Calendar*

The process of adopting Proposals to Transfer the Registered Office is permanent.

The Evaluation Date is forty-five (45) days after the Trigger Date.

On the Trigger Date, the Platform sends a notification to all Cooperators with the following information:

- the Proposal to Transfer the Registered Office having crossed the Trigger Threshold;
- the Evaluation Date, at which time the vote on the Proposal to Transfer the Registered Office will be closed.

This notification shall constitute an invitation to the Extraordinary General Assembly.

The adoption of a Proposal to Transfer the Registered Office on the Evaluation Date shall be deemed to constitute a decision on the transfer of the Cooperative's head office at an Extraordinary General Meeting.

The Board of Directors is required to :

- amend the Statutes to comply with the regulations of the destination Member State specified by the adopted Proposal to Transfer the Registered Office;
- modify the Platform software in order to implement the above-mentioned changes to the Statutes;
- register the Cooperative in the destination Member State specified by the adopted Proposal to Transfer the Registered Office with its Statutes amended as above;
- carry out the physical transfer of the registered office to a place in the Member State of destination ;
- consult all Employees on the transfer, following the rules set out in the § 3.7.3 ;



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- transfer all workers to the Member State of destination and modify their employment contract accordingly;
- carry out all the operations prescribed by the European Cooperative Society Directive<sup>2</sup> in the event of a transfer of the registered office from one Member State to another;
- publish the new headquarters of the Cooperative on the Platform;

so that the Cooperative may commence operations at its new registered office in the destination Member State under its amended Statutes no later than eighteen (18) months after the adoption of the Proposal to Transfer the Registered Office.

### *Majority and quorum requirements\*°*

The Trigger Point for a Proposal to Transfer the Registered Office is set at 20% of the number of Cooperators.

A Proposal to Transfer the Registered Office shall only be adopted if it has received a vote of approval of more than 75% of the votes cast, and if the number of votes cast exceeds a quorum equal to 80% of the number of Cooperators.

### **3.3.22**      *Dissolution of the Cooperative*

#### *Name and Content of the Action Proposal*

The Action Proposals relevant to the Type of Strategic Decision "Decision to dissolve the Cooperative" are called "Proposals to Dissolve the Cooperative".

A Proposal to Dissolve the Cooperative is composed of :

- Name of the cooperative entity pursuing similar aims or objectives of general interest, to which the proceeds of the liquidation of the Cooperative after its dissolution will be allocated, according to the principle of disinterested devolution;

The display of the existence and content of the Proposals to Dissolve the Cooperative is done according to the Display Mode "Public display after selection".

#### *Composition of the Working Group*

Any Cooperator satisfying the condition set out in § 3.3.1 may request to be part of a Working Group dealing with a Proposal to Dissolve the Cooperative.

#### *How to select between competing Action Proposals*

The selection between the Proposals to Dissolve the Cooperative is made by Binary Vote.

The adoption of the Proposals to Dissolve the Cooperative does not include Distributed Moderation.

#### *Calendar*

The process of adopting Proposals to Dissolve the Cooperative is permanent.

The Evaluation Date is forty-five (45) days after the Trigger Date.

On the Trigger Date, the Platform sends a notification to all Cooperators with the following information:

- the Proposal to Dissolve the Cooperative having crossed the Trigger Threshold ;
- the Evaluation Date, at which time the vote on the Proposal to Dissolve the Cooperative will be closed.

<sup>2</sup> Council Regulation (EC) No 1435/2003 of 22 July 2003 on the Statute for a European Cooperative Society (SCE), Article 7, or any EU legislation amending or replacing it.



This notification shall constitute an invitation to the Extraordinary General Assembly.

The adoption of a Proposal to Dissolve the Cooperative on the Evaluation Date shall be deemed to constitute a decision to dissolve the Cooperative at an Extraordinary General Meeting.

### *Majority and quorum requirements\*°*

The Threshold for triggering a Proposal to Dissolve the Cooperative is set at 30% of the number of Cooperators.

A Proposal to Dissolve the Cooperative shall only be adopted if it has received a vote of approval of more than 75% of the votes cast, and if the number of votes cast exceeds a quorum equal to 80% of the number of Cooperators.

### **3.3.23**      *Initiation of an Investigation Procedure relating to a Cooperator*

#### *Name and Content of the Action Proposal*

Action Proposals relevant to the Strategic Decision of Type "Initiation of an Investigation Procedure relating to a Cooperator" are called "Proposals to Initiate an Investigation Procedure relating to a Cooperator".

A Proposal to Initiate an Investigation Procedure relating to a Cooperator is composed of :

- a set of taxonomic information, containing at least the following elements
  - the Pseudonym of the Cooperator on which an Investigation Procedure is proposed;
  - the nature of the violation(s) of the Cooperative's internal operating rules (from the list given in § 3.8.3 ) which the Cooperator is suspected of committing or having committed;
- the Pseudonym of the Cooperator who will act as the Cooperative's representative in the Investigation Procedure described in § 3.8.3 ;
- if applicable, a text justifying why the suspected action is harmful to the Cooperative, and therefore why it should be sanctioned, although not explicitly mentioned in § 3.8.3 and why the Mediation and Arbitration Council should nevertheless open an Investigation Procedure;
- a statement justifying the reasons for suspecting the Cooperator of committing or having committed the violation(s) of the Cooperative's internal rules of operation or the harmful action. This text shall include all evidence supporting this allegation, from among the authorised sources of evidence defined in §Erreur : source de la référence non trouvée.

The display of the existence and content of the Proposals to Initiate an Investigation Procedure relating to a Cooperator is done according to the Display Mode "Display restricted to Cooperators only".

#### *Composition of the Working Group*

Any Cooperator satisfying the condition set out in § 3.3.1 and who has not been an Active Participant during the previous twelve (12) months in a Working Group dealing with a Proposal to Initiate an Investigation Procedure relating to a Cooperator, a National Organisation or the Board of Directors may request to be part of a Working Group dealing with a Proposal to Initiate an Investigation Procedure relating to a Cooperator.

#### *How to select between competing Action Proposals*

The adoption of a Proposal to Initiate an Investigation Procedure relating to a Cooperator is done by Binary Vote.

The adoption of a Proposal to Initiate an Investigation Procedure relating to a Cooperator includes a Distributed Moderation, concerning the existence of evidence relating to violations of the internal operating rules, or other actions harmful to the Cooperative, which the Cooperator, on whom the Investigation Procedure is proposed, is suspected of committing or of having committed.





### *Calendar*

The process of adopting Proposals to Initiate an Investigation Procedure relating to a Cooperator is permanent.

The Assessment Date for a Proposal to Initiate an Investigation Procedure relating to a Cooperator shall be 30 days after its Trigger Date.

The Mediation and Arbitration Council shall initiate an Investigation Procedure relating to a Cooperator (as described in § 3.8.3 ) no later than 15 days after the date on which a Proposal to Initiate an Investigation Procedure relating to that Cooperator has been adopted.

### *Majority and quorum requirements\*°*

The Trigger Threshold for Proposal to Initiate an Investigation Procedure relating to a Cooperator is defined in § 3.4 as a Quantitative Parameter affecting internal processes.

A Proposal to Initiate an Investigation Procedure relating to a Cooperator shall only be adopted if it has received a vote of approval of more than 50% of the votes cast, and if the number of votes cast exceeds a quorum equal to 5% of the number of Cooperators.

## **3.3.24 Initiation of an Investigation Procedure relating to a National Organisation**

### *Name and Content of the Action Proposal*

Action Proposals relevant to the Strategic Decision of the type " Initiation of an Investigation Procedure relating to a National Organisation" are called "Proposals to Initiate an Investigation Procedure relating to a National Organisation".

A Proposal to Initiate an Investigation Procedure relating to a National Organisation is composed of:

- a set of taxonomic information, containing at least the following elements
  - the National Organisation, among those listed in Appendix 5: List of National Organisations against which an Inquiry Procedure is proposed;
  - the nature of the violation(s) of the Cooperative's internal rules of operation (from the list in § 3.8.3 ) which the National Organisation is suspected of committing or having committed;
- the Pseudonym of the Cooperator who will act as the Cooperative's representative in the Investigation Procedure described in § 3.8.3 ;
- if applicable, a text justifying why the suspected action is harmful to the Cooperative, and therefore why it should be sanctioned, although not explicitly mentioned in § 3.8.3 and why the Mediation and Arbitration Council should nevertheless open an Investigation Procedure;
- a text justifying the reasons for suspecting the National Organisation of committing or having committed the infringement(s) of the Cooperative's internal regulations or the harmful action. This text shall include all the evidence supporting this allegation, from among the authorised sources of evidence defined in § Erreur : source de la référence non trouvée.

The display of the existence and content of the Proposals to Initiate an Investigation Procedure relating to a National Organisation is done according to the Display Mode "Display restricted to Cooperators only".

### *Composition of the Working Group*

Any Cooperator satisfying the condition set out in § 3.3.1 and who has not been an Active Participant during the previous twelve (12) months in a Working Group dealing with a Proposal to Initiate an Investigation Procedure relating to a Cooperator, a National Organisation or the Board of Directors may apply to be part of a Working Group dealing with a Proposal to Initiate an Investigation Procedure relating to a National Organisation.



### *How to select between competing Action Proposals*

The adoption of Proposals to Initiate an Investigation Procedure relating to a National Organisation is done by Binary Vote.

The adoption of the Proposals to Initiate an Investigation Procedure relating to a National Organisation includes a Distributed Moderation, concerning the existence of evidence relating to violations of the rules of internal operation, or other actions harmful to the Cooperative, which the National Organisation on which the Investigation Procedure is proposed is suspected of committed or of having committed.

### *Calendar*

The process of selecting Proposals to Initiate an Investigation Procedure relating to a National Organisation is permanent.

The Evaluation Date of a Proposal to Initiate an Investigation Procedure relating to a National Organisation is set at 30 days after its Trigger Date.

The Mediation and Arbitration Council shall initiate an Investigation Procedure relating to a National Organisation (as described in § 3.8.3) no later than 15 days after the date on which a Proposal to Initiate an Investigation Procedure relating to that National Organisation has been adopted.

### *Majority and quorum requirements\*°*

The Trigger Threshold of Proposals to Initiate an Investigation Procedure relating to a National Organisation is defined in § 3.4 as a Quantitative Parameter affecting internal processes.

A Proposal to Initiate an Investigation Procedure relating to a National Organisation shall only be adopted if it has received a vote of approval of more than 50% of the votes cast, and if the number of votes cast exceeds a quorum equal to 30% of the number of Cooperators.

## **3.3.25 Initiation of an Investigation Procedure relating to the Board of Directors**

### *Name and Content of the Action Proposal*

Action Proposals relevant to the Strategic Decision of the type "Initiation of an Investigation Procedure relating to the Board of Directors" are called "Proposals to Initiate an Investigation Procedure relating to the Board of Directors".

A Proposal to Initiate an Investigation Procedure relating to the Board of Directors is composed of :

- a set of taxonomic information, containing at least the following elements
  - the nature of the violation(s) of the Cooperative's internal rules of operation (from the list in § 3.8.3) that the Board of Directors is suspected of committing or having committed;
- the Pseudonym of the Cooperator who will act as the Cooperative's representative in the Investigation Procedure described in § 3.8.3 ;
- if applicable, a text justifying why the suspected action is harmful to the Cooperative, and therefore why it should be sanctioned, although not explicitly mentioned in § 3.8.3 and why the Mediation and Arbitration Council should nevertheless open an Investigation Procedure;
- a text justifying the reasons for suspecting the Board of Directors of committing or having committed the violation(s) of the Cooperative's internal operating rules or the harmful action. This text shall include all evidence supporting the allegation, from among the permitted sources of evidence defined in § Erreur : source de la référence non trouvée.

The display of the existence and content of the Proposals to Initiate an Investigation Procedure relating to the Board of Directors is done according to the Display Mode "Display restricted to Cooperators only".



*Composition of the Working Group*

Any Cooperator satisfying the condition set out in § 3.3.1 and who has not been an Active Participant during the previous twelve (12) months in a Working Group dealing with a Proposal to Initiate an Investigation Procedure relating to a Cooperator, a National Organisation or the Board of Directors may request to be part of a Working Group dealing with a Proposal to Initiate an Investigation Procedure relating to the Board of Directors.

*How to select between competing Action Proposals*

The adoption of the Proposals to Initiate an Investigation Procedure relating to the Board of Directors is done by Binary Vote.

The adoption of the Proposals to Initiate an Investigation Procedure relating to the Board of Directors includes a Distributed Moderation, concerning the existence of evidence relating to violations of the rules of internal operation, or other actions harmful to the Cooperative, that the Board of Directors is suspected of committing or of having committed.

*Calendar*

The process of adopting Proposals to Initiate an Investigation Procedure relating to the Board of Directors is permanent.

The Evaluation Date of a Proposal to Initiate an Investigation Procedure relating to the Board of Directors is 30 days after its Triggering Date.

The Mediation and Arbitration Council shall initiate an Investigation Procedure relating to the Board of Directors (as described in § 3.8.3) no later than 15 days after the date on which a Proposal to Initiate an Investigation Procedure relating to the Board of Directors has been adopted.

*Majority and quorum requirements\*°*

The Trigger Threshold of a Proposal to Initiate an Investigation Procedure relating to the Board of Directors is defined in § 3.4 as a Quantitative Parameter affecting internal processes.

A Proposal to Initiate an Investigation Procedure relating to the Board of Directors shall only be adopted if it has received a vote of approval of more than 50% of the votes cast, and if the number of votes cast exceeds a quorum equal to 30% of the number of Cooperators.

**3.4 Decision-making process on Quantitative Parameters Affecting Internal Processes**

*3.4.1 List, initial values and conditions imposed in case of subsequent changes*

The nature and initial value of each of the Quantitative Parameters Affecting Internal Processes, as well as the conditions imposed on subsequent modifications for each of them, are defined in the table below.

