

STATUTES OF THE ASSOCIATION

BOTALISTA

PREAMBLE

Often seen as amenity areas, Botanical Gardens are key actors, both for the conservation of plants and their genetic resources and for research (including systematic, the art of naming and describing plants, and taxonomy, the art of classifying plants) and education. By being clearly part of the United Nations Convention on Biological Diversity's Global Strategy for Plant Conservation (GSPC) 2011-2020, they are actively engaged in addressing major environmental challenges for and with society.

The majority of botanical institutes are now equipped with the IT tools necessary for the management, sharing, interpretation, enhancement and dissemination of their knowledge. The IT solutions adopted are extremely diverse and meet their needs more or less well.

Since 2016, the Conservatory and Botanical Gardens of the City of Geneva (CJB) have conducted multiple interviews with various Botanical Gardens. It shows that the existing tools often do not cover all of their needs and do not meet the basic requirements of connectivity and compatibility necessary for the sharing of information between Botanical Gardens. This certainly explains the fact that today many institutes are in the process of considering the replacement of their management system.

Based on more than 20 years of experience in the field of information systems, and faced with the absolute need to replace their own management system, the CJB have taken the initiative to engage in the development of a new "open source" software, called *Botalista.community*, meeting all the needs expressed by the Botanical Gardens.

The undersigned,

- noting that the City of Geneva, at the origin of the *Botalista.community*, agrees to confer the use of it on an Association representing the Botanical Gardens using *Botalista.community*, while retaining the intellectual property rights
- aware of the need for Botanical Gardens to have a modern and efficient collection management tool that meets the connectivity and compatibility requirements necessary for information sharing
- wishing to set up a community of Botanical Gardens which will then be able to more easily share their data and their experiences
- wishing the Botanical Gardens to be involved in the governance of the *Botalista* project

Decide to form an Association and adopt the following statutes.

GENERAL PROVISIONS

ARTICLE 1 - NAME

¹ Under the name *Botalista*, a non-profit Association is created, governed by these statutes and by articles 60 and following of the Swiss Civil Code.

² *Botalista* (hereafter the Association) is politically neutral and religiously independent.

ARTICLE 2 - SEAT AND DURATION

¹ The Association's seat is in the Canton of Geneva, at the Conservatory and Botanical Gardens.

² The Association is created for an indefinite period of time.

ARTICLE 3 - REGISTRATION IN THE TRADE REGISTER

¹ The Association is entered in the commercial register of the Canton of Geneva.

PURPOSE

ARTICLE 4

¹ The purpose of the Association is to promote and manage the heritage, educational and scientific collections of plants in the Botanical Gardens, at national and international levels, as a support for their activities in the fields of education, research and conservation, necessary for a good understanding of the challenges of the importance of biodiversity for our society and for actions in their favor.

TASKS

ARTICLE 5

¹ The tasks of the Association are as follows :

- federate the members of the Association around the *Botalista.community*
- develop and apply a strategy ensuring the economic sustainability of the Association
- provide IT services linked to *Botalista.community*
- seek funds from patrons and sponsors
- develop and manage the IT design of *Botalista.community*
- maintain and develop *Botalista.community*
- pool the IT resources necessary for the operation of *Botalista.community*
- provide training services to *Botalista.community*
- conclude any convention useful to the achievement of its tasks
- promote the *Botalista* project.

RESOURCES

ARTICLE 6

¹ The Association's resources come from :

- contributions paid by members which are compulsory
- donations and bequests or other allocations in cash or in kind
- sponsorships
- public and private grants
- services performed and invoiced by the Association
- services in kind provided by members
- any other resource or income authorized by law.

² The funds are used exclusively in accordance with the tasks of the Association and within the framework of the tasks defined in Articles 4 and 5 hereof.

³ Members under the Association's service contract benefit from the most recent versions of *Botalista.community*, according to the ad hoc regulations drawn up by the Committee, which must comply with said statutes.

