

## Translation Articles of association "La Maison Babayagas"

[http://www.lamaisondesbabayagas.fr/nos\\_statuts.html](http://www.lamaisondesbabayagas.fr/nos_statuts.html)

### Preamble

These Articles combine two requirements:

- \* The important roles of residents, and
- \* the roles of other participants

It is very important that the residents ensure that the House of Babayagas operates with these two categories in mind: its living spaces, and its spaces for activities and reflection concerning [our engagement in] city/community, while maintaining control of the operation of the Association, which has the status of 'person' in legal terms and thus has the concomitant responsibility under the law.

However, it is desirable that the residents, who organize and manage their daily lives, do not work in isolation and have [the opportunity] to explain/describe their practices to interested third parties, who would support the gamble of this project [which was founded on values of] self-management, and can work for its success.

In addition, because the Association desires Babayaga House to be not only a place for gathering, reflection, and development, but also [a place to] teach/train others, [therefore] other people [non-residents] will play an important role and should therefore have a part in decision making.

We present here the Articles of the Association that highlight these requirements.

### La Maison des Babayagas Articles [Statutes] of the Association

ARTICLE 1 : Title
ARTICLE 2 : Purpose
ARTICLE 3 : Headquarters
ARTICLE 4 : Association Members: The Colleges
ARTICLE 5 : Admission of Candidates
ARTICLE 6 : Loss of Membership
ARTICLE 7 : Association Resources
ARTICLE 8 : Board of Directors [Administrative Council]- Designation, Composition, Meetings, Assignments
ARTICLE 9 : [Head] Office- Designation, Composition, Meetings, Assignments
ARTICLE 10 : Ordinary General Assemblies – Composition, Meetings, Votes
ARTICLE 11 : Extraordinary General Assemblies – Composition Meetings, Votes
ARTICLE 12 : Powers of Assemblies
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ARTICLE 14 : Internal Regulation
ARTICLE 15 : Duration of Association
ARTICLE 16 : Disputes

**Article 1 : TITLE**

At the initiative of Thérèse Clerc, founder, an **Association** was created among the adherents to the present statutes, this association regulated by the law of July 1<sup>st</sup>, 1901 and the decree of Aug 16, 1901, with the title of: House of the Babayagas.

**Article 2 : PURPOSE**

The purpose of the Association is:

- to create and develop an innovative lay residence for aging women, situated at 6 - 8 rue de la Convention in Montreuil sous Bois 93100;

- [one that is]:

- self-managed, without hierarchy and without supervision
- united/[collective], with regard to finances as well as daily life
- citizen/[civic-minded], through openness to the [community]/city and through mutual interaction, engaging in its political, cultural and social life in a spirit of participative democracy
- ecological in all aspects of life, in conformity with the values and actions expressed in the Charter of Living of the 'House of Babayagas.'

To exercise generally all activities tied directly or indirectly to the purpose noted above, notably:

- To create and animate a popular university called the University of Knowledge of the Elderly (UNISAVIE: université du savoir des vieux )
- To initiate a movement of living spaces, 'Houses of Babayagas,' with the same values expressed above, living places organized into networks.

**Article 3 : ASSOCIATION HEADQUARTERS**

Association Headquarters: 1 rue Hoche, Montreuil, 93100.

The location may be transferred by the simple decision of the Board of Directors/ Administrative Council.

Ratification by the Assembly will be necessary if the transfer takes place in another city.

**Article 4 : MEMBERS OF THE ASSOCIATION: THE COLLEGES**

The Association is composed exclusively of individuals distributed into four distinct colleges:

**4.1 The College of Residents of La Maison des Babayagas.**

As soon as they are admitted as tenants, the residents of 8 rue de la Convention, Montreuil, are as of right and duty members of the College of Residents.

All members of this College pay dues and participate in activities, taking part in voting, and are eligible according to the terms of Articles 9 and 10.

**4.2 The College of Active Members, non-resident.**

These are individuals who participate in activities and in the optimal workings of the Association, in accord with the project as defined by the statutes and other documents setting out its frameworks and objectives, The members of this College pay dues, participate in voting and are eligible according to the terms in Article 9.

This College welcomes in particular individuals who, within the framework of a period of mutual acquaintance, envisage placing their names as candidates for residency at the premises of 8 rue de la Convention in Montreuil.

**4.3 The College of Users of the Activities developed by the Association, non-resident.**

The members of this College pay dues which allow them to access the services created by the Association. Furthermore, they follow the regulations of each service they participate in, according to the current rates/price lists. They participate in voting and are eligible according to the terms of Article 9.

