

# Statutes of the Organisation Rézo Metz-Rennes Fédérés

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Proposition for the General Assembly on May, 1st 2021

## PREAMBLE

This document is the results of our efforts to translate faithfully the Statutes of the Organisation, but has no legal validity in itself. If despite our efforts, there are disagreements between this document and the French version, the latter prevails.

In the rest of the document, references will be made to the student residence, managed by the *Office Public de l'Habitat Metz Métropole*<sup>1</sup> (OPHMM), located at

4 place Édouard Branly,  
57070 Metz

and will be designated by the term *residence of Metz* or *Metz campus*.

References will be made to the student residences, managed by the company HLM Les Foyers, Belle Fontaine located at

6 avenue Belle Fontaine,  
35510 Cesson Sévigné

and Hertz, located at

Campus de CentraleSupélec,  
Avenue de la Boulaie, B.P.28  
35511 Cesson-Sévigné Cedex

and will be designated by the term *residences of Rennes* or *Rennes campus*.

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## Article 1 : FORMATION

We the founding members and all legal or natural persons who will adhere to the present Statutes and who will satisfy the following conditions, thereby form an Organisation, regulated by the French law of July, 1st 1901 and all applicable texts that have modified or completed this law, and by the present Statutes.

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## Article 2 : AIM

The aim of the Organisation is *the achievement and upkeep of a network in the residences of Rennes and Metz*.

The Organisation may, additionally to its principal aim, propose other IT services, trainings, conferences and punctual events to its members.

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## Article 3 : NAME

The name of the Organisation is Rézo Metz-Rennes Fédérés<sup>2 3</sup>.

The common name is *Rézo*.

Its acronym is *rm -rf*.

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1. Translator's note : can be translated to "Public Office Housing of Metz Metropole"

2. Translator's note : Rézo is a pun with the word *réseau* in French which means "network"

3. Translator's note : *fédérés* means federated

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## Article 4 : HEAD OFFICE

The head office is set at :

Association Rézo Metz-Rennes Fédérés,  
École CentraleSupélec  
Avenue de la Boulaie, B.P. 28  
35511 Cesson-Sévigné Cedex

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## Article 5 : DURATION

The duration of the Organisation is unlimited.

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## Article 6 : COMPOSITION

The Organisation is composed of :

- temporary members ;
- adherent members ;
- active members ;
- benefactor members ;
- honorary members.

### Paragraph 6.1 : TEMPORARY MEMBERS

*Temporary members* are legal or natural persons who satisfy the terms set by article 7 and who received this title from the Leading Committee, for a predetermined duration.

The temporary membership is lost :

- at the end of the duration predetermined by the Leading Committee ;
- as soon as one of the conditions of article 7 is no longer fulfilled ;
- following the withdrawal from the Organisation, addressed to the Leading Committee ;
- by cancellation, delivered by the Leading Committee ;
- by the death of the natural person or by dissolution of the legal person.

### Paragraph 6.2 : ADHERENT MEMBERS

*Adherent members* are legal or natural persons who satisfy the terms set by article 7 and who are up to date regarding their fees according to article 8.

The adherent membership is lost :

- as soon as one of the conditions of article 7 or article 8 is no longer fulfilled ;
- following the withdrawal from the Organisation, addressed to the Leading Committee ;
- by cancellation, delivered by the Leading Committee ;
- by the death of the natural person or by dissolution of the legal person.

### Paragraph 6.3 : ACTIVE MEMBERS

*Active members* are adherent, benefactor or honorary members who have received this title from the Board of Directors and who contribute to Organisation's activities by other means than paying the fee.

The active member title is lost :

- following the withdrawal, addressed to the Board of Directors ;
- by cancellation, delivered by the Board of Directors ;
- following the lost of the adherent, benefactor or honorary membership.

An adherent member who is not active is said to be *passive*.

## Paragraph 6.4 : BENEFACTOR MEMBERS

*Benefactor members* are legal or natural persons who provided financial support to the Organisation and who received this title from the Leading Committee.

The benefactor membership is lost :

- following the withdrawal, addressed to the Leading Committee ;
- by cancellation, delivered by the Leading Committee ;
- by the death of the natural person or by dissolution of the legal person.

## Paragraph 6.5 : HONORARY MEMBERS

*Honorary Members* are legal or natural persons who provided outstanding services to the Organisation and who received this title from the Leading Committee.

The honorary membership is lost :

- following the withdrawal, addressed to the Leading Committee ;
- by cancellation, delivered by the Leading Committee ;
- by the death of the natural person or by dissolution of the legal person.

