

# STATUTES OF THE DECIDIM FREE SOFTWARE ASSOCIATION (ASSOCIACIÓ DE SOFTWARE LLIURE DECIDIM)

NOTE: this is a translation from the original document written in Catalan, available at [MetaDecidim](#)  
In case of dispute between translations the Catalan version will prevail.  
If you find any kind of error in the translation please let it us know at [hola@decidim.org](mailto:hola@decidim.org)

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## Chapter I. General aspects

### Article 1. Denomination

The present statutes regulate the organisation, operation and legal regime of the Decidim Free Software Association (*Associació de Software Lliure Decidim*) under the provisions of Law 4/2008 of 24 April of the third book of the Civil Code of Catalonia (*Llei 4/2008, de 24 d'abril, del llibre tercer del Codi civil de Catalunya*), concerning legal persons and the Organic Law 1/2002 of 22 March (*Llei orgànica 1/2002, de 22 de març*), regulating the right of association.

### Article 2. Purpose

The Decidim Free Software Association was born with the will to be the Decidim community governance instrument. We understand by the Decidim community all of the legal entities and individuals interested in the development, growth and improvement of the democratic infrastructure of digital participation Decidim.org based on free software (going forward, "Decidim").

## Article 3. Mission, vision and values

### Association Mission

1. To contribute to the democratisation of society by building technology, methodologies, practices, standards, actions, narratives, and values, freely, openly, collaboratively and reflectively.

### Vision

1. The members of the Decidim Free Software Association share the vision of a radically democratic society in which every person takes part among equals in common life, a key step towards a more egalitarian, just and inclusive society; ultimately, towards a better society for people.
2. The Decidim Free Software Association embodies its vision of society in its own governance: it is the community that decides the direction of the Decidim project and makes Decidim a technology of, by and, for all.

### Values

From the beginning, Decidim has a Social Contract that takes up the values of the project. All partner members of the Decidim Free Software Association abide by this contract. It is from this contract, found at <https://decidim.org/ca/contract/>, from which the Association extracts its values:

- A. Commitment and responsibility
- B. Equal opportunities and quality indicators
- C. Free software to allow autonomy
- D. Data confidentiality
- E. Transparency, traceability and integrity
- F. Continuous enhancement and collaboration between organizations
- G. Open content to share and cooperate

## Article 4. Activities

To achieve its aims, the Association performs the following activities:

1. Research and creation of new forms of participation through digital technologies and hybrid forms of participation or hybridization between analog and digital participation.
2. Design, development, dissemination and extension of digital participation tools that contribute to making society more democratic and participatory.
3. Project management, services, activities, human and material resources for the development and improvement of the Decidim platform and other projects and initiatives that may relate to participation systems and democracy through digital technologies. As well as extending these systems of participation in countries or regions with democratic deficits through international cooperation.
4. Decidim community dynamization as a whole of individuals and entities involved in working together to develop the Decidim platform.
5. Maintenance and dynamization of the Metadecidim platform as a community communication and participation system.

All profit is excluded.

## Article 5. Address

The headquarters of the Association are established in Barcelona, and it is located on Carrer Sant Adrià No 20 in Barcelona, in the grounds of the Fàbrica de Creació Fabra i Coats.

## Article 6. Activities scope

The scope of this association is Catalonia, as well as any other geographical reference (either local or international) related to the activities of the Association.

## Article 7. Internal regulation

The Free Software Association will be able to adopt an Internal Regulation which will develop all those aspects that are not expressly regulated in these statutes.

# Chapter II. The organs of the Association

## *Section one. General regulation*

### Article 8. Government organs

They are governing bodies of the Association:

- The General Assembly
- The Coordination Committee
- Thematic committees
- The Democratic Guarantee Committee
- The positions: presidency, secretary, treasury and spokespersons

### Article 9. Using the Metadecidim Digital Platform

All the organs of the Association can perform their functions either on-site or digitally through the Metadecidim participation platform, an infrastructure created for the democratic community decision-making of the Decidim community that's found in <https://meta.decidim.org>.

### Article 10. Consultative organs

They are advisory and advisory bodies:

- The Advisory Council.
- The City Council and Public Administrations.
- All advisory bodies that the Internal regulation establish

## Article 11. Transparency

All the bodies of the Association will, wherever possible, publish their minutes, agreements, reports, memoirs, budgets or any other type of working document on the Metadecidim platform, where all the people will be able to access it.