⁴ The City of Geneva remains the owner of the intellectual property rights on *Botalista.community* in its "copyright-free" version. The software must remain open and collaborative.

MEMBERS

ARTICLE 7 – BEGINNING OF MEMBERSHIP

¹ Is a **founding member** of the Association, the legal person holding the rights to the *Botalista.community* software at the day of adoption of these statutes, namely the City of Geneva, for its Conservatory and Botanical Gardens. Also **founding members** of the Association are legal persons interested in the aims of the Association and having contributed to the development of the project, namely the City of Bordeaux for its Botanical Garden, the City of Paris for its Botanical Garden and the University of Bern for its Botanical Garden.

² Can become a **member** of the Association Botanical Gardens having legal personality or the legal person to which they are attached, recognized as such by a certification system and using, or committing to use, *Botalista.community* for the management of their collections. The recognized certifications are mentioned in appendix 1 and can be modified at any time by the Committee.

³ Only Botanical Gardens belonging to public administrations or public foundations can apply for membership. Exceptionally, other public or private structures may be admitted by the General Assembly on a proposal from the Committee, provided that these structures are subject to public law or pursue a public goal.

⁴ Applications for admission are made in writing to the Association Committee. The Committee admits new members and informs the General Assembly.

⁵ Members agree to pay the Association an annual membership fee, the amount of which is set at the General Assembly. The membership fee is set at CHF 100.- (EUR 95.00) for the financial year 2020, the year of the constitution of the Association. The membership fee will then be set by the General Assembly (art. 12).

⁶ Members can collaborate in the search for financial means and / or offer in kind services to participate in the maintenance and development of *Botalista.community*.

⁷ Members appoint a representative from their staff. The latter must have decision-making power allowing his Botanical Garden to be involved in any decision taken within the Association. If the representative is not the director of the institution, or an equivalent position, the representative must be provided with a power of attorney from his or her management to validly sit in the Association.

⁸ In the event of the cessation of activity of its representative, the Botanical Garden is responsible for quickly appointing a successor. The Association cannot be held responsible for the absence of a representative.

ARTICLE 8 – END OF MEMBERSHIP

¹ Membership ceases :

- upon written resignation sent to the Committee at least six months before the end of the financial year
- upon cessation of activity of the Botanical Garden
- upon loss of the quality of Botanical Garden recognized by a certification
- upon not using *Botalista.community* within three years of joining the Association
- upon renouncing the use of *Botalista.community*
- upon default of payment of the membership fee for more than one year
- by exclusion decided by the Committee, in the event of behavior in derogation from these statutes and / or contrary to the general interest of the Association.

² In the latter case, the member has a right of appeal against the decision of the Committee pronouncing his exclusion, within thirty days from the notification of the decision.

³ In any case, the membership fee for the current year remains due by the exiting member.

⁴ The loss of membership does not give any right to the Association's assets.

ARTICLE 9 – RESPONSIBILITY OF MEMBERS

¹ The Association's patrimony alone responds to the commitments contracted in its name. Any personal liability of its members is excluded.



BODIES OF THE ASSOCIATION

ARTICLE 10

¹ Association bodies are :

- the General Assembly
- the Committee
- the Technical Commission
- the Auditors.

THE GENERAL ASSEMBLY

ARTICLE 11 – COMPOSITION AND ORGANIZATION

¹ The General Assembly is made up of all members of the Association.

² The General Assembly meets once a year in ordinary session. The General Assembly can also meet in extraordinary session whenever necessary at the request of the Committee or if at least two founding members so request.

³ The General Assembly is validly constituted regardless of the number of members present.

⁴ The Committee communicates to the members in writing the date of the General Assembly at least 6 weeks in advance. The convocation mentioning the agenda is sent by the Committee to each member at least 10 days in advance.

ARTICLE 12 – SKILLS

¹ The General Assembly is the supreme body of the Association.