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## Article 7 : TERMS OF ADMITTANCE

Any natural person, on request, can obtain the title of adherent member providing that they live in one of the residences of Rennes or the residence of Metz. This condition also applies for temporary members.

A dispensation for this rule can be delivered by the Leading Committee.

Any member, regardless of their title, must accept the statutes and the internal rules.

The final admittance is delivered by the Leading Committee, that, in the event of a refusal, specifies its reason.

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## Article 8 : SUBSCRIPTION FEES

The amount of subscription fees are set by an Ordinary or Extraordinary General Assembly, and written in the Internal Rules.

When they are changed, the new amounts only apply for the subscription fees paid from a date set by the General Assembly, and at the earliest the following day.

The subscriptions fees are owed by the adherent members only. Even for those, a dispensation of subscription can be delivered by the Leading Committee, in accordance with the conditions set in the Internal Rules.

Any paid subscription fee shall be retained by the Organisation, save dispensation granted by the Leading Committee, in accordance with the conditions set in the Internal Rules.

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## Article 9 : LOSS OF MEMBERSHIP

The reasons for the loss of membership are detailed in article 6.

Cancellations are delivered for serious misconduct, in particular failure to comply with the Statutes or the Internal Rules. There are delivered by the Leading Committee during specific sessions.

Prior to any effective cancellation, the concerned member is asked, without any obligation, to give their written, and if they want to spoken, remarks to the Leading Committee at the latest 7 days after the notification of the cancellation procedure.

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## **Article 10 : RESOURCES OF THE ORGANISATION**

The resources of the Organisation are made up of :

- the result of the subscription fees ;
- donations and bequests of all sorts, in compliance with current legislation ;
- subsidies that may be granted by the European Union's structure, the State, local communities, public communities or institutions, as well as Organisations or any other legal person in conformity with legal conditions ;
- the results of celebrations and events, interests and license fees of possessions and values it could own as well as remunerations for services provided ;
- any other resources or subsidies that would be granted and that would not be contrary to current legislation.

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## **Article 11 : LEADING COMMITTEE**

The Organisation is managed by a committee elected during the Ordinary General Assembly, designated by the term Leading Committee.

It is made up of at least 3 members and at most 8 members.

Positions that must be filled :

- President ;
- Treasurer ;
- Secretary.

They can be assisted by :

- Vice President ;
- Vice Treasurer ;
- Vice Secretary.

If the situation allows it, and requires it, the Leading Committee can appoint two more positions :

- a manager of the Rennes campus ;
- a manager of the Metz campus.

The election procedure is detailed in article 13.

### **Paragraph 11.1 : PRESIDENT**

The President is in charge of the moral management of the Organisation ; they are the only one entitled to take legal action and to represent the Organisation in every action of the civil life and they are invested with powers to this end. They order the expenses in agreement with the Treasurer.

### **Paragraph 11.2 : TREASURER**

The Treasurer is in charge of the accounts and financial management of the Organisation, especially the operation of its bank account as well as the accounting entry. They ensure the recovery of Organisation's fees and resources of any kind. They perform the payments and collect the incomes in agreement with the President.

### **Paragraph 11.3 : SECRETARY**

The Secretary is in charge of the correspondence and archives. They write the official reports of the decisions of the Organisation and ensure the recording in the registers. They are also in charge of the membership file's management. They ensure the arranging of the voting processes and ensure its smooth running. They convene the General Assemblies and the meetings of the Board of Directors.

#### **Paragraph 11.4 : VICE PRESIDENT**

If this post is filled, the Vice President's mission is to assist the President in the exercise of their functions and to replace them in cases of unavailability or vacancy. They are then invested with the same powers than the President until the return of the President or the election of a new President.

#### **Paragraph 11.5 : VICE TREASURER**

If this post is filled, the Vice Treasurer's mission is to assist the Treasurer in the exercise of their functions and to replace them in cases of unavailability or vacancy. They are then invested with the same powers than the Treasurer until the return of the Treasurer or the election of a new Treasurer.

#### **Paragraph 11.6 : VICE SECRETARY**

If this post is filled, the Vice Secretary's mission is to assist the Secretary in the exercise of their functions and to replace them in cases of unavailability or vacancy. They are then invested with the same powers than the Secretary until the return of the Secretary or the election of a new Secretary.

#### **Paragraph 11.7 : MANAGER OF THE RENNES CAMPUS**

If this post is filled, the manager of the Rennes campus handles the daily and local management of the Organisation on the Rennes campus. They manage the active members on the campus, arrange the administrative and technical tasks, the projects and events and receive the subscriptions fees.