§ of the Statutes	Quantitative parameter	Affecting	Initial value	Conditions imposed for other modifications
5.3.2	Number of Verifiers		3	May be amended in accordance with § 3.4.2 Must be an odd number greater than or equal to



§ of the Statutes	Quantitative parameter	Affecting	Initial value	Conditions imposed for other modifications
				3
3.3.1	Number of Moderators		3	May be amended in accordance with § 3.4.2 .  Must be an odd number greater than or equal to 3
5.3.1	Number of other Cooperators for whom a Cooperator is the custodian of the Identity Data and e-mail address		3	May be amended in accordance with § 3.4.2 .  Must be less than or equal to 5.
1.4.5	Capital increase ceiling per Cooperator = the maximum total monetary sum that a Cooperator is allowed to spend on capital increases of the Cooperative per Financial Year.		15,000 EUR	May be amended in accordance with § 3.4.2 .
3.3.1	Maximum number of simultaneous Working Groups in which a Cooperator is allowed to participate at any one time = maximum	Statements of Candidacy to the Board of Directors, Statements of Candidacy to the Mediation and Arbitration Council, Proposals of a Negotiating Team for a Sustainability	1	Cannot be changed



§ of the Statutes	Quantitative parameter	Affecting	Initial value	Conditions imposed for other modifications
	number of simultaneous Working Groups  Maximum number of Working Groups, regardless of Type in the given list, of which a Cooperator can be an Active Participant at any given time	Dialogue, or Proposals to be a Candidate in a Public Election		
		Public Policy Proposals	5	May be amended in accordance with § 3.4.2 .
		Proposals of Actions by Organisations or Sectors towards Sustainability	2	May be amended in accordance with § 3.4.2 .  Must be less than or equal to 5
		All other Types of Strategic Decisions	5	May be amended in accordance with § 3.4.2 .
3.3.1	Threshold for qualified majority decisions in Working Groups		2/3	May be amended in accordance with § 3.4.2 .  Must be between 50% and 85%
3.3.1	Maximum number of consecutive unsuccessful Amendment Cycles		3	May be amended in accordance with § 3.4.2 .  Must be equal to or greater than 2
3.3.2 to 3.3.25	Quorum for Working Groups	Statements of Candidacy to the Board of Directors	3	May be amended in accordance with § 3.4.2 .  Must be greater than or equal to 3
		Statements of Candidacy to the	1	Cannot be



§ of the Statutes	Quantitative parameter	Affecting	Initial value	Conditions imposed for other modifications
		Mediation and Arbitration Council		changed
		Proposals to be a Candidate in a Public Election	none	Defined in § 3.3.15
		Proposal for Rules on Alliances and Coalitions, Proposals to Amend the Statutes, Proposals for the Creation of a European Political Foundation, Proposals to Transfer the Registered Office, or Proposals to Dissolve the Cooperative.	7	May be amended in accordance with § 3.4.2 .  Must be greater than or equal to 7
		Any other Type of Strategic Decision	3	May be amended in accordance with § 3.4.2 .  Must be greater than or equal to 3
		3.3.2 to 3.3.25	Maximum number of Active Participants for the Working Groups	Statements of Candidacy to the Board of Directors
		Statements of Candidacy to the Mediation and Arbitration Council	1	Cannot be changed
		Proposals to be a Candidate in a Public Election	none	Defined in



§ of the Statutes	Quantitative parameter	Affecting	Initial value	Conditions imposed for other modifications
		Election		§ 3.3.15
		Any other Type of Strategic Decision	12	May be amended in accordance with § 3.4.2 . Must be greater than or equal to 10
3.3.10 and 3.3.13	Number of Support Tokens per Cooperator	Public Policy Proposals, or Public Policy Problems	7	May be amended in accordance with § 3.4.2 .
		Proposals of Action by an Organisation or Sector towards Sustainability, or Organisational or Sector Sustainability Problems	7	May be amended in accordance with § 3.4.2 .
3.3.10 and 3.3.13	Number of Action Proposals displayed if they are selected by Support Tokens, and the display option is "Public display after selection"		5	May be amended in accordance with § 3.4.2 . Must be greater than or equal to 2
3.3.12	Quorum of votes cast by a Majority Judgement on a Proposal of a Negotiating Team for a	The organisation is an SME as defined by the European Union <sup>3</sup> or a public body, association or trade union with fewer than 250 employees	10	May be amended in accordance with § 3.4.2 . Must be greater than or equal to

<sup>3</sup> As defined in the Commission Recommendation of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises notified under document number C(2003) 1422 <https://eur-lex.europa.eu/legal-content/EN/TXT/?uri=celex%3A32003H0361>, or official texts amending or replacing it.



§ of the Statutes	Quantitative parameter	Affecting	Initial value	Conditions imposed for other modifications
	Sustainability Dialogue for it to be valid			10
		The organisation is not an SME as defined by the European Union <sup>4</sup> or is a public body, association or trade union with more than 250 employees	Number of Cooperators equal to 4% of the number of employees of the organisation, without exceeding a limit equal to 1,000 (one thousand) Cooperators	The fraction of the number of employees in the organisation and the limit may be amended in accordance with § 3.4.2 . The fraction of the number of employees in the organisation must be greater than or equal to 4% of the number of employees. The limit must be greater than or equal to 100 (one hundred)
		The trade association represents an economic sector or an industrial value chain on a national scale	1‰ (one thousandth) of the number of employees in the economic sector or industrial value chain in the Member State concerned, without exceeding a limit equal to 5% of the total number of Cooperators	The fraction of the number of employees in the economic sector or value chain and the limit expressed as a fraction of the total number of Cooperators may be amended in accordance with § 3.4.2 .

<sup>4</sup> As defined in the Commission Recommendation of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises notified under document number C(2003) 1422 <https://eur-lex.europa.eu/legal-content/EN/TXT/?uri=celex%3A32003H0361>, or official texts amending or replacing it.





§ of the Statutes	Quantitative parameter	Affecting	Initial value	Conditions imposed for other modifications
		The trade association represents an economic sector or an industrial value chain at EU level	10% of the total number of Cooperators	May be amended in accordance with § 3.4.2 .
3.3.15	Quorum of votes cast by a Majority Judgment on a Proposal to be a Candidate in a Public Election for it to be valid	Municipal elections by lists	2 x the required number of candidates on the list	May be amended in accordance with § 3.4.2 .
		Regional or national elections by lists	5 x the required number of candidates on the list	
		Elections to the European Parliament, by national lists	50 x the required number of candidates on the list	
		Elections to the European Parliament, by transnational lists	30% of the number of Cooperators	
		All elections on an individual basis	1‰ (one thousandth) of the number of voters in the constituency	
3.3.17	Maximum share of external funding for a Entrepreneurial Prototype		75 %	May be amended in accordance with § 3.4.2 . Less than or equal to 85%.
3.3.23 to 3.3.25	Trigger Threshold of the Binary Vote	Proposals to Initiate an Investigation Procedure relating to a Cooperator	20 Cooperators	May be amended in accordance with § 3.4.2 .



§ of the Statutes	Quantitative parameter	Affecting	Initial value	Conditions imposed for other modifications
				Must be greater than or equal to 20
		Proposal to Initiate an Investigation Procedure relating to a National Organisation	20% of the total number of Cooperators	May be amended in accordance with § 3.4.2 . Must be greater than 10%.
		Proposal to Initiate an Investigation Procedure relating to the Board of Directors	20% of the total number of Cooperators	May be amended in accordance with § 3.4.2 . Must be greater than 10%.
3.7.4	Control threshold for Operational Decisions = Fraction of the annual operational budget above which the Operational Decision must be subject to a <i>priori</i> control by the Cooperators.		10%	May be amended in accordance with § 3.4.2 .
3.7.3	Maximum number of voting delegations managed by a single Cooperator		10% of the total number of Cooperators	May be amended in accordance with § 3.4.2 . Must be less than or equal to 10% of the total number of Cooperators
5.3.2	Quarantine Period		180 days	May be amended in accordance with



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§ of the Statutes	Quantitative parameter	Affecting	Initial value	Conditions imposed for other modifications
				§ 3.4.2 .
3.3.2 , 3.3.12 , 3.3.15 , 3.3.17 , 5.4.2	Conflict of Interest Prevention Period		4 years	May be amended in accordance with § 3.4.2 . Must be longer than 3 years
3.3.3	Installation Time of the Board of Directors		180 days	May be amended in accordance with § 3.4.2 . Must be between 90 days and 1 year
6.6	Multiple of the Annual Compulsory Contribution of the Cooperators constituting the upper limit of the Cooperators' Voluntary Donations.		3	May be amended in accordance with § 3.4.2 .
6.6	Fraction of the Cooperative's annual internal budget above which a donation must be approved by the Board before it is accepted.		2%	May be amended in accordance with § 3.4.2 . Must be smaller than or equal to 10%.
6.6	Fraction of the Cooperative's annual internal budget above which a donation must be subject to the <i>a priori</i> control of		10%	May be amended in accordance with § 3.4.2 . Must smaller than or equal to 20% and greater than or equal to



§ of the Statutes	Quantitative parameter	Affecting	Initial value	Conditions imposed for other modifications
	the Cooperators before being accepted.			the previous value.
6.7	Maximum Fraction of Turnover Received from a Single Source		10%	May be amended in accordance with § 3.4.2 . Must be smaller than or equal to 20%.

### 3.4.2 Decision-making process to modify Quantitative Parameters Affecting Internal Processes

Each Cooperator has the right to specify on the Platform a value for each of the Quantitative Parameters Affecting the Internal Processes listed and subject to change as described in § 3.4.1 .

The numerical value of each Quantitative Internal Process Parameter is the median value of those specified by the Cooperators. Cooperators who have not expressed any preference for the value of the Quantitative Parameters Affecting Internal Processes are presumed to request, by default, for each of these Parameters, its value as it was established at the time of their joining the Cooperative.

## 3.5 List of the Types of Operational Decisions

The Operational Decisions of the Board of Directors include:

- all decisions implementing the Strategic Decisions that have been selected by the Cooperators in accordance with § 3.3 ;
- amendments to the Statutes to bring the Statutes into line with the Law in the event of changes in the Law that render part of the Statutes obsolete;
- amendments to the Statutes to bring the Statutes into line with the Regulation 1141/2014 of the European Parliament and of the Council on European political parties (or any successor legislation);
- delegation of Operational Decisions to Cooperators or Employees;
- the publication and official registration of the annual activity' report (moral report) for the Financial Year (as defined in § 6.2 ) just ended;
- the publication and official registration of the annual financial report and annual accounts for the Financial Year just ended;
- the discharge of the Board of Directors for its management during the Financial Year just ended;
- the Cooperative's capital increase;
- the issue of equity securities;
- agreements of any kind, directly or through an intermediary, between the Cooperative on the one hand and the President, one of the Co-Presidents or one of the members of the Board of Directors, or a company of which he or she is a director, on the other hand;



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- the change of the Cooperative's registered office within the same Member State of the European Union;
- the adoption of an original version of the present Statutes in Esperanto;
- negotiating and concluding contracts with third parties (non limitative list of examples: banks, lawyers, accountants, communication and advertising agencies, printers, graphic designers, translators, software developers, etc.);
- changing the mode of operation of the Support Tokens from "Simple Support" to "Quadratic Support" or from "Quadratic Support" to "Simple Support", modes defined in § 3.3.1 ;
- Recruitment and management of Employees (non limitative list of examples: website administrators, software developers, documentalists);
- the negotiation and conclusion of any collective agreement with the Employees;
- the integration into the Cooperative's Platform of software under a non-free license. Software is considered free if that license gives any user the freedom to run, copy, distribute, study, modify, and improve such software, and if it gives all of these freedoms to users in an appropriate manner. A list of licenses considered "free" for the purposes of these Statutes is the one maintained for this purpose by the Free Software Foundation at the following link: <https://www.gnu.org/licenses/license-list.html>;
- the definition of the financial compensation paid to the members of the Board of Directors and the Mediation and Arbitration Council for their working time devoted to the Cooperative;
- the definition of the rules for the reimbursement of travel and accommodation expenses of Cooperators and Employees;
- financial management: of cash, assets and liabilities, receiving contributions from Cooperators and other permitted sources of income (as defined in § 6.7 ), paying expenses, receiving compulsory financial contributions and donations from Cooperators on behalf of the National Organisations and transferring the income from this collection to the recipient National Organisation;
- the definition of the fraction retained by the National Organisations of the subsidies received by the National Organisations as public support to political organisations, which may differ from one National Organisation to another;
- taking legal action against third parties, including National Organisations;
- the public presence and communication of the Cooperative, especially in the press and social media;
- the definition and publication of press releases and communication materials at all geographical levels;
- Approval of press releases and communication materials of National Organisations before publication, printing or distribution;
- in all Member States where the Cooperative operates, the submission of the official application for recognition of the Cooperative as a legal entity entitled to participate in municipal elections, elections to the European Parliament, and more generally in all such elections in that Member State where the active and passive right to vote is open to citizens of all Member States of the European Union;
- filing the Cooperative's formal application for recognition as a European political party in accordance with Regulation 1141/2014 of the European Parliament and of the Council (or any successor legislation), and, if necessary, amending these Statutes to bring them into line with the requirements of that Regulation;
- the submission of official lists of the Cooperative's candidates to the official registration bodies for municipal elections, elections to the European Parliament, and more generally for all elections in a Member State where the active and passive right to vote is open to citizens of all Member States of the European Union;



- the negotiation of electoral alliances and coalition government contracts with third party political parties in municipal elections, elections to the European Parliament and, more generally, in all elections in a Member State where the active and passive right to vote is open to citizens of all EU Member States;
- the creation of a new National Organisation in a Member State where one does not yet exist;
- the admission of a legal entity as a National Organisation;
- the management of the licensing agreement with the National Organisations for the use of the name under which the Cooperative is constituted and the use of the logo (defined in § 1.3 ) ;
- the sale or liquidation of an existing Entrepreneurial Prototype;
- approval of Authorised Donations (as defined in § 6.6 ) ;
- all other decisions taken by the Board of Directors made necessary by the management of the Cooperative in order to pursue its *raison d'être* as defined in § 2.2 .

The Operational Decisions of the Mediation and Arbitration Council include:

- mediation and arbitration of disputes, according to the procedure described in § 3.8.2 between two or more parties belonging to the following categories: the Cooperators (defined in § 5.3), the Employees (defined in § 5.4 ), the National Organisations (defined in § 5.5 ), the Board of Directors (defined in § 4.2);
- imposing sanctions on Cooperators ;
- imposing sanctions on National Organisations;
- imposing sanctions on the Board of Directors.

### **3.6 Decision-making process on Operational Decisions**

#### *3.6.1 Processes common to all Operational Decisions*

All Operational Decisions are taken remotely, in writing.

All meetings involved in the Operational Decision processes can take place in the direct presence of the participants, or remotely, using telecommunications systems and networks.

#### *3.6.2 Delegation of Operational Decisions*

The Board of Directors may delegate Operational Decisions to one or more Cooperators or Employees. Operational Decisions whose approval is one of the constituent elements of the Cooperative's Ordinary or Extraordinary General Meeting (marked with a circle (°) in the table of § 3.6.3 ) cannot be delegated.

The Mediation and Arbitration Council may not delegate its tasks.