#### **4.4 College of the Friends of the Babayagas**

These are individuals who support the Association's project, in particular through gifts or services of note presented to the Association, but who do not have a regular role in its functioning. The members of this College do not pay dues and do not take part in voting. They are informed at General Assemblies, may be invited to meetings of the College of Friends, and act in advisory capacities.

### **Article 5 : ADMISSION OF CANDIDATES**

#### **5.1 Admission to the College of Residents**

The admission procedures to the Residents' College rely on the Charter of Living of Babayaga House, (1) and are regulated by the terms of the Convention signed between the Association, OPHLM, and the City of Montreuil (2).

1 Annexe 1 : Charte de Vie de la Maison des Babayagas

2 Annexe 2 : Convention Cadre tripartite Association, Ville, OPHLM

#### **5.2 Admission to the College of Active Members**

Acceptance of candidates is made by the Board of Directors, who must justify any refusal.

#### **5.3 Admission to the College of Users**

Payment of dues and regular participation in the activities and services are the conditions of membership in the College of Users.

#### **5.4 Admission to the College of Friends of Babayagas**

The Office receives requests for participation in the College of Friends of Babayagas which the Board of Directors will confirm if there is space.

### **Article 6 : LOSS OF MEMBERSHIP**

#### **6.1 Membership in the College of Residents is lost:**

- through death
- through departure from the House according to the terms laid out in the Charter and the Convention Framework

#### **6.2 Membership in the College of Active Members is lost:**

- through death
- through resignation
- through deregistration/disbarment put forward by the Board of Directors for non-payment of dues or on serious grounds, as defined by the internal regulations.

#### **6.3 User's Membership is lost:**

- through death
- through resignation
- through non-payment of dues or lack of regular participation in activities and services for which the user is registered
- through deregistration/disbarment put forward by the Board of Directors on serious grounds.

### **Article 7 : ASSOCIATION RESOURCES**

#### **7.1 Non-Monetary resources.**

These are mostly constituted from voluntary contributions from the members of the various Colleges.

**7.2 Monetary resources are made up of:**

- annual dues paid by the members,
- sums received in compensation for services proposed by the Association
- [text somewhat damaged here] subsidies..... public of Europe, public establishments, public societies of the State, ..... subsidies from private bodies, for instance enterprises, syndicates, foundations, associations, committees
- gifts
- legacies authorized after inventory

and more generally all resources not prohibited by the Law of 1901 covering associations.

**Powers of the Association****Article 8: Board of Directors—Designation, composition, meetings, allocations****8.1 Composition of the Board of Directors/Administrative Council**

The Association is led by a Board of Directors composed of fifteen (15) members elected by the Colleges

- The College of Residents elects from within its membership eleven(11) members to sit on the Board  
The nine (9) residents not elected are, by right, substitutes for the elected members; outside of substitution, they only have a consultative voice.
- The College of Active Members elects from within its ranks two (2) administrators to sit on the Board
- The College of User Members elects from within its ranks two (2) administrators to sit on the Board

**8.2 Candidacies and Duration of Mandates**

1) The administrators from the College of Residents are elected for three (3) years and are eligible to be re-elected without limitation on the number of mandates, all sitting either as elected or substitute members, on the Board of Directors.

2) The administrators from the Colleges of Active Members and Users are elected for three (3) years and are eligible to be re-elected.

3) *To offer guaranties concerning the startup of the project, during the three (3) first years after the location is open, the mandates of administrator and founder, Therese Clerc, will be maintained.*

4) The Colleges will decide freely amongst themselves how to designate their representatives to the Board of Directors.

**8.3 Meetings and Functions of the Board of Directors**

1) The Board of Directors will meet at minimum three (3) times per year, as called by the [Head] Office, or at the request of at least six (6) of its members. The requests to attend are sent by post or email.

2) The decisions are taken by an absolute majority vote as expressed by the members present or represented, to the limit of one (1) proxy per Board member. In case of a tie, the vote must be brought forward to the next Board meeting, and if a decision cannot be made, the vote must sent to a General Assembly.

3) The Board of Directors ensures, with the Office, whose management it oversees, the execution of the Assembly's decisions.

4) In case a member of the Colleges of Active Members or Users vacates their seat, the College in question provisionally fills the spot until the next General Assembly; after that a definite replacement is named by the next General Assembly.

5) the Board of Directors submits to the General Assembly:

- an activity report
- a financial report

the provisional budget of the Association and the sum of annual dues

6) The Board of Directors presents the general direction and perspectives of the activities of the Association, as submitted to the Assembly by the various reports, and the proposals for necessary steps to achieve goals. If the Association employs hired staff, they are not eligible [to vote?] but may attend the Board meeting(s) at their invitation and under the rubric of 'observer.'