#### **Paragraph 11.8 : MANAGER OF THE METZ CAMPUS**

If this post is filled, the manager of the Metz campus handles the daily and local management of the Organisation on the Metz campus. They manage the active members on the campus, arrange the administrative and technical tasks, the projects and events and receive the subscriptions fees.

#### **Paragraph 11.9 : ELIGIBILITY**

Any active member, at least 18 years old the day of the General Assembly, who, if not benefactor or honorary member, is up to date regarding their fees is eligible to the Leading Committee. Candidates must have their civil and political rights. The positions of Campus Managers can be held concurrently with the rest of the Leading Committee. The other positions are not cumulative.

The members of the Leading Committee can be re-elected without conditions.

#### **Paragraph 11.10 : MANDATE DURATION**

The Mandate Duration is fixed during the Ordinary General Assembly, and has the default value of one (1) year.

#### **Paragraph 11.11 : MEETINGS OF THE LEADING COMMITTEE**

The Leading Committee meets on demand of one of its members. The convocation is made by the President or the Secretary.

By default, resolutions are voted to the majority of all the members of the Leading Committee. In the event of a tie, the President has the casting vote.

#### **Paragraph 11.12 : LOSS OF LEADING COMMITTEE POSITION**

A member of the Leading Committee loses their positions :

- at the expiration of the mandate ;
- after resignation, addressed to the President ;
- by cancellation, delivered by the three quarters of the Board of Directors, for failure to perform their duties, or failure to comply with the Statutes or the Internal Rules ;

— following death.

If a member of the Leading Committee loses their membership by :

- resignation ;
- cancellation for serious misconduct ;
- death.

then the position in the Leading Committee is also lost.

If a member of the Leading Committee loses their membership because they are not up to date regarding the subscription fees or because one of the conditions of article 7 is no longer met, then the position in the Leading Committee is not lost and the mandate ends at the date initially planned. The member then loses their voting right for General Assemblies but keeps it for meetings of the Leading Committee and Board of Directors.

### **Paragraph 11.13 : VACANCY**

If a vice member or a Campus Manager gets vacant, the Leading Committee continues its occupations without filling the position. The position for Campus Manager can be filled outside of a General Assembly (during in a Partial General Assembly, see article 14).

In case of a temporary vacancy of the President, Treasurer or Secretary, the Vice member for the position temporary replaces the vacant member. If not Vice member was elected, the Board of Directors elect one of its members who shall act as interim during the temporary vacancy.

In case of definitive vacancy of the President, Treasury or Secretary, the Vice member for the position replaces the vacant member. The President, or if vacant the Vice President convenes a General Assembly to fill the vacant positions.

In case of definitive vacancy of the President and the Vice President (or if no Vice President was elected), the Board of Directors meets and nominates one of its members to carry out temporarily the presidency awaiting replacement of the vacant positions.

### **Paragraph 11.14 : DISSOLUTION**

The Leading Committee may be dissolved by a simple majority vote of all adherent, benefactor and honorary members during an Extraordinary General Assembly.

The Extraordinary General Assembly who dissolve the Leading Committee can, during the same session, elect a new Leading Committee. Unlike stated in article 13, the Leading Committee is, in this case, elected by all the Assembly.

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## **Article 12 : BOARD OF DIRECTORS**

The Board of Directors helps the Leading Committee for the administrative work and manages the technical work. In particular, it manages the technical projects, in accordance with the Campus Managers' decisions and plans the implementation. It is made up of at least 3 persons.

The Board of Directors is made up of :

- the Leading Committee ;
- all the active members ;
- all the benefactor members ;
- all the honorary members ;
- supplementary members elected during the Ordinary General Assembly.

### **Paragraph 12.1 : MISSIONS OF THE BOARD OF DIRECTORS**

The Missions of the Board of Directors are as follow :

- Technical Management of the Organisation ;

- Nomination and cancellation of the active members ;
- Management of the Clubs of the Organisation ;
- Nomination of the Interim in case of vacancy.

### **Paragraph 12.2 : ELECTION OF SUPPLEMENTARY MEMBERS**

During the Ordinary General Assembly, after the renewal of the Leading Committee, the latter can, from its own initiative or demand from the members of the Assembly, elects adherent members in the Board of Directors, whose mandate will end at the same time of the newly electing Leading Committee members.

Those members must be adherent, up to date regarding their fees, at least 18 years old, and have their civil and political rights.

There can't be more elected adherent members than active, benefactor and honorary members.

### **Paragraph 12.3 : MEETINGS OF THE BOARD OF DIRECTORS**

The Board of Directors meets on the initiative of the Leading Committee or at least a quarter of its members, on convocation of the Secretary.

By default, resolutions are voted to simple majority of voting members. In case of a tie, the President has the casting vote.