## Article 12. Ethical Code

The Association will be able to approve an Ethical Code containing possible incompatibilities to belong to the governing bodies of the Association.

## *Section two. The General Assembly*

### Article 13. Definition

1. The natural and legal persons members of the Decidim Free Software Association constitute the General Assembly. The General Assembly of members is the sovereign organ of the Association; its members are part of it in their own right and inalienable.
2. The General Assembly can meet both on-site or digitally through the Metadecidim platform. In the case of the on-site assemblies, the Coordination Committee will ensure the telematic means necessary for remote participation, for example through audio or video conferencing.

### Article 14. Agreements regime

1. The decisions of the General Assembly will be taken using the Metadecidim platform, to which all the members have access and can be verified as such.
2. All the members are subject to the agreements of the General Assembly, including those who disagree and those who have abstained from voting.
3. Each physical or legal person member of the Association has one vote.
4. All votes cast by members during the period when the consultation is active on the Metadecidim platform are considered valid in the General Assembly agreements, including those of who do not attend the on-site assembly, if they are carried out. The Internal Regulation may establish a minimum period in which a consultation must remain active, without contradicting what is laid down in these statutes. In the same way it can specify a minimum participation to make a decision effectively.
5. In the case of binary decisions (i.e. those in which an initiative is to be approved or disapproved), the initiative will be considered approved when the affirmative votes outweigh the negative ones. The Internal Regulation will be able to establish majorities qualified by specific decisions. The Internal Regulation may also provide for the possibility of conducting consultations where more than two options can be chosen, as well as the voting procedure to be used in this case, which will always respect the majority principle.
6. Agreements on one of the following assumptions may be preceded by the opening of a participation space on the Metadecidim platform, and the final consultation must be active for at least 15 natural days outside August:

- change of Statutes,
  - amendment of the Internal regulation,
  - constitution of a federation with similar associations or integration into an existing one,
  - provision or alienation of goods.
7. To agree to the dissolution of the Association, the procedure laid down in Article 45 of the present statutes must be followed.
  8. Elections to the organs of the Association will be conducted according to the following articles of the present statutes:
    - Coordination Committee: Article 18.
    - Democratic Guarantee Committee: Article 30.
    - Advisory Board: Article 31.

## Article 15. General Assembly Faculties

- A. To approve, if necessary, the management of the Coordination Committee, the budget and annual accounts.
- B. To elect and to discharge the members of the Coordination Committee and control their activity.
- C. To modify statutes.
- D. To agree on the form and amount of contributions to the financing of the Association or the payment of its expenses, including contributions to the assets of the Association.
- E. To agree on the transformation, merger or dissolution of the Association.
- F. To agree on admission and leave in federations or confederations.
- G. To request public utility declaration.
- H. To adopt the Internal Regulation and their amendments.
- I. To know the applications submitted for being a member, and also the registrations and cancellations of members for a reason other than the definitive separation.
- J. To ratify, if necessary, the disciplinary discharges measures and the other sanctions imposed by the Democratic Guarantee Committee for very serious offences.
- K. To resolve issues that are not expressly assigned to any other body of the Association.

## Article 16. Announcement

1. The General Assembly will meet in ordinary session once a year, within six months of the closing date of the financial year.
2. The Coordination Committee can summon the General Assembly on an extraordinary basis as long as it considers it convenient, and it should do so when 10% of members request it through the Metadecidim platform. The assembly must take place within 30 natural days to count from the request, without taking into account August.
3. The Assembly is summoned by the Coordination Committee through an open announcement in the Metadecidim platform which must contain at least the agenda, the place, date and time of the meeting at a minimum of 15 natural days.

## Article 17. Sessions

1. The meetings of the General Assembly are chaired by the person holding the Presidency of the Association. If she is not present, she must be, successively, replaced by the oldest member of the Coordination Committee and the next one in age. The Secretariat must be taken by the same person that holds this position in the Coordination Committee.
2. The person holding the office of Secretariat writes the minutes of each meeting with the help and the cooperation of other people, and must sign the minutes with an excerpt from the deliberations, the text of the agreements adopted, and the numerical outcome of the votes. This will be published on the Metadecidim platform.
3. 5% of members may ask the Coordination Committee to add one or more items on the agenda to deal with, and they can do so via the Metadecidim platform. In the event that the Assembly has already been announced, they can do so within the first third of the period between the publication of the call and the date on which that assembly is to meet. The Assembly can only agree on the items on the agenda, unless it has been universally constituted or the agreements relate to the announcement of a new General Assembly.