## **Article 9 : The [?Head] Office — Designation, Composition, Meetings, Allocations**

**9.1 During the Annual General Assembly, the Board of Directors** designates among the elected representatives from the College of Residents, an Office comprised of five (5) members, including the following

- a President, who represents the Association in all its actions of civil life
- a Secretary, who is responsible for administrative operations, controls the compulsory registers including the records of deliberations, and is responsible for sending out notifications.
- a Treasurer, who is responsible for the financial management of the Association.

### **9.2 The Office Meets**

meets at least once a month, at a date set at the previous meeting, and at any time considered necessary. The Office directs and controls the operations of the Association with respect to the direction of the Board of Directors, for whom it prepares meetings. The Office organizes the elections of College representatives. After each session a report is sent by post or email to the members of the Board.

### **9.3 The President**

represents the Association in all its actions, and concludes all its accords and agreements. Her/his functions:

- To represent the Association before every administration, in particular with regard to fiscal or bank matters, being assisted if necessary by another member of the Office.
- Represents the Association in the three-way meetings of the Association/City of Montreuil/OPHLM, as provided for by the Convention.
- May delegate their powers partially and temporarily to another member of the Office, as long as the Board is informed.
- Goes to court in the name of the Association, either as a demand/requirement, with the Board's authorization when there is no urgency, or in its own defense.
- Represents the Association in all the Association's acts, and concludes all accords/agreements.

### **9.4 The Secretary must**

- either keep themselves, or oversee the proper keeping of, the documents and ledgers/registers as required by law, and
- send out various Association notifications, according to the terms defined by the Statutes.
- In case of any hindrance, these functions will be provided by another member of the Office.

### **9.5 The Treasurer**

- Holds or ensures, under her/his control, the Association's accounts.
- Collects all receipts and makes all payments subject to the President's authorization.
- In case of hindrance, these functions will be provided by another member of the Office.

### **9.6 Only the President or the Treasurer have the power to**

- make and sign all means of payment (cheques, transfers, internet payments...)

Double signatures are required for payments over and above a fixed sum set by the General Assembly.

## **Article 10 : Ordinary General Assemblies—Composition, Meetings, Votes**

### **10.1 Composition**

- The Ordinary General Assembly consists of all the members of the Association's three (3) voting Colleges, by whichever title they are affiliated, subject to having, on the day of convocation, paid their dues for the current calendar year.
- The members of each College that find themselves hindered [from attending] may be represented by another member of their College.
- The members of the College Friends of Babayaga are informed about when the Assembly will be held and they may participate, but they only have a consultative voice.
- The Office of the Assembly is the Office of the Association.

### **10.2 Quorum**

- 1) To deliberate legitimately the Assembly must have at least one quarter (1/4) of voting members (representatives or substitutes) registered, all up to date with their dues on the date of the convention. Each member present may hold no more than two (2) written proxies.
- 2) If this quorum is not reached, a second meeting takes place during the next month. The Assembly may then deliberate legitimately no matter how many members are present. However, after having ascertained the absence of a quorum, the second Assembly may be declared open immediately, but only at the unanimous decision of the Assembly.

### **10.3 Notifications to Meet – Frequency**

- 1) The members of the Association will be gathered at an Ordinary General Assembly within the first six months of each calendar year, upon notification addressed to each member, via post or email, by the Secretary of the Office, at least three weeks before the date of the meeting.
- 2) The General Assembly may equally be called at any moment at the request of one third (1/3) of its members.

### **10.4 Agenda**

- 1) Each member may ask, in writing, that a question be placed on the agenda. This should be addressed to the Association Office fifteen (15) days at least before the date planned for the General Assembly. The written requests of questions for the agenda submitted by the members should be announced at the beginning of the session. The Assembly will decide whether they may be considered on the agenda.
- 2) The agenda, drawn up by the Office, is ratified by the Board and only the points of the agenda appearing on, or attached to, the notification, as set out in the preceding paragraph, may be carried for debate and, if necessary, submitted to the Assembly's vote.