#### *3.6.3 List of Operational Decisions subject to a priori control by the Cooperators or co-determination with the Employees*

The Types of Operational Decisions listed in this § 3.6.3 are subject to a *priori* control by the Cooperators or to co-determination with the Employees. All other Types of Operational Decisions from the list given in the § 3.5 are subject only to *ex post* reporting, according to the procedure described in § 3.6.4 .

##### *Operational decisions of the Board of Directors*

The Operational Decisions of the Board of Directors listed below are subject to the a *priori* control of the Cooperators (as defined in § 3.7.4 ). Some of the Operational Decisions of the Board of Directors subject to the a *priori* control of the Cooperators are further subject to co-determination with the Employees of the Cooperative (as defined in § 3.7.3 ) and are indicated by an asterisk (\*) in the list below.



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The Operational Decision to dismiss or sanction the Employee with the highest access and modification rights on the Platform (the Platform Administrator), is furthermore subject to the *a priori* approval of the Mediation and Arbitration Council, in accordance with § 4.3.3 .

<b>Operational decisions of the Board of Directors or delegated by the Board of Directors subject to a <i>priori</i> control by Cooperators</b>	<b>Supporting documents required</b>
<p>Delegation of Operational Decisions subject to a <i>priori</i> control by the Cooperators.</p>	<ul style="list-style-type: none"> <li>• Nature of the Delegated Operational Decision</li> <li>• Pseudonym(s) of the Cooperator(s) or Employee(s) to whom the Operational Decision is delegated</li> <li>• Duration of the delegation</li> </ul>
<p>Operational decisions whose approval constitutes the Cooperative's Ordinary General Meeting:</p> <ul style="list-style-type: none"> <li>• Approval of the accounts for the financial year just ended.</li> <li>• Publication and official registration of the annual moral and financial reports for the Financial Year just ended.</li> <li>• Appointment of one or more Statutory Auditors</li> <li>• Discharge of the Board of Directors for its management during the Financial Year just ended</li> </ul>	<ul style="list-style-type: none"> <li>• Consolidated annual report on the activities (moral report) of the Cooperative and all its subsidiaries constituting Entrepreneurial Prototypes.</li> <li>• Consolidated annual financial report of the Cooperative and all its subsidiaries engaged in Entrepreneurial Prototypes</li> <li>• Name, address, company name and, if applicable, website URL of the proposed Statutory Auditor(s).</li> </ul>
<p>Operational decisions whose approval constitutes the Cooperative's Extraordinary General Meeting:</p> <ul style="list-style-type: none"> <li>• capital increase of the Cooperative</li> </ul>	<ul style="list-style-type: none"> <li>• total number of shares created</li> <li>• deadline for subscription of new shares</li> <li>• number of subscribed shares remaining after reimbursement to Outgoing Cooperators (as defined in § 1.4.4)</li> <li>• link to the selected Investment Proposals</li> <li>• Link to the selected Entrepreneurial Prototype Proposals</li> <li>• any document justifying an additional capital increase of the Cooperative</li> </ul>
<p>Amendments to the Statutes to bring the Statutes into line with the Law in the event of a change in the Law that renders part of the Statutes obsolete;</p>	<ul style="list-style-type: none"> <li>• Link to the changes in the Law that render certain provisions of the existing Statutes obsolete</li> <li>• Proposal to Amend the Statutes to bring them into line with the Law, in accordance with the justification formalism given in § 3.3.20</li> </ul>



Operational decisions of the Board of Directors or delegated by the Board of Directors subject to a <i>priori</i> control by Cooperators	Supporting documents required
Amendments to the Statutes to bring the Statutes into line with the Regulation 1141/2014 of the European Parliament and of the Council on European political parties (or any successor legislation).	<ul style="list-style-type: none"> <li>• Link to the items in the Regulation that render certain provisions of the existing Statutes obsolete</li> <li>• Proposal to Amend the Statutes to bring them into line with the Regulation, in accordance with the justification formalism given in § 3.3.20</li> </ul>
Issue of bonds (" <i>titres participatifs</i> ")	<ul style="list-style-type: none"> <li>• link to the selected Investment Proposals</li> <li>• Link to the selected Entrepreneurial Prototype Proposals</li> <li>• any document justifying the issue by the Cooperative of bonds ("<i>titres participatifs</i>")</li> </ul>
Conclusion of an agreement of any kind, directly or through an intermediary, between the Cooperative on the one hand and the President, one of the Co-Presidents or one of the members of the Board of Directors, or a company of which he or she is a director, on the other. The authorisation of the agreement is moreover subject to the rules described in Appendix 10: Articles L225-38 to L225-42 of the French Commercial Code ("Code de Commerce")	<ul style="list-style-type: none"> <li>• Text of the agreement, including its financial conditions</li> <li>• Interest for the Cooperative of the agreement</li> <li>• Report by the auditor ("<i>Commissaire aux Comptes</i>") on this agreement</li> </ul>
Changing the mode of operation of the Support Tokens from "Simple Support" to "Quadratic Support" or from "Quadratic Support" to "Simple Support", modes defined in § 3.3.1	<ul style="list-style-type: none"> <li>• Report on the number of Support Tokens received by the Action Proposals according to the rank of these Action Proposals in descending order of Support Tokens received, in particular in the "long tail" of Action Proposals having received a low number of Support Tokens</li> </ul>
Integration into the Cooperative Platform of software under a non-free license	<ul style="list-style-type: none"> <li>• Function performed by the software and justification for integrating it into the Platform</li> <li>• Non-free licensed software proposed to perform this function and nature of the software license</li> <li>• Description of the open source software envisaged to fulfil this function and justification for its rejection</li> </ul>
Subcontracting to third parties, when the expenses incurred are higher than a fraction of the operational budget of the	<ul style="list-style-type: none"> <li>• Specification of the work to be done, e.g. brief to a communications,</li> </ul>





Operational decisions of the Board of Directors or delegated by the Board of Directors subject to a <i>priori</i> control by Cooperators	Supporting documents required
Budget Year defined in § 3.4 as Quantitative Parameter Affecting Internal Processes.	<p>advertising or graphics agency, functional specification of the work to be done by a software development company,</p> <ul style="list-style-type: none"> <li>• Justification of the expense: nature and intensity of the need, alternatives sought, justification of the choice being made</li> <li>• Upper limit of budgeted expenditure</li> </ul>
Commitment of one-off expenses or annual expenses exceeding a fraction of the operational budget of the current Financial Year defined in § 3.4 as a Quantitative Parameter Affecting Internal Processes.	<ul style="list-style-type: none"> <li>• Nature of the expenditure</li> <li>• Justification of the expense: nature and intensity of the need, alternatives sought, justification of the choice being made</li> <li>• Amount of proposed expenditure</li> <li>• Where a tender has been issued by the Cooperative: bids received and motivation for the choice of supplier</li> </ul>
Definition of the fraction retained by the National Organisations of the subsidies received by the National Organisations as public support to political organisations, which may differ from one National Organisation to another	<ul style="list-style-type: none"> <li>• For each Member State, the justified amount of political propaganda expenditure that can, for legal reasons, only be met from national sources of funding</li> </ul>
Adoption of a new graphic identity	<ul style="list-style-type: none"> <li>• Proposed graphic identity for electronic and print media</li> <li>• Justification of the change and its intention</li> </ul>
Opening a social media account	<ul style="list-style-type: none"> <li>• Name of the social media platform</li> <li>• Justification of the coherence with the Cooperative's <i>raison d'être</i> (defined in § 2.2 )</li> </ul>
Definition of the financial compensation paid to each of the members of the Board of Directors for their time spent working for the Cooperative*	<ul style="list-style-type: none"> <li>• Financial remuneration, including all monetary or in-kind benefits, immediate or deferred, paid to each member of the Board of Directors for the time spent working for the Cooperative.</li> <li>• Working time devoted to the Cooperative by each Member of the Board of Directors</li> </ul>
Definition of the financial compensation paid to each of the	<ul style="list-style-type: none"> <li>• Financial compensation, including</li> </ul>



Operational decisions of the Board of Directors or delegated by the Board of Directors subject to a <i>priori</i> control by Cooperators	Supporting documents required
members of the Mediation and Arbitration Council for their time spent working for the Cooperative*	<p>all monetary or in-kind benefits, immediate or deferred, paid to each Member of the Mediation and Arbitration Council for the time spent working for the Cooperative.</p> <ul style="list-style-type: none"> <li>Working time devoted to the Cooperative by each Member of the Mediation and Arbitration Council</li> </ul>
Definition of the rules for the reimbursement of travel and accommodation expenses of Cooperators	Rules for the reimbursement of travel and accommodation expenses for projects funded by the European Commission
Decision to recruit a new Employee, where the labour cost of the person to be recruited exceeds 5% of the Cooperative's current payroll*	<ul style="list-style-type: none"> <li>Job description</li> <li>Justification of the recruitment: nature and intensity of the need, alternatives sought</li> <li>Lower and upper limits of the proposed salary (including all social and fiscal contributions) for the position</li> </ul>
Decision to dismiss one or more Employees, where such dismissal is legally considered as a collective dismissal in the Member State of incorporation of the Cooperative, as defined in § 1.5 *	Financial recovery plan for the Cooperative justifying a return to breakeven after the proposed dismissal of the Cooperative's permanent staff
Decision to recruit a temporary Employee, where the labour cost of the person to be recruited exceeds 5% of the Cooperative's current payroll*	<ul style="list-style-type: none"> <li>Job description of the temporary Employee recruited</li> <li>Justification of the recruitment: nature and intensity of the need, alternatives sought</li> <li>Justification of why the position is temporary rather than permanent</li> <li>Lower and upper limits of the proposed salary (including all social and fiscal contributions) for the position</li> <li>Duration of the contract</li> </ul>
Taking out a loan	<ul style="list-style-type: none"> <li>Amount, term, total cost and annual percentage rate of interest of the loan</li> <li>Link to the selected Investment Proposal or Entrepreneurial Prototype Proposal justifying the loan</li> </ul>



Operational decisions of the Board of Directors or delegated by the Board of Directors subject to a <i>priori</i> control by Cooperators	Supporting documents required
	<ul style="list-style-type: none"><li>• additional sources of income envisaged to repay the loan, beyond the return on the selected Investment or Entrepreneurial Prototype</li></ul>
Conclusion of electoral alliances with third party political parties at national or European level	<ul style="list-style-type: none"><li>• Name(s) of the third party(ies) with which the electoral alliance is proposed</li><li>• Justification of compatibility with the set of Rules on Alliances and Coalitions selected in accordance with § 3.3.16</li><li>• Proposed sharing of positions on electoral lists between the Cooperative and the proposed allied political party(ies)</li></ul>
Conclusion of government coalition contracts with third party political parties at national or European level	<ul style="list-style-type: none"><li>• Name(s) of the third party political party(ies) with which the governing coalition contract is proposed</li><li>• Justification of compatibility with the set of Rules on Alliances and Coalitions selected in accordance with § 3.3.16</li><li>• Draft government coalition contract</li><li>• Proposed sharing of government positions between the Cooperative and the third political party(ies) in the proposed government coalition.</li></ul>
Sale or liquidation of an existing Entrepreneurial Prototype	<ul style="list-style-type: none"><li>• Profit and Loss and Balance Sheet forecasts for the Entrepreneurial Prototype for at least two (2) years</li><li>• Identity of the potential acquirer (if any) and justification that it pursues objectives consistent with the Cooperative's <i>raison d'être</i> (as defined in § 2.2 )</li></ul>
Approval of a donation by a natural person beyond the threshold of a <i>priori</i> control by the Cooperators	<ul style="list-style-type: none"><li>• Identity Data (defined in § 6.8 ) of the natural person making the donation if s/he is not a Cooperator or his/her Pseudonym if s/he is</li><li>• nature of the donation (if in kind)</li><li>• amount of the donation in EUR (exact if cash donation, estimated if</li></ul>



Operational decisions of the Board of Directors or delegated by the Board of Directors subject to a <i>priori</i> control by Cooperators	Supporting documents required
	donation in kind) • date of the last donation made by the individual donor (if applicable)

*Operational decisions of the Mediation and Arbitration Council*

The Operational Decisions of the Mediation and Arbitration Council listed below are subject to the a priori control of the Cooperators (as defined in § 3.7.4 ).

Operational decisions of the Mediation and Arbitration Council subject to a <i>priori</i> control by the Cooperators	Supporting material needed
Forcing the dissolution of a National Organisation	Documents listed under item 9 of the list in § 3.6.4 .

**3.6.4 Reports on Operational Decisions**

All Operational Decisions must be recorded, each by the governing body responsible for that Operational Decision (Board of Directors or Mediation and Arbitration Council) which is responsible for it. This record must contain at least :

- 1) the nature of the Operational Decision, from the list given in § 3.5 ;
- 2) the date on which it was taken;
- 3) the result of the vote of the Board of Directors or of the Mediation and Arbitration Council on the Operational Decision, on the Draft Operational Decision or on the Preliminary Draft Operational Decision, or the mention of the absence of such vote;
- 4) the natural or legal person(s) to whom it applies (if applicable);
- 5) the amount involved (if any);
- 6) the duration of the Cooperative's commitment (if any);
- 7) the report of the Project Team of the Communication Campaign, the Internal Event, the Investment, the Sustainability Dialogue Stage, the Electoral Campaign, the Entrepreneurial Prototype, in accordance with § 3.3.6 , 3.3.7 , 3.3.8 , 3.3.11 , 3.3.14 and 3.3.17 respectively (if applicable);
- 8) the result of the vote of a priori control by Cooperators, along the process described in § 3.7.4 (if applicable);
- 9) a link to the supporting documents for the Operational Decision:
  - In the case of Operational Decisions of the Board of Directors, these supporting documents shall contain at least :
    - a) the result of the written consultation of the Advisory Committee, in accordance with § 4.2.3 (if applicable);
    - b) the result of the co-determination with the Employees, in accordance with § 3.7.3 (if applicable);
  - In the case of Operational Decisions of the Mediation and Arbitration Council, these supporting documents shall contain at least :



- a) evidence received from both parties;
- b) the decision taken by the member(s) of the Mediation and Arbitration Council dealing with the case; and
- c) a text justifying this decision.

The minutes of the Operational Decisions taken by the Board of Directors and the Mediation and Arbitration Council are visible to all Cooperators.

The reports of the Operational Decisions of the last Financial Year are part of the annual moral report on the activities of the Cooperative, submitted to the approval of the Cooperative Members before official publication (in accordance with § 3.6.3).