## *Section third. The Coordination Committee*

### Article 18. Composition

1. The Coordination Committee administers and represents the Association. This body is composed of the members of the presidency, the secretariat, the treasury, the spokespersons of the thematic committees (Article 25), and the rest of the spokesperson. All these are unipersonal positions that must be held by different people.
2. The Coordination Committee will consist of a minimum of 9 members and a maximum of 21. All persons who form the Coordination Committee must be of legal age and members of the Association.
3. Each member of the Coordination Committee will be elected by the General Assembly for a four-year term. The Committee will be partially renewed every two years. In the first shift, the secretarial and treasury offices and half of the vocalies will be renewed, and in the second shift, the rest.
4. The procedure for electing the members of the Coordination Committee and the positions of the Coordination Committee will be detailed in the Internal Regulation of the Association.
5. Candidates who are formally presented will be able to make their programs and nominations known via the Metadecidim platform to all the members.
6. The appointment and dismissal of the offices must be communicated to the Register of Associations by a certificate issued by the outgoing secretary with the approval of the outgoing president, which must also include the acceptance of the new secretary and president.
7. The members of the Coordination Committee hold the office free of charge.

## Article 19. Termination

1. The termination of posts before the term of office is terminated may be because:
  - a. death or declaration of absence, in the case of physical persons, or extinction, in the case of legal persons,
  - b. disability or disqualification,
  - c. notified resignation of the governing body,
  - d. separation agreed by the General Assembly,
  - e. any other law or statute.
2. The vacancies that take place in the Coordination Committee must be covered by voting according to the system determined in the Internal Regulation via the Metadecidim platform. Meanwhile, a member of the Association may provisionally hold the vacant position.

## Article 20. Attributions

The Coordination Committee is the body that administers and represents the Association, and has the following powers:

- A. To coordinate the work carried out by the various thematic committees that are active by members of the Association.
- B. To take the necessary arrangements with regard to hearings held by public bodies and to exercise all kinds of legal action and bring the relevant appeals.
- C. To propose to the General Assembly the defense of the Association interests.
- D. To propose to the General Assembly the defence of the setting of quotas that members of the Association must meet.
- E. To summon general assemblies, initiate processes, consultations or other participatory spaces on the Metadecidim platform and to monitor compliance with the agreements adopted there.
- F. To present the balance sheet and the state of accounts of each exercise to the Metadecidim platform so that they are approved by the partner people and to draw up the budgets for the following financial year.
- G. To contract the people employed by the Association.
- H. To inspect accounting and concern for services to operate normally.
- I. To establish working groups to achieve the aims of the Association in the most efficient and effective manner, and authorise the acts that these groups are planning to carry out.
- J. To perform the necessary efforts in front of public bodies, entities, and others, to achieve:
  - grants or other aids,
  - permission for the use of premises or buildings to perform the activities of the Association.
- K. To open current accounts to any credit or savings establishment and have the funds in those deposits.
- L. To resolve provisionally any case that was not expected in the statutes and be accountable through the Metadecidim platform.
- M. Any other power that is not specifically attributed to any other governing body of the Association or that has been expressly delegated to it.

## Article 21. Meetings

1. The Coordination Committee, which is previously summoned by the person holding the presidency or by the person replacing it, must meet in ordinary session with the regularity that the members decide, which cannot be less than once every quarter.
2. Meetings of the Coordination Committee may be carried out through video conferencing systems or telematic channels established.
3. It must meet in an extraordinary session when called by the presidency or if requested by a third of the members of the presidency.

## Article 22. Quorum

1. The Coordination Committee is validly constituted if it has been convened at a minimum of 10 days and there is a quorum of half plus one of its members. By quorum it is understood the sum of the members present and those connected to the session through video conferencing or the telematic channels that are established. Announcement is not necessary if all members of the Committee are present.
2. Members of the Coordination Committee are required to attend all meetings called, although, for justified reasons, they may be excused.
3. The Coordination Committee takes agreements by consensus as a matter of priority, and by most assistants (affirmative votes exceed negative) in case there is no consensus, including those who follow the session through a videoconferencing system, or through the telematic channels established.