### **Paragraph 12.4 : LOSS OF BOARD OF DIRECTORS POSITION**

The position in the Board of Directors is lost when the member loses the member title that allowed them to be in the Board of Directors, or the end of the mandate for the elect members.

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## **Article 13 : GENERAL ASSEMBLIES**

The General Assembly is the Organisation's forum for debate and orientation in order to facilitate communication between members. Furthermore, it is the only competent body to vote on exceptional action, any amendment to these Statutes and to dissolve the Organisation.

### **Paragraph 13.1 : COMPOSITION**

The General Assembly, or Members Assembly, is made up of all adherents members up to date regarding their fees on the date of the Assembly, benefactor members and honorary members, who are at least 18 the day of the Assembly.

Temporary members can attend the deliberations but cannot vote.

### **Paragraph 13.2 : CONVOCATION AND MEETING ARRANGEMENTS**

The General Assembly is convened at least a week before the meeting date, via emails or any other means accessible to the Organisation. It is convened by the Secretary on behalf of the Leading Committee or by at least a quarter of all the members of the Organisation.

The complete agenda, with the date and time of the videoconference meeting must be included in the convocation. Any other point than the modification of the Statutes, the split-up or the dissolution of the Organisation can be added on the agenda, following a request from at least 5 adherents members, and this at most 3 days before the Assembly. When the Assembly is convened by its members, the latter decide of the agenda.

The Meeting takes place online, with members from both campuses. The invitation link to the debate is sent to all members prior to the Meeting. The Meeting is chaired by the President, or failing that, by a person designated by them.

The members deliberates on the items on the agenda and may not vote on resolutions concerning items that are not on the agenda.

Voting is done online. The duration of the vote and the voting procedures are in the Internal Rules.

The Secretary shall prepare a preliminary report at the end of the discussions. This report is sent to the members, who may use it for voting purposes. At the end of the vote, the Secretary completes the preliminary report with the results of the vote.

### **Paragraph 13.3 : VALIDITY OF THE DELIBERATIONS**

No quorum is required in the general case. A quorum of 50 % of voting members in relation to the total number of members in the Assembly is required to vote for a modification of the statutes, a split or a dissolution. If the quorum is not reached, the vote is extended. The duration of the extension and the modalities of application are set out in the Internal Rules. At the end of the extension, the deliberations are valid regardless of the number of voters.

By default, deliberations are taken by simple majority. In the case of a change of aim, split or dissolution, the vote is taken by a three-quarters majority. In the event of a tie, the President has the casting vote.

Voting is done online. The voting procedures are explained in the preliminary report and sent to the adherent members.

### **Paragraph 13.4 : ORDINARY GENERAL ASSEMBLY**

The Ordinary General Assembly meets at the end of the mandate of the Leading Committee, on a date fixed by the latter, with a tolerance of one month with respect to the end of its mandate. It deliberates on the issues on the agenda and in particular on the accounts for the year ended and the budget for the following year. To this end, it hears the President's reports on the moral situation of the Organisation and on the activities of the past mandate, as well as the Treasurer's report on its financial management.

The active members, the benefactor members and the honorary members of the Assembly then proceed to the election of the new Leading Committee. Only active members may stand for this election. For each position, the active members wishing to stand for election present their program and discuss it with the Assembly. The procedures for the election of the Leading Committee are detailed in the Internal Rules.

If, following the vote, a minimum Leading Committee (President, Treasurer, Secretary) has not been formed, the members of the former Leading Committee shall continue to act until a Leading Committee is elected or the Organisation is dissolved.

### **Paragraph 13.5 : EXTRAORDINARY GENERAL ASSEMBLY**

- The Secretary shall convene an Extraordinary General Assembly :
- by decision of the Leading Committee or the Board of Directors ;
  - on demand of at least a quarter of all the members of the Organisation, addressed in writing with the aim and motives of the Meeting.

If an Extraordinary General Assembly is called to complete a Leading Committee and the Assembly fails to do so, the persons elected by the Board of Directors shall continue to act until a minimum Leading Committee is formed or the Organisation is dissolved.

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## **Article 14 : PARTIAL ASSEMBLY OF MEMBERS**

The Partial Assemble of Members on one of the campuses is composed of the same members as the General Assembly, but restricted to members of the said campus. It is chaired by the Campus Manager



or, failing that, by the President of the Organisation or a member designated by them.

Its vocation is to make decisions on local events and projects, which are out of the daily management, but which concern only one campus and not the Organisation in general.

It meets according to the same procedures as the General Assembly.