### **3.7 Decision-making processes specific to Operational Decisions by the Board of Directors**

#### *3.7.1 Process for Operational Decisions of the Board of Directors not subject to a priori control by the Co-operators*

This § 3.7.1 applies to Operational Decisions of the Board of Directors, the Type of which, among the list of Types of Operational Decisions given in § 3.5, is absent from the list given in § 3.6.3, and which are therefore not subject to the a priori control of the Co-operators, nor to the co-determination with the Employees

The Operational Decisions of these Types which are delegated to one or more Co-operators or Employees, are taken by the Co-operator(s) or Employee(s) to whom they have been delegated.

Operational Decisions of these types which are not delegated to one or more Co-operators or Employees, are taken by consensus of the Board of Directors. In the absence of consensus, the Operational Decision is taken by a simple majority of the votes cast in the Board of Directors. In the event of a tie, the result of the vote is counted by allocating two votes to the President or to each of the two Co-Presidents (defined in § 4.2.1). In the event of a tie after this allocation of additional votes to the two co-Presidents, the younger co-President shall have the casting vote

#### *3.7.2 Process of Operational Decisions of the Board of Directors subject to a priori control by the Co-operators*

Operational Decisions of the Board of Directors whose Type is listed in § 3.6.3, and which are therefore subject to a priori control by the Co-operators, follow the procedures described :

- in the present § 3.7.2 ;
- in § 3.7.3 for Operational Decisions subject to the procedure of co-determination with the Employees, whose Types are identified in § 3.6.3 ;
- in § 3.7.4 .

The Preliminary Draft Operational Decision (in the case of an Operational Decision subject to the co-determination procedure with the Employees) or the Draft Operational Decision (in the general case of an Operational Decision subject to the a priori control of the Co-operators), must be approved by consensus or (in the absence of consensus) a vote of the Board of Directors, in the manner described in § 3.7.1, prior to submission to co-determination with the Employees (described in § 3.7.3) or to a priori control by the Co-operators (described in § 3.7.4).

#### *3.7.3 Co-determination procedure with the Employees (Employee involvement)*

When the Operational Decision is subject to co-determination with the Employees of the Cooperative (as defined in § 3.6.3), the following rules apply, in decreasing order of priority: (1) the procedures set out in Council Directive 2003/72/EC (as amended or updated), (2) the labour law of the Member State of incorporation of the Cooperative, as defined in § 1.5, (3) the sectoral collective agreement applicable to the



Cooperative, (4) the collective agreement negotiated between the Board of Directors of the Cooperative and its staff according to Directive 2003/72/EC.

In the absence of a prescription in any of these legal or conventional texts, the following procedure applies by default for co-determination with the Employees of the Cooperative:

1. The Employees democratically elect their representatives, according to the procedure of their choice and in conformity with the rules governing the elections of the staff representatives in the Member State (defined in § 1.5 ) where the Cooperative has its registered office. If desired by the Employees, the Cooperative provides them with a variation of the Platform, adapted to their needs for the appointment and control of their representatives, as well as for the formulation of their demands. This variation of the Platform is established with the degree of technical and administrative independence from the Platform of the Cooperative in accordance with the Employees' choice;
2. The Board of Directors, or the person(s) to whom it has delegated its powers to implement the Operational Decision, shall publish its Preliminary Draft Operational Decision on a document visible to all Board members and Employees only, requesting the opinion of the Employees' representatives. The Preliminary Draft Operational Decision shall include at least the following points 1), 4), 5), 6) and 9)a) of the list provided for in § 3.6.4 and the planned date of implementation ;
3. the Board Member(s) in charge of the Operational Decision, or the person(s) to whom the Board has delegated its powers to implement the Operational Decision, shall meet with the Employee representatives for an in-depth discussion of the Preliminary Draft Operational Decision, at a mutually agreed date no earlier than one full week, and no later than one full month, after such publication. Up to ten (10) meetings in total between the Board Member(s), or the person(s) to whom the Board has delegated its powers to implement the Operational Decision, and the Employees' representatives may be held within one month of this first meeting;
4. the Employees' representatives shall provide their comments on the Preliminary Draft Operational Decision to the responsible Board Member(s), or to the person(s) to whom the Board has delegated its powers to implement the Operational Decision, no later than two full working weeks after the last meeting held with the Board Member(s) or with the person(s) to whom it has delegated its powers to implement the Operational Decision This feedback may take the form of an alternative to the Preliminary Draft Operational Decision.

The Platform will have a space where the Employees, in collaboration with their representatives, will have the tools to define and select alternatives to the Preliminary Draft Operational Decisions, in a similar way to the process of definition and selection of Strategic Decisions by the Cooperators defined in § 3.3.1 . The precise procedure for defining alternatives to Preliminary Draft Operational Decisions shall be defined by the Employees and their representatives.

### ***3.7.4 Procedure for a priori control of Operational Decisions by Cooperators***

The procedure for a *priori* control of Operational Decisions by the Cooperators is as follows:

Once the co-determination with the Employees has been carried out, if necessary, according to the procedure described in § 3.7.3 the following procedure applies:

1. the Board of Directors, or the person(s) to whom the Board of Directors has delegated its powers to implement the Operational Decision, publishes on the Platform its Draft Operational Decision on a document, visible to all Cooperators, with a deadline for making the Decision (the Decision Deadline). The Draft Operational Decision includes the items 1)), 4)), 5)), 6), 9)a) and 9)b) of the list provided for in § 3.6.4 and the expected date of implementation. The Draft Operational Decision may be the same as or different from the Preliminary Draft Operational Decision submitted for co-determination with the Employees according to the procedure of § 3.7.3 , at the discretion of the Board of Directors or of the person(s) to whom the Board of Directors has delegated its powers to implement the Operational Decision. The Decision Deadline may not be earlier than 14 full days after the date of publication of the Draft Operational Decision on the Platform. The Board of Directors, or the person(s) to whom the Board of Directors has delegated its powers to implement the Operational Decision, may propose at its discretion either one Operational Decision for approval or several



options for the Operational Decision, from which the Cooperators are invited to choose. In the latter case, one of the options proposed shall be not to engage in the Operational Decision;

2. When the Draft Operational Decision corresponds to a decision of the Ordinary General Assembly or the Extraordinary General Assembly, as identified in § 3.6.3 , the Platform sends in addition a notification to all Cooperators including :
  - the full text of the Draft Operational Decision ;
  - the information that this Operational Decision is subject to the decisions of an Ordinary General Meeting or an Extraordinary General Meeting, as the case may be;
  - the Decision Deadline.

This notification shall constitute an invitation to the Ordinary General Meeting or the Extraordinary General Meeting, as the case may be.

3. The Cooperators shall vote on the Proposal for an Operational Decision, by a Binary Vote (described in § 3.3.1 ), where the Trigger Threshold is zero votes, if the Operational Decision is submitted for approval, and by a Majority Judgment procedure (described in § 3.3.1 ) if three or more options are proposed for that Operational Decision, one of which is to take no action;
4. on the Decision Deadline: (1) in the case of an Operational Decision submitted for approval, if a simple majority of the votes cast by the Cooperators approve the proposed Operational Decision, the Operational Decision shall be approved and shall be implemented by the Board of Directors or by the person(s) to whom the Board of Directors has delegated its authority to implement the Operational Decision; (2) in the case of a Operational Decision Proposal with several options, the option with the highest median score, according to the Majority Judgment algorithm, is chosen by the Cooperators and must be implemented by the Board of Directors, or by the person or persons to whom the Board of Directors has delegated its powers to implement the Operational Decision.
5. Where the Draft Operational Decision corresponds to decisions to be taken by the Ordinary General Meeting or the Extraordinary General Meeting, as identified in § 3.6.3 , the Operational Decision so adopted shall be deemed to have been adopted in accordance with the formalities required for the adoption of decisions in the Ordinary General Meeting or the Extraordinary General Meeting, as the case may be.

### **3.8 Decision-making processes specific to Operational Decisions by the Mediation and Arbitration Council**

#### *3.8.1 Common features of all Mediation and Arbitration Council procedures*

##### *Recognised sources of evidence*

The primary sources of evidence in any Mediation and Arbitration Council proceedings are:

- links to, or electronic or paper copies or traces of, processes and transactions carried out by the Platform;
- electronic or paper copies of internal messages exchanged between Cooperators or National Organisations through the Platform;
- electronic or hard copies of any electronic or hard copy correspondence, using an external infrastructure, between Cooperators or National Organisations.

Other sources of evidence may be admitted by the Mediation and Arbitration Council, at its discretion and depending on their relevance to the case in question.

##### *Organisation of meetings between the parties in conflict*

All meetings between the parties to the dispute in the presence of one or more members of the Mediation and Arbitration Council shall be conducted remotely by electronic means and shall be recorded.



The date, time and language of this meeting shall be agreed between the parties in dispute and the member(s) of the Mediation and Arbitration Council in charge of the case. In the absence of agreement, the member(s) of the Mediation and Arbitration Council in charge of the case shall have the final say as to the date and time, which shall be no later than 45 days after the date of convening as defined in the procedures of §§ 3.8.2 and 3.8.3 (the Convening Date), and as to the language which shall then be chosen from among the official languages of the Cooperative (as defined in § 1.7 ).

Each party and the Member(s) of the Mediation and Arbitration Council in charge of the case shall have the right to request language assistance from any Cooperator of their choice during the meeting. The Cooperator(s) receiving such requests for language assistance in the context of the Mediation and Arbitration Council proceedings shall make every effort to respond positively.

### *How decisions are taken*

When the number of Members of the Mediation and Arbitration Council required to take a decision is strictly greater than one, the decision shall be taken :

- by consensus between those Members of the Mediation and Arbitration Council, and then, failing consensus
- by a simple majority vote of those Members of the Mediation and Arbitration Council, the Member of the Mediation and Arbitration Council with the longest seniority in the Mediation and Arbitration Council having the casting vote in the event of a tie, and the youngest Member having the casting vote among Members of the Mediation and Arbitration Council with the same seniority.

### *Publication of results*

The results of all Mediation and Arbitration Council proceedings are made visible on the Platform to all Cooperators, in accordance with the requirements of § 3.6.4 .

## **3.8.2 Dispute resolution**

The Mediation and Arbitration Council deals with the resolution of all disputes between any pair of parties in the following categories

- 1) Cooperators,
- 2) Employees,
- 3) National organisations,
- 4) Board of Directors,

bearing in mind that two parties may belong to the same category in the above list, and in cases where such disputes are not resolved by the normal application of the rules and procedures set out in these Statutes.

Disputes are settled in three successive stages:

1. Mediation,
2. Arbitration,
3. Appeal.

Any stage must be completed before the next stage can begin.

### *Mediation*

When a Cooperator, Employee, National Organisation or the Board of Directors is dissatisfied with an action or inaction of a Cooperator, Employee, National Organisation or the Board of Directors, it may request mediation from the Mediation and Arbitration Council.

A member of the Mediation and Arbitration Council, chosen at random by the Platform (the Mediator), is then appointed to assist in the mediation of the dispute concerned. The objective of the Mediator is to get each party to clarify and state their grievances and to facilitate a satisfactory settlement for all parties.





The Mediation is carried out by a maximum of three (3) meetings between the parties in conflict, as defined in § 3.8.1 .

The date on which the Mediator is appointed shall be the Date of Convening of the first such meeting.

The outcome of the mediation is not binding on the parties.

### *Arbitration*

If the parties to the dispute remain unable to reach a mutually satisfactory outcome of the mediation and if the number of members of the Mediation and Arbitration Board is greater than or equal to two, any party to the dispute may request that the dispute be submitted to Arbitration.

A member of the Mediation and Arbitration Board, chosen at random by the Platform and different from the Mediator (the Arbitrator), will then be appointed to carry out the Arbitration of the dispute concerned.

Within 60 days of the appointment of the Arbitrator, each party to the dispute shall send to the Arbitrator, in electronic form, any evidence (as defined in § 3.8.1 ) in support of its case.

The date of convening (as defined in § 3.8.1 ) for the arbitration meeting between the disputing parties shall be fixed by the Arbitrator at his/her discretion not earlier than 60 days and not later than 120 days after his/her appointment.

The Arbitrator shall publish his/her decision on the case no later than 30 days after the arbitration meeting.

The result of the Arbitration is binding on the parties.

### *Appeal*

If the number of members of the Mediation and Arbitration Council is greater than or equal to four (4), and if one of the parties is not satisfied with this first Arbitration, it may appeal.

The Platform then randomly selects three (3) members of the Mediation and Arbitration Board, from among those who did not participate in the first Arbitration, to hear the case again.

The appeal procedure is identical to that of the initial Arbitration. The only difference is that any decision by the members of the Mediation and Arbitration Council in charge of the appeal is taken by a simple majority among them (tie in case of abstention resolved in favour of the younger voter).

The result of the Appeal is binding on the parties and is final.

### *3.8.3 Investigation Procedure*

The Investigation Procedure assesses whether a Cooperator, a National Organisation or the Board of Directors has violated the internal operating rules of the Cooperative and sanctions it appropriately if the conclusion is positive.

#### *Violations of internal operating rules that may be sanctioned*

The following actions or omissions violate the Cooperative's internal operating rules and may be sanctioned:

- failure to comply with the obligations or prohibitions imposed by these Statutes;
- misappropriation of the Cooperative's funds, i.e. the use of the Cooperative's financial resources for purposes other than those for which they were intended by the procedures described in these Statutes;
- action or negligence resulting in the deterioration or destruction of data, software or hardware of the Platform, or their manipulation leading to not supporting the operation of the Cooperative in accordance with these Statutes;
- disclosure to third parties or to the general public, except in the circumstances set out in § 3.3.15 and except in cases where such disclosure is made by the Cooperator himself, the fact that a natural person is a Cooperator;



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- abuse of the rights provided for in these Statutes, i.e. the use of their procedures with the sole visible aim of harming the functioning of the Cooperative as a whole, of harming one or more Cooperators or one or more National Organisations;
- non-compliance with the Cooperative's *raison d'être* (as defined in § 2.2), or of the cooperative behaviour expected from its Cooperators and National Organisations (as described in § 2.7).

Other actions or omissions may be sanctioned at the discretion of the member(s) of the Mediation and Arbitration Council in charge of the case.

### *Possible sanctions*

The possible sanctions against the Cooperators are as follows, in ascending order of severity:

- Written warning requiring the Cooperator to change his/her behaviour or repair the damage suffered within a period not exceeding 60 days;
- Removal of the Cooperator from the Advisory Committee or from the Mediation and Arbitration Council, if applicable;
- The temporary deprivation of voting rights regarding Strategic Decisions or the control of Operational Decisions, for a period not exceeding 180 days;
- Expulsion from the Cooperative.