### **10.5 Voting Procedure**

- 1) At the beginning of the session, an attendance sheet per College of voting members, [i.e.] representatives or substitutes, will be submitted to the participants, and *the powers will be collected* [*?‘les pouvoirs sont colligés’*]. The ballots will then be given back to those participants who may vote.
- 2) The Assembly Office is the Office of the Association.
- 3) The General Assembly  
The General Assembly will rule on the reports submitted to it which report on the Board's management: financial report and report of activities. These reports are provided to the members during the meeting, or compulsorily at least ten (10) days before the General Assembly is held.  
The Assembly votes on the provisional budget of the current exercise.
- 4) It deliberates on the questions on the agenda. In particular, it rules on the internal regulations of the Charter of Living of La Maison des Babayagas and their eventual modifications.
- 5) It then proceeds to the eventual elections of the members of the Board of Directors and of the Office, as set out in Article 9.2 of the statutes.

6) Decisions are taken by the absolute majority of the members—representatives and substitutes, as stated in Article 11.1.

## **Article 11 : Extraordinary General Assemblies—composition, meetings, votes**

### **11.1 Composition.**

- The Extraordinary General Assembly consists of all the members of the Association's three (3) voting Colleges, by whichever title they are affiliated, subject to having, on the day of convocation, paid their dues for the current calendar year.
- The members of each College that find themselves hindered [from attending] may be represented by another member of their College.
- The members of the College Friends of Babayaga are informed about when the Assembly will be held and they may participate, but they only have a consultative voice.
- The Office of the Assembly is the Office of the Association.

### **11.2 Quorum – Powers**

- 1) To deliberate legitimately the Assembly must have at least one half plus one ( $1/2+1$ ) of voting members (representatives or substitutes) registered. If this quorum is not reached, the Assembly is called again, but with at least fifteen (15) days' interval; this time the Assembly may deliberate legitimately, no matter how many members are present. Each member may hold no more than one (1) written proxy.
- 2) at the start of the session, an attendance sheet per member College (representatives or substitutes) is submitted to the participants, and the powers are collected. The ballots of representatives and substitutes are returned to each participant.

### **11.3 The Extraordinary General Assembly decides on**

- modifications to be made to the Association's statutes/articles
- the eventual dissolution of the Association (see Article 17)

### **11.4 Modifications of Statutes - Time Limit - Quorum**

- 1) The Articles may be modified by an Extraordinary General Assembly upon the request/proposal of the Board of Directors or of at least one half ( $1/2$ ) of the members of the [Ordinary] General Assembly.

In either case, the proposals for modification are entered into the agenda, and the agenda must be sent to all the members of the Assembly at least one month in advance.

- 2) In every case, Articles may not be modified without the agreement of  $\frac{3}{4}$  of the majority of members (representatives or substitutes).

### **11.5 Dissolution of the Association**

- 1) An Extraordinary General Assembly may be called to decide on the dissolution of the Association and will be held especially for this reason, under the conditions anticipated in Articles 12.1 and 12.2.2. In case of dissolution, the Assembly designates the individuals in charge of the liquidation of the Association's goods/properties.

If there is good reason, the asset may be transferred to an association pursuing a similar purpose, according to Article 9 of the Law of July 1st, 1901 and the decree of August 16th, 1901.

## **Article 12 : POWERS OF THE ASSEMBLIES**

The regularly constituted assemblies represent the totality of the Association's voting members. The assemblies bind all members, including those who are absent, by their decisions.

**Article 13 : ACCOUNTING**

A set of account books will be kept (or: an accounts department will be set up) in compliance with the norms for accounts for associations. The books will be closed on December 31<sup>st</sup> of every year, and will show a balance sheet and an income statement (or profit and loss account). The Board of Directors will prepare a management report on the fiscal year just ended, to be submitted for the approval of the annual general assembly, and will convey the result to the Assembly, in accordance with the purposes of the Association.

**Article 14 : INTERIOR REGULATION**

The Board of Directors will establish an internal settlement procedure which, once approved by the General Assembly, will complete or specify the modes of application of these statutes or will clarify those points unanticipated by the Statutes and by the Charter of Living of the Maison des Babayagas, necessary for the optimal functioning of the Association.

**Article 15 : DURATION OF ASSOCIATION**

The duration of the Association is unlimited.

**Article 16 : DISPUTES**

In case of dispute, the appropriate territorial judiciary will be the one under whose authority Association Headquarters, as per Article 3, will fall.

JO n° 1960 du 3 février 2007.

*Statuts modifiés votés lors de l'Assemblée Générale Extraordinaire du 23 octobre 2009*

*1) Statuts d'origine en date du 12 mai 1999 n° 1999-00334, JO n°1924 du 12 juin 1999.*

*2) Statuts modifiés en première instance, enregistré le 1er avril 2003.*

*3) Statuts modifiés par l'Assemblée Générale Extraordinaire du 29 septembre 2006, enregistré le 26 janvier 2007 n° W 931001904,*