² In this capacity, The General Assembly

- decides on the admission or exclusion of members
- elects the members of the Committee, at least one of whom will be a representative of the City of Geneva that the latter will have personally appointed
- takes note of the reports and accounts for the financial year and votes for their approval
- approves the annual budget
- discharges the Committee for its management
- defines and controls the objectives of the Association
- appoints two auditors
- sets the amount of the annual membership fee
- decides on any amendment of the statutes
- decides on the dissolution of the Association.
- In addition, the General Assembly decides on all items on the agenda or which are reserved for it by law or the statutes.

ARTICLE 13 – DECISION MAKING

¹ Each Member shall have an equal voting right at the General Assembly.

² Members are deprived of their right to vote in decisions relating to a matter that concerns them personally, or the institutions they represent.

³ Decisions of the General Assembly are taken, as far as possible, by consensus. In the event of a vote, decisions are taken by a simple majority of the votes of the members present. In the event of a tie, the vote of the president counts double.

⁴ Decisions relating to the modification of the statutes and the dissolution of the Association can only be taken by a 2/3 majority of the members present.

ARTICLE 14 – VOTING RIGHTS

¹ Votes are taken by show of hands. At the request of at least five members, they will be held by secret ballot.

ARTICLE 15 – AGENDA

¹ The agenda of the annual General Assembly, called ordinary, necessarily includes :

- the approval of the minutes of the last General Assembly
- the report of the Committee on the activity of the Association during the past period
- the report of the Technical Commission on its activity during the past period
- the reports of the treasurer and the auditors
- the setting of membership fees
- the adoption of the budget
- the approval of reports and accounts
- the election of the members of the Committee, of the Technical Commission and of the auditors
- the individual proposals.

THE COMMITTEE

ARTICLE 16 – POWERS

¹The Committee is authorized to do all acts that relate to the task of the Association. He has the most extensive powers for the management of current affairs.

ARTICLE 17 – COMPOSITION, ORGANIZATION AND ROLE

¹The Committee is made up of a minimum of 4 and a maximum of 6 members. The founding members are ex officio members of the Committee with, however, the possibility of refusing this quality. Apart from the founding members, the members of the Committee are elected by the General Assembly.

²The Committee appoints from among its members a President, a Vice-President, a Secretary and a Treasurer. The representative of the City of Geneva sits either as President or Vice-President.

³The members of the Committee are appointed for a two years term; they can be reelected.

⁴The Committee meets as many times as the affairs of the Association require.

⁵The Bureau of the Committee is made up of the President or the Vice-President, the Secretary and the Treasurer.

⁶He is responsible for managing the day-to-day affairs, the staff, all matters pertaining to the proper functioning of *Botalista*.

ARTICLE 18 – DECISION MAKING AND VOTE

¹The Committee can only validly deliberate if half of the members with voting rights are present ; of the members present, at least one must be a representative of the City of Geneva within the meaning of article 12 of the statutes.

²The Committee makes its decisions as far as possible by consensus. If this is not possible, a vote is taken, possibly secret at the request of one of the members. In the event of a tie, the President's vote counts double. The Committee can also take any decision by electronic consultation.

³The IT development manager participates in Committee meetings in an advisory capacity.

ARTICLE 19 – INDEMNITIES

¹Committee members act on a voluntary basis and can only claim compensation for their actual costs and their travel costs. For activities that exceed the usual framework of the function, each member of the Committee may receive appropriate compensation.

²Paid employees of the Association can only sit on the Committee in an advisory capacity.

ARTICLE 20 – ASSIGNMENTS

¹The Committee heads the Association. He is answerable for his management to the General Assembly.

²The Committee is responsible to :

- take the necessary measures to achieve the goals set
- convene ordinary and extraordinary Assemblies and execute their decisions
- establish each year the budget for the coming calendar year as well as an accounting balance sheet and an activity report for the past year
- appoint the person in charge of IT developments within a Technical Commission (Art. 21), of which he takes into account the notices in his decisions
- fix the competences of the Bureau and of the Technical Commission in a regulation and control them
- take decisions relating to the admission and resignation of members, as well as their possible exclusion
- ensure the application of the statutes, write the regulations and administer the property of the Association
- hire and manage Association staff
- set the prices of the services provided by the Association (subscriptions, support, training, etc.)