The possible sanctions against National Organisations are as follows, in ascending order of severity:

- Written warning requesting the National Organisation to change its behaviour or repair the damage caused within a period not exceeding 180 days;
- the temporary withholding of all or part of the compulsory and voluntary contributions by the Cooperators of this National Organisation. This retention may not exceed 12 months. The withheld contributions shall be kept in an escrow account and may not be used by the Cooperative in any way whatsoever;
- Expulsion of the National Organisation from the Cooperative and forced dissolution.

The possible sanctions against the Board of Directors are as follows, in ascending order of severity:

- Written warning requesting the Board of Directors to modify its behaviour or to repair the damage suffered within a period not exceeding 60 days;
- Dissolution of the Board of Directors.

In the event of dissolution of the Board of Directors following a sanction by the Mediation and Arbitration Council, the following provisions shall apply:

- the Mediation and Arbitration Council shall appoint three (3) of its Members as Members of an interim Board of Directors, and shall assign to each of them the functions described in § 4.2.1 ;
- the duty of this interim Board of Directors is to maintain the operations of the Cooperative for the time necessary, in accordance with § 3.3.2 to select a new Board of Directors.

### *Investigation Procedure relating to a Cooperator*

The opening of an Investigation Procedure concerning a Cooperator is a Strategic Decision as defined in § 3.3.23 .

The Investigation Procedure relating to a Cooperator is identical to that for Arbitration described in § 3.8.2 in which :

- one of the parties is the representative of the Cooperative appointed by the Working Group of the Selected Proposal to Initiate an Investigation Procedure relating to that Cooperator;
- the other party is the Cooperator to whom the Investigation Procedure relates.



In the event that the Cooperator to whom the Investigation Procedure relates is a Member of the Mediation and Arbitration Council, that Cooperator may not be a Member of the Mediation and Arbitration Council dealing with the case.

### *Investigation Procedure relating to a National Organisation*

The opening of an Investigation Procedure against a National Organisation is a Strategic Decision as defined in § 3.3.24 .

The Investigation Procedure relating to a National Organisation is identical to that for Arbitration described in § 3.8.2 in which :

- one of the parties is the representative of the Cooperative appointed by the Working Group of the Selected Proposal to Initiate an Investigation Procedure relating to this National Organisation;
- the other party is the National Organisation to which the Investigation Procedure relates, represented by a duly mandated Cooperator

with the following differences:

- the number of members of the Mediation and Arbitration Council chosen at random for the first Arbitration shall be three (3);
- the number of members of the Mediation and Arbitration Council chosen at random for the Appeal, if any, shall be five (5);
- the sanction consisting in the expulsion of the National Organisation from the Cooperative and its forced dissolution is an Operational Decision of the Mediation and Arbitration Council subject to the *a priori* control of the Cooperators (as specified in paragraph 3.6.3 ). This sanction must be adopted by all the Members of the Mediation and Arbitration Council, according to the procedure described in § 3.8.1 , before being submitted to the *a priori* control of the Cooperators.

### *Investigation Procedure relating to the Board of Directors*

The opening of an Inquiry Procedure concerning the Board of Directors is a Strategic Decision as defined in § 3.3.25 .

The Investigation Procedure relating to the Board of Directors is identical to the Arbitration Procedure described in § 3.8.2 in which :

- one of the parties is the representative of the Cooperative appointed by the Working Group of the Selected Proposal to Initiate an Investigation Procedure relating to the Board of Directors;
- the other party is the Board of Directors, represented by one of its members, duly mandated;

with the following differences:

- the number of members of the Mediation and Arbitration Council chosen at random for the first Arbitration shall be three (3);
- the number of members of the Mediation and Arbitration Council chosen at random for the Appeal, if any, shall be five (5).

## **4. Governing bodies\*<sup>o</sup>**

### **4.1 List of management bodies**

The management bodies of the Cooperative are :

1. the **Board of Directors**
2. the **Mediation and Arbitration Council**



## 4.2 The Board of Directors

### 4.2.1 Composition of the Board of Directors

The Board of Directors shall consist of a minimum of three (3) and a maximum of eighteen (18) members, of whom :

- a President, or two Co-Presidents, in which case these two Co-Presidents should be of different genders;
- one or more Vice Presidents, one of whom, the Treasurer, is responsible for supervising the Cooperative's accounts and preparing decisions affecting the Cooperative economically.

The Board of Directors is elected according to the procedure governing Strategic Decisions of the Type "Selection of the Board of Directors" described in § 3.3.2 . The Board of Directors can be dismissed and replaced according to the procedure governing Strategic Decisions of the Type "Dismissal and replacement of the Board of Directors" described in § 3.3.3 .

The Board of Directors may define specific areas of responsibility for individual members at its discretion.

The Board of Directors is assisted by an Advisory Committee, as defined in § 4.2.3 .

### 4.2.2 Powers, responsibilities and mission of the Board of Directors

The Board of Directors has the following powers and responsibilities:

- Administrative, financial and legal representation of the Cooperative;
- Implementation of all the Strategic Decisions selected by the Cooperators in accordance with § 3.3 with the obligation to implement them within the timeframe defined in § 3.3.1;
- Execution of all Operational Decisions it deems necessary to achieve the Cooperative's raison d'être and objectives (defined in §§ 2.2 and 2.3 respectively), provided that they have been approved by the *a priori* control of the Cooperators where specified in § 3.6.3;
- Obligation to report on all Operational Decisions taken, in accordance with § 3.6.4.

As a general rule, the mission of the Board of Directors is to ensure the proper functioning of the Cooperative, and more specifically to ensure, this list being non-limitative:

- accounting and financial management ;
- maintenance and development of the Platform (defined in § 2.3);
- the welcoming and training of new Co-operators;
- the administrative management of the Co-operators (registration, resignation, exclusion);
- the management of the Cooperative's shares.

### 4.2.3 The Advisory Committee

The Advisory Committee has no decision-making powers.

The Advisory Committee is composed of a maximum of twelve (12) Cooperators, appointed by the Board of Directors from among those who have expressed a wish to be members of the Advisory Committee.

Once appointed, the term of office of the members of the Advisory Committee shall be three (3) years. It may be renewed only once. One third of the Advisory Committee shall be renewed each year. Once appointed, a member of the Advisory Committee can only be removed following a sanction by the Mediation and Arbitration Council (as described in § 3.8.3 ).

All members of the Advisory Committee undertake to participate actively in its activities throughout their term of office.



The Board of Directors may consult the Advisory Committee on any matter it deems appropriate, either orally or in writing.

- An oral consultation of the Advisory Committee shall take the form of an online meeting between the members of the Board of Directors and the members of the Advisory Committee, which shall take place at the initiative of the Board of Directors and under the conditions defined by it;
- A written consultation of the Advisory Committee shall take the form of a request from the Board of Directors to answer a written question and to provide a written response within a period defined by the Board of Directors, which may not be less than 15 days and not more than 90 days.

The Advisory Committee is empowered to issue Own Initiative Opinions on any issue it deems appropriate. The procedure for drawing up an Own Initiative Opinion follows that of the Strategic Decisions of the § 3.3.1 with the following differences and characteristics:

- only members of the Advisory Committee can actively participate in the Working Group;
- the content of the Own Initiative Opinion is free;
- an Own Initiative Opinion is not subject to Distributed Moderation;
- the Own Initiative Opinions published by the Advisory Committee are only visible to the Cooperators;
- Once approved for submission to the selection process, the Own Initiative Opinion is not subject to any selection process.

### **4.3 Mediation and Arbitration Council**

#### *4.3.1 Composition of the Mediation and Arbitration Council*

The members of the Mediation and Arbitration Council shall be elected according to the procedure governing Strategic Decisions of the type "Selection of the members of the Mediation and Arbitration Council" described in § 3.3.4 .

The number of members of the Mediation and Arbitration Council varies according to the size of the Cooperative. One member of the Mediation and Arbitration Council shall be elected for every fifty (50) Cooperators (or fraction thereof), up to a maximum of twenty (20) members of the Mediation and Arbitration Council.

#### *4.3.2 Powers and responsibilities of the Mediation and Arbitration Council*

The Mediation and Arbitration Council is the guardian of the proper functioning of the Cooperative, and of its cooperative character, in accordance with the letter and spirit of its Statutes. Its members shall act in all matters relating directly or indirectly to the Cooperative with the highest degree of integrity and independence, and for the exclusive good of the Cooperative.

The Mediation and Arbitration Council shall have the powers to settle disputes as defined in § 3.8.2 below.

The Mediation and Arbitration Council is the only body empowered to impose sanctions, for whatever reason, on any Cooperator or National Organisation, or on the Board of Directors, in accordance with the Investigation Procedure described in § 3.8.3 .

For the avoidance of doubt, the Mediation and Arbitration Council is the final instance of appeal for such disputes or sanctions.

No legal proceedings in the formal court system may be initiated until the Cooperative has completed a dispute resolution or sanction procedure as described in these Statutes.

National Organisations shall have their own internal disciplinary and dispute resolution measures. The measures of a National Organisation shall apply only to disputes between Cooperators of that organisation.

The Mediation and Arbitration Council has the duty to act as the custodian of the Platform supporting the operation of the Cooperative, as described in § 4.3.3 .



### 4.3.3 *Guarding the Platform*

#### *Protection of the software and content of the Platform*

The Mediation and Arbitration Council shall designate at least two of its members (the Platform Custodians) to keep on their private and disconnected IT equipment a complete electronic copy of :

- the latest version of the complete software code of the Platform;
- the latest version of the installation manual for the Platform on a web server;
- the complete database(s) supporting the Platform, as saved in its (their) last backup, which shall not be older than seven (7) days.

The Mediation and Arbitration Council communicates to all Cooperators the pseudonyms of the Platform Custodians.

The Platform Custodians have a duty to make the electronic copies described above available to the Cooperative in the event of an internal or external event that threatens to damage or has damaged the integrity of the Platform.

#### *Protection of the Platform Administrator*

No disciplinary action may be taken against the Platform Administrator (as defined in § 3.6.3 ), nor may s/he be dismissed, unless approved by the Mediation and Arbitration Council according to the following procedure.

The decision of the Mediation and Arbitration Council on a sanction or on the dismissal of the Platform Administrator shall be taken after a procedure identical to that of Arbitration described in § 3.8.2 in which :

- one of the parties is the Platform Administrator;
- the other party is the Board of Directors, represented by one of its members, duly mandated;

with the following differences:

- the number of members of the Mediation and Arbitration Council chosen at random for the first Arbitration shall be three (3);
- the number of members of the Mediation and Arbitration Council chosen at random for the Appeal, if any, shall be five (5).

## **5. Members**

### **5.1 Types of members**

The Cooperative has three categories of members:

- Cooperators. The Cooperators are natural persons fulfilling the conditions described in § 5.3.1 ;
- Employees. Employees are natural persons fulfilling the conditions described in § 5.4.1 ;
- National Organisations. National Organisations are the legal entities described in § 5.5 .

### **5.2 Liability of members**

The liability of members is limited to their contributions only.



## 5.3 Cooperators

### 5.3.1 *Rights and duties associated with the Cooperators and corresponding voting rights\**<sup>o</sup>.

Each Cooperator shall have one vote in all categories of decisions listed in § 3.1 .

The Cooperators are not allowed to delegate their vote for the Strategic Decisions (listed in § 3.2 ), nor for the definition of the Quantitative Parameters Affecting Internal Functioning (listed in § 3.4.1 ).

The Cooperators are authorised to delegate their vote for the control (according to the procedure described in § 3.7.4 ) of one or more categories of Operational Decisions (listed in § 3.6.3 ) to one or more Cooperators.

The delegation received from one Cooperator may be transferred to another Cooperator (transitive delegation). In this case, the Cooperator who originally delegated the power is informed of the transfer of delegation.

The total number of voting delegations managed by a given Cooperator is limited to a value defined as a Quantitative Parameter Affecting Internal Functioning according to the procedure defined in § 3.4 .

Every Cooperator has access to download the following data:

- the latest version of the complete software code of the Platform;
- the latest version of the installation manual for the Platform on a web server;
- the database(s) supporting the operation of the Platform, as saved at the time of its (their) last backup, which must not be more than seven (7) days old, with the exception of the databases containing the personal data of the Cooperators.

Each Cooperator shall ensure the storage, on a digital medium disconnected from the network under normal circumstances, of the Identity Data (as defined in § 6.8 ) and e-mail address of a reduced number of other Cooperators, and thus contribute to the safeguarding of a shared directory of Cooperators. The number of other Cooperators for whom a Cooperator keeps the Identity Data and e-mail address is a Quantitative Parameter Affecting Internal Operations, defined according to the procedure in § 3.4 .

### 5.3.2 *Terms and conditions for admission and resignation of Cooperators\**<sup>o</sup>

#### *Condition for a natural person to be a Cooperator*

Cooperators are **citizens of the European Union** who are of voting age in public elections in their Member State, who are alive, who have adhered to these Statutes, who hold at least one share in the Cooperative (as defined in § 1.4.1 of these Statutes) and having paid their Annual Membership Fee to the Cooperative (as defined in § 3.3.5 ).

#### *Procedure for admission of a natural person to the Cooperative*

The procedure for admission of a natural person to the Cooperative is as follows.

1. The Platform verifies that the natural person applying to become a Cooperator (the Applicant) exists and is a citizen of the European Union of an age that gives him/her the right to vote in Public Elections in his/her Member State (the Identity Verification procedure). A default procedure for carrying out this Identity Verification is provided below.
2. The Platform verifies that the Applicant is neither a current Cooperator of the Cooperative, nor a former Cooperator who has left the Cooperative for less than the Quarantine period. The duration of the Quarantine period is a Quantitative Parameter Affecting Internal Processes, defined in § 3.4.1 . As soon as the identity of the Applicant is verified and if the Identity Verification concludes that s/he is neither a current Cooperator of the Cooperative nor a former Cooperator who has left for a period shorter than the Quarantine Period, the Applicant becomes eligible to acquire at least one share in the Cooperative (defined in § 1.4.1 ) and to pay his or her Annual Membership Fee to the Cooperative (defined in § 3.3.5 );



3. As soon as the Applicant has purchased at least one share in the Cooperative and paid his/her Annual Membership Fee to the Cooperative, s/he becomes a Cooperator with all his/her rights. The Cooperative's capital is immediately increased by the number of shares purchased by the new Cooperator.

A default procedure for the Identity Verification of the Applicant is provided below.