In the event of a vacancy in the Leading Committee of a Campus Leader, or if the Campus Leader had not been elected, the Leading Committee may organise a Partial Assembly of Members on the campus in question to fill the position outside of an Ordinary General Assembly. Only active members may stand for election, and if a member is elected, their mandate will end on the same date as the rest of the Leading Committee.

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## Article 15 : CLUBS

A Club is a group of members of the Organisation, who pursue an aim that is common, close or related to the aim of the Organisation.

The Club must form, using whatever method it wishes, a Leading Committee of at least two persons (a President and a Treasurer). This Leading Committee is the privileged contact for the management of the Club. The management of the Club is delegated to the President of the Club by the President of the Organisation, although the latter remains the legal representative of the actions of all the Clubs. The financial management of the Club is delegated to the Treasurer of the Club by the Treasurer of the Organisation, although the latter remains legally responsible for the accounts of all the Clubs.

The Leading Committee of the Club is accountable to the Leading Committee of the Organisation and must transmit at least one week before the Ordinary General Assembly, its moral and financial balance sheet since the last Ordinary General Assembly (or since the the Club's creation).

The request for the creation of a Club is made by at least two members (except temporary members) of the Organisation, and is addressed to the Board of Directors, which decides, and, in case of refusal, specifies the reason.

This authorisation may be withdrawn by the Board of Directors at any time, in particular in the event of failure to comply with the Club's obligations, the Statutes or the Internal Rules of the Organisation.

Leading Committees of Clubs may apply to the Board of Directors for grants.

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## Article 16 : REGISTRATION WITH ARCEP

The Organisation is registered with ARCEP (*L'Autorité de régulation des communications électroniques, des postes et de la distribution de la presse*<sup>4</sup>) as postal and telecommunications operator.

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## Article 17 : MODIFICATION OF THE STATUTES

The present Statutes of the Organisation may be changed only on the proposal of the Leading Committee or half of the members of the Organisation, submitted to the Leading Committee at least two weeks before the next General Assembly.

For the deliberations to be valid, participation in the online vote of half of the members of the General Assembly, as defined in article 13, is necessary. If this proportion is not reached, the vote is extended. The duration of the extension and the terms of application are set out in the Internal Rules. At the end of the extension, the deliberations are valid regardless of the number of voters.

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4. Translator's note : can be translated to "The Regulatory Authority for Electronic Communications, Posts and Press Distribution"

Any resolution to change the aim may only be passed by a three-quarters majority of the voting members.

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## Article 18 : INTERNAL RULES

The Leading Committee may propose Internal Rules before proceeding to a simple majority vote during a General Assembly without any quorum.

Internal Rules may involve parts specific to one of the campuses. In this case, the rules stated are only valid for members using the services from the campus referred to in the part.

Additional Internal Rules may be established for each Club. They are drawn up by the Club Leading Committee and apply only to the members of the Clubs concerned.

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## Article 19 : SPLITTING

The General Assembly called to decide on the splitting of the Organisation into two separate Organisations (one on the Rennes campus and one on the Metz campus) is convened specifically for this purpose. At least half of the members must vote in the online vote. If this proportion is not reached, the vote is extended. The duration of the extension and the terms of application are set out in the Internal Rules. At the end of the extension, the deliberations are valid regardless of the number of voters.

In any case, the splitting of the Organisation may only be decided by a three-quarters majority of the members voting at the meeting.

The splitting must take place in a fair and equitable process. The General Assembly elects two splitting officers. Assets are distributed according to the campus where they are used and cash is distributed equitably, taking into account the accounting years of previous years.

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## Article 20 : DISSOLUTION

The General Assembly called to decide on the dissolution of the Organisation is convened specifically for this purpose. At least half of the members must vote in the online vote. If this proportion is not reached, the vote is extended. The duration of the extension and the modalities of application are set out in the internal regulations. At the end of the extension, the deliberations are valid regardless of the number of voters.

In any case, the dissolution of the Organisation may only be pronounced by a three-quarters majority of the members voting at the meeting.

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## Article 21 : DEVOLUTION OF PROPERTY

In the event of dissolution without splitting, the General Assembly shall appoint one or more commissioners to liquidate the property and assets of the Organisation. The net assets and/or property will be allocated to other Organisations or works pursuing similar goals.

Under no circumstances may members of the Organisation be allocated any part of the Organisation's assets, other than the resumption of their contributions.

The present statutes were adopted today by the General Assembly and will be declared in the prefecture of Ille-et-Vilaine, by the President of the Organisation Rézo Metz-Rennes Fédérés within three months.

Signed in Rennes, on May, 1st 2021 in three original copies.  
On behalf the General Assembly

**President**  
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**Secretary**  
??? ???