THE TECHNICAL COMMISSION

ARTICLE 21 – COMPOSITION

¹The Technical Commission is made up of :

- the IT development manager coordinating the Technical Commission
- a maximum of 1 delegate per Association's member.

²The term of mandate is 2 years renewable without limit.

³The Technical Commission meets as many times as its affairs require. The decision-making process is the same as that of the Committee (Art. 18).

⁴The activities of the Technical Commission are coordinated by the IT development manager.



ARTICLE 22 – RESPONSIBILITIES

¹The Technical Commission is responsible in particular to :

- synthesize the needs of *Botalista.community* users
- quantify the needs and possible IT developments
- pre-advise the prioritization, in consultation with the IT development manager, of the corrections and upgrades to be made to *Botalista.community*
- propose and cipher IT services
- participate in the tests of *Botalista.community* before the release of new versions.

ACCOUNT AUDITORS

ARTICLE 23

¹The General Assembly appoints two auditors each year. It can also entrust this task to a trust company. Auditors are only eligible for re-election once consecutively.

²The auditors verify the operating account and the annual balance sheet prepared by the Committee and present a written and detailed report to the annual ordinary General Assembly.

³In the performance of their duties, they are entitled to require the presentation of business ledgers and accounting documents as well as to request the necessary explanations.

SIGNATURE AND REPRESENTATION OF THE ASSOCIATION

ARTICLE 24

¹The Association is validly bound by the collective signature of two : the President and a member of the Committee. One of them must be a representative of the City of Geneva.

FINAL PROVISIONS

ARTICLE 25 – FINANCIAL YEAR

¹The financial year begins on January 1 and ends on December 31 of each year.

ARTICLE 26 – DISSOLUTION

¹The dissolution of the Association can only be decided by an extraordinary General Assembly convened for this purpose and bringing together two thirds of its members.

If the quorum is not reached, the General Assembly is convened again, by registered letter, within twenty days. The General Assembly then rules regardless of the number of members present.

In all cases, dissolution can only be decided by a two-thirds majority of the members present.

ARTICLE 27 - LIQUIDATION

¹ In the event of dissolution, the liquidation is carried out by the Committee, unless the General Assembly designates other liquidators.

ARTICLE 28 – DISTRIBUTION OF THE ASSETS

¹ After payment of debts and restitution of subsidies paid in excess, the available assets are entirely allocated to an institution, located in Switzerland, pursuing a goal of public interest similar to that of the Association and benefiting from the exemption from the tax.

² Any personal liability of its members is excluded.

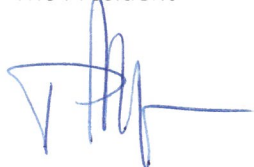
³ With regard to the source codes of the private branch of the *Botalista.community* software managed by the Association, these will be fully transferred under the Apache v2 license.

The original statutes were adopted by the Constituent General Assembly on September 30, 2020 at 2:30 p.m.

These statutes, with modification of the Article 7 al. 1, were adopted by the Ordinary General Assembly on October 15, 2021 at 11:00 a.m.

On behalf of the Association

The President



Pierre-André Loizeau

The Secretary



Raoul Palese

Appendix 1: Recognized certifications :

- Certification of the *Botanical Garden Conservation International* foundation (BGCI Botanic Garden Accreditation, BGCI Conservation Practitioner Accreditation, BGCI Advanced Conservation Practitioner Accreditation)
- *ArbNet* Accreditation
- Certified Garden and sponsored Garden of the Association *Jardins botaniques de France et des Pays Francophones*
- Botanical garden recognized in the work published by V. Heywood at the International Association of Botanic Gardens
- Recognition by a national network of Botanical Gardens

Appendix 2: Apache License v.2

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