1. The Applicant provides his/her Identity Data to the Platform (as defined in § 6.8 ) ;
2. The Platform randomly selects an odd number of Cooperators as Verifiers. The number of Verifiers for each application for membership in the Cooperative is a Quantitative Parameter Affecting Internal Processes, defined in § 3.4 . The Platform then sends a message to these Verifiers asking them to verify the conformity of the Identity Data provided by the Applicant when registering on the Platform with those present on the official identity documents of this Applicant, before a given deadline;
3. the Platform sends to the Applicant the private e-mail addresses of the Verifiers, asking him/her to send directly a copy of an official ID document indicating his/her Identity Data;
4. Each of the Verifiers compares the Identity Data stored by the Platform with those present on the copy of the official identity document received directly from the Applicant, and votes whether they match exactly or not;
5. At the deadline, or as soon as all the Verifiers have voted, the decision whether or not to validate the identity of the Applicant shall be taken by a simple majority of the opinions expressed by the Verifiers. In the event of a tie, or if no Verifier has voted by the deadline, the identity of the Applicant shall be deemed not to have been verified. The Identity Verification procedure has then failed. In all other cases, the identity of the Applicant shall be deemed to have been verified, and the Identity Verification procedure to have succeeded. In all cases the Platform informs the Applicant of the outcome of the Identity Verification procedure.

### *Procedure for the resignation of a Cooperator*

Any Cooperator may resign from the Cooperative at any time. The procedure for the resignation of a Cooperator is as follows:

- the Cooperator declares on the Platform his/her intention to resign;
- the Platform asks the Cooperator for confirmation of his/her resignation before registering it;
- when the Cooperator confirms his/her resignation, s/he is considered as an Outgoing Cooperator within the meaning of § 1.4.4:
  - all subscriptions for shares by the Outgoing Cooperator, as defined in § 1.4.3 are cancelled;
  - the Cooperative shall reimburse the Outgoing Cooperator for his/her shares in the Cooperative, at their nominal price as defined in § 1.4.1 in accordance with the procedure defined in § 1.4.4. The Cooperative does not reimburse the Outgoing Cooperator for any unused portion of its Annual Membership Fee;
  - the Platform assigns all contributions on the Platform of the Outgoing Cooperator to an "Anonymous" user;
  - the Platform keeps track of the Identity Data of the Outgoing Cooperator during the Quarantine Period following his/her resignation;
- once the Quarantine Period has elapsed, the Platform shall delete from its databases and from all its records any trace of the Identity Data of the Outgoing Cooperator and shall inform him/her of this definitive deletion.

### *5.3.3 Exclusion of Cooperators\*<sup>o</sup>*

A natural person loses his or her Cooperator status in the following cases:

- His/her death;





- departure from the European Union of the Member State of which s/he is a citizen, in accordance with Article 50 of the Treaty on European Union, or of any subsequent Article with the same effect;
- non-payment of his/her Annual Fee after a warning issued automatically and with reasonable notice by the Platform;
- by decision of the Mediation and Arbitration Council, in accordance with the procedures set out in § 3.8.3 .

## 5.4 Employees

### 5.4.1 Rights and duties related to employees and related voting rights

Employees have the same rights and duties as Cooperators, as defined in § 5.3.1 with the following exceptions:

- Employees are not entitled to receive a voting delegation for the control of any category of Operational Decisions;
- An Employee is not entitled to be a member of the Mediation and Arbitration Council and therefore not entitled to apply for membership of the Mediation and Arbitration Council by being a member of a Working Group dealing with a Statement of Candidacy to the Mediation and Arbitration Council;
- The Employees participate in the co-determination procedure with the Board of Directors of the Cooperative, as defined in § 3.7.3 .

No distinction will be made on the Platform between the display of Employees and of Cooperators.

### 5.4.2 Terms and conditions of admission and resignation of Employees\*°

#### *Condition for a natural person to be an Employee of the Cooperative*

EU citizens of voting age in their Member State, engaged in an employment, internship or temporary work contract with the Cooperative, where the total remuneration of the natural person for the total duration of that contract is greater than the remuneration for 500 hours of work at the highest hourly wage rate of the following options: (1) the legal minimum wage in the Member State of registration of the Cooperative, as defined in § 1.5 , (2) the minimum wage defined by the collective bargaining agreement applicable to the Cooperative, or (3) a wage providing an income equal to 60% of the median income per person, in the Member State of incorporation of the Cooperative (as defined in § 1.5 ), are Employees of the Cooperative.

#### *Procedure for the admission of an Employee to the Cooperative*

The Employees are recruited by the Board of Directors, or by delegation of the Board of Directors, in accordance with the labour law and the collective agreements applicable to the Cooperative in the establishment where the Employee is required to work.

A Cooperator who has been a member of the Mediation and Arbitration Council for less than the Conflict of Interest Prevention Period may not be recruited by the Cooperative, and therefore may not be employed. The Conflict of Interest Prevention Period is a Quantitative Parameter affecting internal processes, defined in § 3.4 .

The Employee's contract of employment shall specify the mediation and arbitration arrangements provided for in §§ Erreur : source de la référence non trouvée and 3.8.2 and stress that these arrangements do not limit the employee's rights before the courts.

#### *Procedure for the resignation of an Employee*

Any Employee may resign from the Cooperative in accordance with the labour laws and collective agreements applicable to the Cooperative in the establishment where s/he works.

Employees who have resigned but who hold shares in the Cooperative change their status to that of Cooperator at the end of their contract with the Cooperative.



### 5.4.3 *Dismissal of Employees*<sup>\*°</sup>.

Employees are dismissed by the Board of Directors, or by delegation of the Board of Directors, in accordance with the labour law and collective agreements applicable to the Cooperative in the establishment where the Employee works.

The dismissal of the Platform Administrator is furthermore governed by the § 4.3.3 .

Dismissed Employees who hold shares in the Cooperative change their status to that of Cooperator at the end of their contract with the Cooperative.

## 5.5 National Organisations

The National Organisations are the legal entities which group together, by right, all the Cooperators having the citizenship of a Member State, whatever their Member State of residence in the European Union. The National Organisations are established in accordance with the law of their Member State. Each National Organisation represents the Cooperative in the political elections of its Member State when the active or passive right to vote is reserved in that Member State to the citizens of that Member State only and in all those areas where, for legal reasons specific to that Member State, the Cooperative cannot act directly.

### 5.5.1 *Rights and duties associated with National Organisations and corresponding voting rights*<sup>\*°</sup>.

Each National Organisation shall have one vote, in all categories of decisions listed in § 3.1 .

National Organisations are authorised to delegate their vote for any category of decisions to a Cooperator whom they mandate for this purpose, in accordance with their internal rules.

National Organisations are not entitled to receive a delegation of voting rights.

Each National Organisation holds one share in the Cooperative and one share only.

The duty of each National Organisation is to implement all categories of decisions of the Cooperative (listed in § 3.1 ) in its Member State, when the Cooperative cannot, for legal reasons, act directly in that Member State.

### 5.5.2 *Modalities of admission and resignation of National Organisations*<sup>\*°</sup>

#### *Conditions for a legal person in a given Member State to be a National Cooperative Organisation*

A legal person established in a given Member State shall become the National Organisation representing the Cooperative in that Member State if it fulfils the following conditions

- its Statutes contain clauses that meet the requirements of the Appendix 2: Mandatory provisions of the Statutes of National Organisations;
- no other National Organisation exists in that Member State;
- it has entered into a licence agreement with the Cooperative for the use of its name and logo that are defined in § 1.3 ;
- its membership of the Cooperative has been approved by the Board of Directors in an Operational Decision in accordance with §§ 3.5 and 3.6 .

National Organisations are not allowed to resign from the Cooperative.

### 5.5.3 *Exclusion of National Organisations* <sup>\*°</sup>

An organisation loses its status as a National Cooperative Organisation in the following cases:

- departure from the European Union of the Member State in which the organisation is established, departure in accordance with Article 50 of the Treaty on European Union or with any successor article with the same effect;



- sanction of the Mediation and Arbitration Council, in accordance with the procedures described in § 3.8.3 . In the case of such a sanction, the Cooperative's representative in the governing bodies of that National Organisation shall force its dissolution (as described in Appendix 2: Mandatory provisions of the Statutes of National Organisations).

### 5.5.4 *List of National Organisations\**

The list of National Organisations can be found in Appendix 5: List of National Organisations.

## 5.6 **Affiliated political foundation, description of the formal relationship**

The Cooperative intends to establish an affiliated European political foundation, within the meaning of Regulation 1141/2014 of the European Parliament and of the Council.

This affiliated foundation must be organised as a separate legal entity with separate financial accounts and will operate in accordance with its own Statutes and Rules of Procedure. The establishment of such a foundation can only be done in accordance with § 3.3.19 .

## 6. **Administrative and financial organisation and procedures**

### 6.1 **Bodies and organisations with administrative, financial and legal powers of representation**

The Board of Directors holds the administrative, financial and legal representation powers of the Cooperative.

### 6.2 **Rules for the preparation, approval and auditing of annual accounts**

The Cooperative's accounts are managed on the basis of periods of 12 consecutive months, called Financial Years. They are prepared in accordance with the requirements of the French Commercial Code.

A Financial Year begins on 01 January of each calendar year.

The publication of the accounts for a Financial Year is an Operational Decision subject to the approval of all Cooperators (in accordance with § 3.7.4 ), at the annual General Assembly.

The accounts for each Financial Year must be certified by an external auditor.

### 6.3 **Allocation of the surplus to the legal reserve**

At least two thirds of the surplus of the Cooperative's operations, if any, shall be allocated to its legal reserve. The remainder of the surplus of the Cooperative's operations after allocation to the legal reserve may only be used to increase the capital of the Cooperative's subsidiaries or to make grants to National Organisations.

### 6.4 **Voluntary dissolution\***

The voluntary dissolution of the Cooperative shall be subject to a specific Strategic Decision (taken in accordance with § 3.3.22 ).

The proceeds of the dissolution following the payment of all debts must be allocated to one or more European Cooperative Societies or cooperatives of EU Member States [\[LZ3\]](#) pursuing aims consistent with the purpose of the Cooperative specified in § 2.2 .

### 6.5 **Transparency of book-keeping\***

The following accounting and financial information is made public on the Platform:



- the financial report of the Cooperative for each previous Financial Year;
- the total amount of Voluntary Donations (as defined in § 6.6 ) received from Cooperators during each previous Financial Year;
- the date, amount and origin of all previous Authorised Donations (as defined in § 6.6 ) received by the Cooperative, other than Voluntary Donations by Cooperators, for each previous Financial Year;
- the total amount of public support to political organisations received by the Cooperative, for all previous Financial Year.

In addition, the following accounting and financial information will be made available to Cooperators only on the Platform for each previous Financial Year:

- the Internal Budget chosen in accordance with § 3.3.5 ;
- all the Communication Campaigns in which the Cooperative decided to engage, which had been selected in accordance with § 3.3.6 ;
- all the Internal Events that the Cooperative decided to organise, which had been selected in accordance with § 3.3.7 ;
- all the Investments that the Cooperative decided to make, which had been selected in accordance with § 3.3.8 ;
- all the Sustainability Dialogue Stages in which the Cooperative decided to participate, which had been selected in accordance with § 3.3.11 ;
- all the Public Elections in which the Cooperative decided to participate, which had been selected in accordance with § 3.3.14 ;
- all Entrepreneurial Prototypes whose start-up phase the Cooperative decided to support, which had been selected in accordance with § 3.3.17
- all Investments and all Entrepreneurial Prototypes that the Cooperative has decided to cease financing, which had been selected in accordance with § 3.3.18 .

## 6.6 Donations

### *Voluntary donations from Cooperators*

Each Cooperator is authorized to pay to the Cooperative a sum up to a multiple of its Annual Membership Fee (the Annual Membership Fee is defined in accordance with § 3.3.5 ). This multiple is a Quantitative Parameter Affecting Internal Processes, defined in § 3.4 .

### *Other Permitted Donations*

The Cooperative shall not accept any donations other than those listed below (the Permitted Donations):

- unconditional bequeaths;
- unconditional donations from natural persons within the limits set by the law of the Cooperative's registered office (defined in § 1.5 ) to donations made to political organisations.

These Permitted Donations are further subject to the following conditions:

- the complete Identity Data (as defined in § 6.8 ) of the bequeathing person, the date and the amount of the bequeath will be made publicly visible on the Platform;
- All donations whose exact value (in the case of a financial donation) or estimated value (in the case of a donation in kind) exceeds a fraction of the Cooperative's internal budget defined as a Quantitative Parameter Affecting Internal Processes (see § 3.4 ) must be approved by the Board of Directors before acceptance. Once this donation is accepted by the Board of Directors, the complete Identity Data (as defined in § 6.8 ) of the donor, if this person is not a Cooperator, or his/her Pseudonym if s/he is, the date and the amount of the donation will be made publicly visible on the



Platform. In addition, no further donation shall be accepted from that natural person, from his/her relatives or persons with which s/he common economic interests, in the five (5) years following this donation;

- all donations whose exact value (in the case of a financial donation) or estimated value (in the case of a donation in kind) exceeds a fraction of the Cooperative's internal budget defined as a Quantitative Parameter Affecting Internal Processes (§ 3.4) must furthermore be approved by the Cooperators before acceptance (in accordance with § 3.7.4). Once this donation is accepted by the Cooperators, the complete Identity Data (as defined in § 6.8) of the donor, if this person is not a Cooperator, or his/her Pseudonym if s/he is, the date and the amount of the donation will be made publicly visible on the Platform. In addition, no further donation shall be accepted from that natural person, from his/her relatives or persons with which s/he common economic interests, in the ten (10) years following this donation.

### 6.7 Permitted sources of income

The Cooperative is only allowed to receive income from the following sources:

- the Cooperators' Annual Membership Fees, defined according to the procedure in § 3.3.5;
- public subsidies for innovation, dissemination of innovations, training, popular education, public awareness-raising;
- public support for political organisations;
- dividends received from its subsidiaries or from companies in which it holds a minority share of the capital ;
- royalties received in respect of Intellectual Property owned by the Cooperative, in particular (but not limited to) royalties received from its subsidiaries, from companies in which it holds a minority share of the capital, or from the National Organisations;
- Turnover from its own activities;
- interest earned from the short-term investment of its cash;;
- Permitted Donations, defined in § 6.6.

In addition :

- the turnover generated by a natural or legal person, or by a group of legal persons (within the meaning of Directive 2013/34/EU on the annual financial statements of certain types of undertakings<sup>5</sup>, Art. 2, or its successor texts), during a Financial Year (as defined in § 6.2), consolidated at the level of the Cooperative and its subsidiaries, may not represent a fraction of the total consolidated income of the Cooperative and its subsidiaries greater than the Maximum Fraction of Turnover Received from a Single Source, defined as a Quantitative Parameter Affecting Internal Processes (cf. § 3.4) ;
- no turnover of the Co-operative or its subsidiaries may be generated by remuneration for advertising, promotion or any other service of the same effect, however designated, in favour of private for-profit organisations or representing the interests of private for-profit organisations.

### 6.8 Protection of privacy and of personal data\*

The Cooperative is committed to complying with all applicable laws and European Union regulations regarding the protection of personal data. The Cooperative will only collect data that is strictly necessary, relevant and up to date and will use appropriate controls to ensure that the data is protected.

In order to ensure the confidentiality of the political opinions of its Cooperators, while maintaining responsibility for their actions :

<sup>5</sup> Downloadable at: <https://eur-lex.europa.eu/legal-content/EN/TXT/?uri=CELEX:02013L0034-20211221>



- each Cooperator is irreversibly attached to a unique Pseudonym. The Platform keeps confidential the association between a given Pseudonym and the Identity Data of the Cooperator. The Identity Data of a natural person are: his/her first name(s), family name(s), date of birth, as they appear on his/her official identity documents.
- this Pseudonym will be attached to all actions performed by the Cooperator on the Platform and will be the only identifying information attached to these actions. In order to encourage responsible behaviour on the part of the Cooperators, an indelible reputation may be attached to each Pseudonym by other Cooperators;
- The only exception to this use of Pseudonyms to identify Cooperators is the following:
  - when a Cooperator is officially selected as a candidate for a Public Election (in accordance with § 3.3.15 ).

In this case, the Identity Data of the Cooperator are made public on the Platform, next to his/her Pseudonym.

## 7. Other provisions

### 7.1 Jurisdictional clause

Any dispute relating to these Statutes shall be subject to French law. The competent court will be the one with jurisdiction over the Cooperative's registered office as defined in § 1.5 .

For the avoidance of doubt, in the event of any inconsistency between these Statutes and the Statutes of any National Organisation, the Statutes of the Cooperative shall prevail.

### 7.2 Transitional provisions

#### 7.2.1 *Extension of the first Financial Year to adjust to the calendar year*

As an exception to § 6.2 , the Cooperative's first Financial Year runs until the second 31 December following the date of its foundation. For example, for a foundation on 1 September 2022, the first Financial Year runs until 31 December 2023.

#### 7.2.2 *Exception to non-renewal of mandates for members of the first Board of Directors*

As an exception to § 3.3.2 and § 3.3.3, members of the Cooperative's first Board of Directors are allowed to be part of the Working Group processing a Statement of Candidacy to the Board of Directors (and thus to present their candidacy for a new Board of Directors) if the period of time elapsed from the founding of the Cooperative to the Evaluation Date of that Statement of Candidacy to the Board of Directors is less than or equal to 24 months.

#### 7.2.3 *Schulze voting for the control of Operational Decisions*

As an exception to § 3.7.4 the algorithm for choosing between several Operational Decision options subject to the a priori control of the Co-operators is the Schulze voting algorithm<sup>6</sup> , as long as the Platform software has not been modified to implement the Majority Judgement described in Appendix 6: Majority Judgement algorithm.

### 7.3 Open license of the Statutes

These Statutes, with the exception of Appendix 1: Logo, Appendix 8: Sample Business Plan for an Entrepreneurial Prototype and the Appendix 9: List of Founding Members are published under a [Creative Commons Attribution - Share Alike \(CC BY-SA\)](https://creativecommons.org/licenses/by-sa/4.0/) licence in its latest version.

<sup>6</sup> Described for example at the URL: [https://en.wikipedia.org/wiki/Schulze\\_method](https://en.wikipedia.org/wiki/Schulze_method)



## 7.4 Open license of documents published by the Cooperative

The documents published by the Cooperative on the Platform are published under a [Creative Commons Attribution - Share Alike \(CC BY-SA\)](#) license in its latest version.

## 7.5 Open data formats

Documents published by the Cooperative on the Platform are published in the data format standardised by ISO/IEC as ISO/IEC 26300-1:2015 Information technology - Open Document Format for Office Applications (OpenDocument) v1.2 or its subsequent versions.

## Appendix 1: Logo



The colours of the logo are the following:

- blue: Pantone 'Reflex Blue', RGB #003399 (the official colour of the flag of the European Union<sup>7</sup>);
- yellow: Pantone 'Yellow', RGB #FFCC00 (idem);
- red: RGB #E42713 ;
- green: RGB #1EA713 ;
- brown: RGB #D14905 ;
- black: RGB #000000.

## Appendix 2: Mandatory provisions of the Statutes of National Organizations

The Statutes of a National Organisation shall be published in the national language of that Member State and in English. If possible, they shall also be published in Esperanto. The Statutes of a National Organisation shall include the following provisions:

(1) Its name is "[*Translation of the name of the Cooperative, as described in § 1.3 of its Statutes, in the national language*] - name of the Cooperative, as described in § 1.3 of its Statutes [*Name of the Member State in its national language*]";

<sup>7</sup> As provided by the official website of the EU at: <http://publications.europa.eu/code/en/en-5000100.htm>



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(2) All Cooperators whose citizenship is that of the National Organisation, and only they, shall be, by right, members of the National Organisation, with full rights. The membership of a natural person in the National Organisation of a Member State is acquired and lost at the same time as it is acquired and lost in the Cooperative, or as soon as the citizenship of the Member State is acquired or lost by that natural person. No one may be a member of the National Organisation unless s/he is a Cooperator;

(3) The Cooperative, as a legal entity, has a specific position within the National Organisation and is the only physical or legal person to have it. According to this specific position:

- the National Organisation shall, upon its creation, apply to the Cooperative to become a Member of the Cooperative and shall negotiate with the Cooperative a licence agreement for the use of the Cooperative's name and logo;

(4) The Cooperative has specific rights within the National Organisation and is the only physical or legal person to have them. These specific rights include the following rights:

- the National Organisation shall be obliged to follow the statutes of the Cooperative and to respect its decisions without delay;
- the statutes of the Cooperative shall prevail over those of the National Organisation;
- the National Organisation shall not resign from the Cooperative, or leave the Cooperative on its own initiative;
- The Cooperative shall collect, on behalf of the National Organisation, the membership fees, all other compulsory financial contributions and all voluntary donations and legacies from the members of the National Organisation, and shall pay the proceeds to the National Organisation;
- the Cooperative shall determine the fraction retained by the National Organisation of the subsidies received by the National Organisation as public support to political organisations;
- the National Organisation shall pay to the Cooperative without delay all the subsidies received by the National Organisation as public support to political organisations, with the exception of the retained part determined by the Cooperative;
- the Cooperative shall freely appoint and dismiss two members of the governing body of the National Organisation. These two members of the governing body shall be the only persons legally entitled, respectively, to:
  - ü validate the candidates and candidate lists of the National Organisation at the Public Elections in that Member State;
  - ü authorise or delegate the authority to spend the financial resources of the National Organisation, or to commit the National Organisation financially;
- no changes to the Statutes of the National Organisation may be made without the explicit, written and *prior* consent of the Cooperative;
- the Cooperative has the right to dissolve the National Organisation unilaterally and at its own discretion (forced dissolution);
- in the event of the dissolution of a National Organisation (whether forced or not), any proceeds of the dissolution following the payment of any debts shall be transferred to the Cooperative.

(4) The purpose of the National Organisation is to participate in Public Elections reserved for the citizens of that Member State, on behalf of and under the direction of the Cooperative.

## Appendix 3: Society of Agreement

The Society of Agreement is described in a separate document, which constitutes an integral part of the present Statutes.





## Appendix 4: Moderation rules

Any text, document or comment with any of the following characteristics will be removed from the Platform:

- calling for or inciting violence, crime or lawbreaking;
- hatred or discrimination against any category of persons on the basis of any actual or perceived element or characteristic, such as (but not limited to): ethnic or national origin, gender, age, sexual orientation, disability....;
- obscenity and pornography;
- defamation, harassment, threats, insults and, more generally, any content that harms the human person and his/her dignity.

On the portions of the Platform managing all categories of decisions of the Cooperative (as listed in § 3.1): Action Proposals written in a language other than the official languages of the Cooperative as defined in § 1.7 of its Statutes will be removed from the Platform. As an exception to the preceding sentence, External Communication Campaign Proposals (as defined in § 3.3.6) aiming at a public in a single linguistic zone may be written and developed by the responsible Working Group in the language of that linguistic zone, provided a translation of its content in one of the official languages of the Cooperative is provided when the External Communication Campaign Proposal is proposed for selection by Cooperators.

## Appendix 5: List of National Organisations

The list of National Organisations is empty at the creation of the Cooperative. It will be completed after the creation of the National Organisations and their incorporation into the Cooperative.

## Appendix 6: Majority Judgment Algorithm

The Majority Judgment algorithm is described in detail in the following book: Michel Balinski and Rida Laraki, *Majority Judgment: Measuring, Ranking, and Electing*, [MIT Press](#), March 2011, 1st edn, 448 pp. ([ISBN 978-0-262-01513-4](#)).

A simplified summary in the case of votes within the Cooperative between several Action Proposals is given below.

Voters rate as many Action Proposals as they wish, according to how well they feel they are suited to the function to be performed, using the following ratings in descending order of opinion: "Excellent", "Very good", "Good", "Acceptable", "Bad", "To Be Rejected". The allocation of such a rating to an Action Proposal is called a Judgement.

Where an elector has made a Judgement on at least one Action Proposal subject to Majority Judgement in a given selection process, his or her abstention on a competing Action Proposal for the same selection process is treated as the worst possible judgement " To Be Rejected" on that Action Proposal.

When an elector has not made a Judgement on any of the Action Proposals among which the selection is made, his/her vote is not included in the logical operations described below.

Different Action Proposals may receive the same rating from a voter. The Action Proposal with the highest median rating of all the Action Proposals wins. This median rating can be found as follows: place all ratings, from best to worst, in side-by-side columns, with the identifier of each Action Proposal at the top of each of these columns. The median rating for each Action Proposal is the rating halfway down each column, i.e. the middle if there is an odd number of voters, the lower middle if there is an even number.

If more than one Action Proposal has the same highest median rating, the winner of the Majority Judgement is found by removing (one by one) all ratings equal in value to the shared median rating from the total of each tied Action Proposal. If during the process an initially tied Action Proposal appears to have a lower median rating than the others, it is removed. This is repeated until only one of the previously tied Action Proposals has a higher rating than all the others, in which case it has won.



## Appendix 7: Lists of taxonomic tags

### 1.1 Taxonomy tags for Policy Proposals

#### 1.1.1 Scales at which Public Policy decisions are made

- 1 Worldwide - UN
- 2 European Union as a whole
- 3 - Member State
- 4-Region
- 5-Sub-region (Province/Department/Kreis)
- 6-Metropolitan area
- 7-Municipality

#### 1.1.2 Public Policy Areas

- Global warming
- Depletion of natural resources
- Destruction of wild life and of biodiversity
- Demographic ageing
- Inequalities
- Power of multinationals
- Poverty and precariousness
- Migration
- Xenophobia
- Agriculture - Fisheries - Forestry - Rural Affairs
- Audiovisual and media
- Civil protection - Security
- Consumer protection
- Culture
- Defence - Security
- Development aid
- Digitalisation
- Early childhood education and care
- Ecology - Sustainable development
- Equality
- Fundamental rights - Human rights
- Health
- Industry
- Institutions



International Relations - Trade Agreements

Justice

Spatial planning and territorial cohesion

Macroeconomic and monetary policy

Natural areas, parks and gardens

Networks: Energy - Transport - Telecommunications

Primary and secondary education

Public Finance - Taxation

Internal Market Regulation

Research - Higher education

Science - Technology - Innovation

Social security - Pensions

Social policy - Social rights

Solidarity - Integration

Sports - Youth - Community life

Tourism

Labour - Employment

### *1.1.3 Geographic Locations*

#### *Member States*

AT - Austria

BE - Belgium

BG - Bulgaria

CY - Cyprus

CZ - Czech Republic

DE - Germany

DK - Denmark

EE - Estonia

EL - Greece

ES - Spain

FI - Finland

FR - France

HR - Croatia

HU - Hungary

IE - Ireland

IT - Italy

LT - Lithuania



LU - Luxembourg

LV - Latvia

MT - Malta

NL - Netherlands

PL - Poland

PT - Portugal

RO - Romania

SE - Sweden

SI - Slovenia

SK - Slovakia

### *Nomenclature of Territorial Units for Statistics (NUTS)*

In each Member State, the list is made up of administrative units of decreasing size (from NUTS-1 to NUTS-3) identified by the latest consolidated version of Regulation (EC) No 1059/2003 of the European Parliament and of the Council of 26 May 2003 on the establishment of a common classification of territorial units for statistics (NUTS).

### *Local government units*

In each Member State, the list is made up of the municipal administrative units as identified by art. 3 of Regulation (EC) No 1059/2003 of the European Parliament and of the Council of 26 May 2003 on the establishment of a common classification of territorial units for statistics (NUTS).

#### **1.1.4 Election categories**

- 1 - European Parliament
- 2 - National Parliament / Senate
- 3 - Direct election of the National President
- 4 - Regional Parliament
- 5 - Sub-regional Parliament (Province / Department)
- 6 - Parliament of a metropolitan area
- 7 - City Council
- 8 - Direct election of the mayor of a municipality

## **1.2 Nature of Cooperators' Projects**

- Research project
- Training - transfer of skills, knowledge or abilities
- Supply of tangible or intangible goods
- Supply of leisure activities
- Collective promotion of workers' interests
- Collective promotion of the interests of the weakest members of society other than workers
- Collective promotion of environmental or social sustainability in public or private organisations;



- Visual or performing arts works

### **1.3 Taxonomy tags for Actions by Organisations or Sectors towards environmental or social sustainability**

#### *1.3.1 Stakeholders in the organisation, economic sector or industrial value chain*

1. humans today:
  - a) suppliers, and workers and communities in the supply chain upstream of the organisation/sector;
  - b) shareholders and capital providers;
  - c) workers of the organisation/sector, regardless of their legal status (fixed-term or open-ended employees, full-time or part-time, trainees, temporary workers, subcontractors, etc.);
  - d) customers, including end-users and consumers, as well as workers and communities in the organisation's / sector's downstream supply chain;
  - e) the local communities around the places where the organisation/sector is based;
2. non-human stakeholders and the humans of tomorrow:
  - a) climate ;
  - b) biodiversity and wildlife (even of common species);
  - c) future generations.

#### *1.3.2 Nature of the Action towards Sustainability*

1. Monitoring and reporting = a way for the organisation, economic sector or industrial value chain to monitor and report on the effects of its past actions towards sustainability;
2. Direct action = a measure that has a positive impact on the interests or dignity of stakeholders through its direct effects (even if these direct effects take some time to materialize);
3. Governance = a governance body or institution that ensures the participation of this category of stakeholders (or a fraction thereof) in the future decision-making process of the organisation, economic sector or industrial value chain.

#### *1.3.3 Functions within the organisation*

1. Research & Innovation
2. Strategic Marketing
3. Mergers & Acquisitions
4. Development of new products
5. Procurement, Purchasing
6. Production
7. Maintenance of the production tool
8. Logistics
9. Operational marketing
10. Sales
11. Maintenance of products sold
12. Customer relations
13. Accounting, Controlling



14. Finance

15. Human Resources Management

### 1.3.4 *Economic sectors*

[List of sectors in the European NACE, rev.2, 2-digit classification]

### 1.3.5 *Industrial value chains*

Industrial value chains are defined by the final product they lead to. These are the value chains leading to the following categories of final products:

1. Human and pet food, beverages;
2. Clothing, shoes;
3. Books, newspapers, magazines (print and online);
4. Furniture;
5. Human and pet health care;
6. Pre-school, primary and secondary education;
7. Higher education;
8. Housing;
9. Computer and entertainment electronics products ;
10. Telecommunications ;
11. Electrical and thermal energy ;
12. Water ;
13. Sewage and waste disposal and treatment ;
14. Individual transport ;
15. Public transport ;
16. Tourism ;
17. Cultural leisure activities ;
18. Sporting activities ;
19. Insurance and social protection ;
20. Bank ;
21. Law and justice ;
22. Internal and external security ;
23. Financing of public action and of public services;
24. Political and civic engagement.

## 1.4 **Taxonomy tags for Entrepreneurial Prototype Proposals**

### 1.4.1 *Stages of development*

#### *Technology readiness levels*

The degree of validation of the technology required to implement the Entrepreneurial Prototype is assessed on a scale of nine Technology Readiness Levels.



	<b>TRL Technology Readiness Level</b>	<b>Documents proving achievement of the level</b>
1. Basic principles observed and reported	Lowest level of technological maturity. Scientific research begins to translate into applied research and development. Paper studies of the basic properties of a technology.	Research publications identifying the principles underlying the technology.
2. Formulated technological concept and/or application	The invention begins. Once the basic principles are observed, practical applications can be invented. The application is speculative and there may be no evidence or detailed analysis to support the assumptions.	Publications or other references that outline the application under consideration and provide analysis supporting the concept.
3. Analysed and tested critical function and/or proof of concept	Active research and development is initiated. This includes analytical and laboratory studies to physically validate the analytical predictions of the separate elements of the technology.	Results of laboratory tests carried out to measure the parameters of interest and comparison with analytical predictions, for critical subsystems.
4. Laboratory validation of the component and/or system	The basic technological components are interconnected in the laboratory to establish that all the components work together. This is a mock-up, or a "low-fidelity" replica compared to the final system.	System concepts examined and corresponding mock-up test results. Estimation of the gap between the mock-up test results and the expected performance of the final system.
5. Validation of the component and/or system in a meaningful environment	The fidelity of the model increases significantly. The model is integrated with reasonably realistic external elements to be tested in a simulated environment.	Test results of the integrated system model with external elements in a simulated operational environment. Differences between simulated and operational environment. Comparison between test results and expectations.
6. Demonstration of the system/subsystem model or representative prototype in a meaningful environment	The representative prototype model or system, close to the desired configuration in terms of performance, functionality (and, for material objects, power consumption, mass, volume and manufacturing cost), is tested in a significant environment. It represents a major advance in the demonstrated maturity of a technology.	Test results of the representative prototype. Differences between test environment and operational environment. Comparison between test results and expectations.
7. Demonstration of the prototype system in an operational environment	Prototype that conforms to the final state of the system as planned, and that will be implemented in an operational environment (and, for physical objects, that will be mass-produced)	Results of the prototype test in an operational environment
8. Real system complete and qualified by tests and demonstrations	Evidence has been provided that the technology works in its final form and under the expected conditions (and, for physical	Results of testing the system in its final configuration, across the full range of expected environmental



	<b>TRL Technology Readiness Level</b>	<b>Documents proving achievement of the level</b>
	objects, that it is manufactured with the required degree of reliability, quality and cost effectiveness). In most cases, this level represents the end of development.	conditions. (For physical objects, production test reports). Assessment of its ability to meet operational requirements.
9. Real system validated by successful use at the customer/end user	Actual application of the technology in its final form and in operational conditions, after delivery to the customer(s). In any case, this is the end of the final corrections of problems.	Operational report (and, for material objects, after-sales service reports)

*Market readiness levels*

The degree to which the receptivity of society to the Entrepreneurial Prototype has been demonstrated is assessed on a scale of nine Market readiness levels.

	<b>MRL Market Readiness Level</b>	<b>Documents proving achievement of the level</b>
1. First formalized intuitions	Lowest level of market maturity. Formulation in writing of initial ideas of potential user categories and the user need that the innovation might seek to address.	A document outlining a description of the target user and a functional specification of their needs.
2. Expressed functional need	The formalisation of the need begins. A precise list of the categories of potential users and potential customers (= entities likely to pay for the satisfaction of the need), as well as a functional specification of the need exist.	Functional specification of needs (functions performed, performance achieved, environmental and implementation conditions). List of potential user and customer categories.
3. Market research carried out	The functions, performance and environmental conditions envisaged for the innovation have been successfully tested with potential users and customers in the intended categories.	Market research reporting on the opinion expressed by users and potential customers, belonging to the planned categories, on the envisaged functions, performances and environmental conditions. Recommendations from the study on the appropriateness of pursuing innovation in each of the pairs associating a functional offering with a user. Recommendations from the study on acceptable business models for each selected category of potential customers.
4. Validated need in a pilot user	A pilot user (who is not necessarily a paying customer) has tested the functions, performance and environmental conditions	Report of the test carried out by the pilot user including his/her assessment of the suitability of the





	<b>MRL Market Readiness Level</b>	<b>Documents proving achievement of the level</b>
	provided by the innovation, and has validated their suitability for their needs.	innovation to his/her functional need.
5. Need, price and payment model validated at a pilot customer	A paying customer has tested the functions, performances and environmental conditions provided by the innovation, validated their adequacy with his/her need and the adequacy of the price (and of the payment model) with the value for him/her of satisfying this need.	Report on the test carried out by the pilot customer including his/her assessment of the suitability of the innovation to his/her functional need. Actual receipt of the full price charged for the innovation, in accordance with the defined business model.
6. Recurrent marketing model tested on one client	The recurring sales methods resulted in a successful first commercial contract, after a comprehensive process at the start of which the prospect was unknown to the sales team.	Trace the recurrent commercial process for this first client (generation and identification of the prospect, negotiation and signature of the contract). Actual receipt of the full price charged for the innovation, in accordance with the defined business model, for this first customer.
7. Validated recurrent marketing model	Recurrent sales methods have resulted in a significant number of successful commercial contracts after a complete process where the prospect was unknown to the sales team at the start.	Trace the recurring commercial process, effectively collecting the full price charged for the innovation, in accordance with the defined business model, for a significant number of customers.
8. Validated recurrent business model	The innovative organisation has reached economic equilibrium in a stable regime. The recurrent costs necessary for production, maintenance of a competitive offer, marketing and administration are offset by the recurrent turnover generated.	Operating account of the innovative organisation showing a strictly positive net profit over a period of one year or more.
9. Economic model validated through a business cycle	The innovative organisation has achieved economic equilibrium in a steady state over a full economic cycle. The recurrent costs required for production, maintenance of a competitive offer, marketing and administration are offset by the recurrent turnover generated, on average over a full economic cycle (recession and recovery).	Operating accounts of the innovative organisation showing a strictly positive net profit over a period equal to or greater than one business cycle. Balance sheets of the innovative organisation showing strictly positive equity over the same period.

*Capabilities Readiness Level*

The degree to which the team implementing the Entrepreneurial Prototype has the necessary skills for its task is assessed on a scale of nine Capabilities Readiness Levels.



	<b>CRL - Capabilities Readiness Level</b>	<b>Documents proving achievement of the level</b>
1. Emergence of the intention to innovate	The project leader(s) has (have) drafted initial documents (technical or needs) outlining the innovation, and their role in the process.	Documents (technical or describing the need) outlining the innovation and the role of the project leader(s) in the process.
2. Formalising the intention to innovate	The project leader(s) has (have) drafted a document describing his/her (their) role(s) in the innovation process and his/her (their) status, either legal outside the organisation or functional inside of it, in the initial phases of the process.	Document describing the role in the innovation process and the status, legal outside the organisation or functional inside of it, in the initial phases of the process, of the project leader(s).
3. Founding team formed	The project leader(s) has (have) the legal or functional status to devote a significant proportion of their time to innovation in an official capacity.	Document stating the legal or functional status of the project owner(s).
4. Incorporation of technical and strategic marketing skills	The innovation project team includes operational technical AND strategic marketing skills, regardless of the nature of the skills initially present in the founding team. Strategic marketing skills focus on defining future products, based on current or anticipated user and customer needs, translated into a functional specification document. Technical skills include understanding phenomena, problem solving and designing solutions to achieve the objectives of functionality, performance, environmental conditions, recurring manufacturing cost, defined by the functional specification.	List of innovation project team members, documents demonstrating their legal or functional membership of the team, CVs of these members demonstrating their technical and strategic marketing skills and experience.
5. Incorporating sales skills	The innovation project team includes, in addition to the above, operational sales skills, focusing on the ability to close a deal.	List of innovation project team members, documents demonstrating their legal or functional membership of the team, CVs of these members demonstrating their skills and experience.
6. Structuring of technical, strategic marketing and sales skills	The roles and functions in the technical, strategic marketing and sales departments are defined and respected.	Organisational charts of the technical, strategic marketing and sales departments. Job description sheet for each member of these departments.
7. Incorporation and structuring of quality assurance and administrative, legal and financial management skills	The innovation project team includes, in addition to the above, quality assurance, administrative, legal and financial management skills. Legal management skills include intellectual property.	List of innovation project team members, documents showing their legal or functional membership of the team, CVs of key department members showing their skills and experience.



	CRL - Capabilities Readiness Level	Documents proving achievement of the level
		Organisational charts and job descriptions of the quality assurance, administrative, legal and financial management departments. ISO 9000 quality assurance certificate.
8. Incorporation and structuring of sales and production industrialisation skills	The innovation project team includes, in addition to the above, sales industrialisation and production skills. The sales industrialisation competences cover the process of lead generation, negotiation and conclusion of the sales contract, customer relations and after-sales service. Production industrialisation skills focus on the reliable delivery of the innovative offer, in line with the specifications and at a cost in line with the target.	List of innovation project team members, documents demonstrating their legal or functional membership of the team, CVs of key department members demonstrating their skills and experience. Organisational charts and job descriptions of the commercial and methods departments.
9. Incorporation and structuring of human resource management skills	The innovation project team includes, in addition to the above, human resources management skills, covering training, social relations and strategic skills planning.	List of innovation project team members, documents demonstrating their legal or functional membership of the team, CVs of key department members demonstrating their skills and experience. Organisational charts and job descriptions of the human resources department.

## Appendix 8: Sample Business Plan for a Entrepreneurial Prototype

The Sample Business Plan for a Entrepreneurial Prototype is described in a separate document, which constitutes an integral part of the present Statutes.

## Appendix 9: List of Founding Members

The List of Founding Members is described in a separate document, which constitutes an integral part of the present Statutes.

## Appendix 10: Articles L225-38 to L225-42 of the French Commercial Code (“Code de Commerce”)

This translation is provided for convenience only. The only valid text is the original French, available at: <https://www.legifrance.gouv.fr/codes/id/LEGIARTI000029329315/>

### Article L225-38

Any agreement entered into directly or through an intermediary between the company and its chief executive officer, one of its deputy chief executive officers, one of its directors, one of its shareholders holding more



than 10% of the voting rights or, in the case of a shareholder company, the company controlling it within the meaning of Article L. 233-3, shall be subject to the prior authorisation of the Board of Directors.

The same applies to agreements in which one of the persons referred to in the previous paragraph is indirectly interested.

Agreements between the company and a company are also subject to prior authorisation if the general manager, one of the deputy general managers or one of the directors of the company is an owner, partner with unlimited liability, manager, director, member of the supervisory board or, in general, a manager of that company.

The prior authorisation of the board of directors shall be justified by showing the interest of the agreement for the company, in particular by specifying the financial conditions attached thereto.

### **Article L225-39**

The provisions of Article L. 225-38 shall not apply either to agreements relating to current operations and entered into under normal conditions or to agreements entered into between two companies, one of which holds, directly or indirectly, the entire capital of the other, where applicable after deduction of the minimum number of shares required to meet the requirements of Article 1832 of the Civil Code or Articles L. 225-1, L. 22-10-1, L. 22-10-2 and L. 226-1 of this Code.

### **Article L225-40**

A person directly or indirectly interested in the agreement shall inform the board as soon as he is aware of an agreement to which Article L. 225-38 is applicable. He may not take part in the deliberations or vote on the authorisation sought.

The chairman of the board of directors shall give notice to the statutory auditors, if any, of all agreements authorised and entered into and submit them to the general meeting for approval.

The statutory auditors or, if none has been appointed, the chairman of the board of directors, shall present a special report on such agreements to the meeting, which shall decide on the report.

The person directly or indirectly interested in the agreement may not take part in the vote. His shares shall not be taken into account for the calculation of the majority.

### **Article L225-40-1**

Agreements entered into and authorised during previous financial years, the performance of which continued during the last financial year, shall be examined each year by the Board of Directors and communicated to the auditor, if any, for the purpose of drawing up the report provided for in the third paragraph of Article L. 225-40.

### **Article L225-41**

Agreements approved by the general meeting, as well as those disapproved by it, shall have effect with regard to third parties, except where they are cancelled in the case of fraud.

Even in the absence of fraud, the consequences, prejudicial to the company, of the disapproved agreements may be charged to the person concerned and, where applicable, to the other members of the board of directors.

### **Article L225-42**

Without prejudice to the liability of the person concerned, the agreements referred to in Article L. 225-38 and entered into without prior authorisation of the board of directors may be cancelled if they have had harmful consequences for the company.

The action for nullity shall be barred after three years from the date of the agreement. However, if the agreement was concealed, the starting point of the limitation period is postponed to the day when it was revealed.

Nullity may be covered by a vote of the general meeting on the basis of a special report of the auditors or, if no auditors have been appointed, of the chairman of the board of directors setting out the circumstances by



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reason of which the authorisation procedure was not followed. The provisions of the fourth paragraph of Article L. 225-40 shall apply.