## Article 23. Delegation of functions

1. The Coordination Committee may delegate some of its attributions to one or more constituted thematic committees.
2. The Coordination Committee may also delegate powers to temporary working groups formed by its members.
3. It can also appoint a representative or a few representatives to exercise the authority it entrusts to them with the powers it thinks fit to confer on them in each case.
4. It is not delegatable to define the budgets or acts that need to be authorised or approved by the General Assembly.

## Article 24. Minutes

The agreements of the Coordination Committee must be reflected in the minutes to be published on the Metadecidim platform. At the beginning of each meeting of the Coordination Committee, the minutes of the previous session should be approved with the amendments considered appropriate.



## *Section fourth. The thematic committees*

### Article 25. Constitutions and functions of the thematic committees

1. The request for the creation, composition and establishment of the thematic committees will be regulated in the Internal Regulation.
2. On the proposal of the Coordination Committee, some thematic committees may be open to the participation of the community in general, in the terms and conditions laid down by the Coordination Committee.
3. All calls, minutes, agreements and other working documents from the various committees will be made accessible to all people through the Metadecidim platform.
4. Once set up, each committee will have to draw up a work plan containing the regularity of meetings, the objectives to be developed and the distribution of tasks between its members.
5. Annually and before the General Assembly, each committee will be accountable for the meetings and activities carried out, as well as for the fulfilment of the objectives or milestones set out in the work plan it has drawn up.
6. Thematic committees will have a spokesperson who will be able to serve as a member of the Coordination Committee when elected under Article 18 of the present statutes.

## *Section fifth. The positions of the Association*

They are unipersonal positions of the Association Presidency, Secretariat, Treasury and Spokespersons.

### Article 26. The presidency

1. The functions of the Presidency will be primarily those of the representation of the Association for all legal purposes, guaranteeing at all times the correct decision-making by the different bodies of the Association as specified in the Internal Regulation.
  - a. To legally represent the Association, by delegation from the General Assembly and the Coordination Committee.
  - b. To chair and moderate the debates, both of the General Assembly and the Coordination Committee.
  - c. To endorse the acts and certificates made by the Association's secretary when mandatory.
  - d. The remaining powers of the office and those for which the office is delegated by the General Assembly or the Coordination Committee.
2. The president is replaced, in case of absence or illness, by the oldest member of the Association or if there are more than one, the oldest.

### Article 27. The treasury

The person in charge of the treasury has as its function the custodianship and control of the resources of the Association, as well as the drafting of the budget, the balance and the clearance of accounts. She has a cash

journal. She signs quota receipts and other treasury documents. She pays the bills approved by the Coordination Committee, which must be previously endorsed by the presidency, and she collects what is left over in open deposits in credit or savings establishments.

## Article 28. The secretariat

The person in charge of the secretariat must guard the documentation of the Association, lift, draft and sign the minutes of the meetings of the General Assembly and the Coordination Committee, verify the decisions taken via the Metadecidim platform, write and authorise the certificates to be delivered, and also carry the Membership Registration Database.

## Article 29. The spokespersons

The spokespersons serve to ensure information between thematic committees and the Coordination Committee, to submit proposals drawn up in their committee and to inform and report on the Coordination Committee's decisions.

## *Section sixth. The Democratic Guarantee Committee*

### Article 30. Functions and Composition

1. Its role will be to ensure compliance with the Social Contract of the Decidim project and the Association Ethics Code. It also has the role of managing conflict resolution and, if necessary, sanctioning inappropriate or malicious behaviour of the people of partner countries, in accordance with the procedure laid down in the Rules of Procedure and which will include the prior hearing of the person concerned prior to the adoption of any disciplinary measures.
2. It will meet at least once every six months. Meetings can be performed via video conferencing or telematic channels set.
3. Any person of legal age can be part of the Democratic Guarantee Committee that's also an Association's member.
4. It will have a minimum of 3 members and a maximum of 7 who will be elected every 2 years through the Metadecidim platform, according to the procedure laid down in the Association's Internal Regulation

## *Section seventh. The Advisory Council*

### Article 31. Constitution and functions of the Advisory Council

1. At the instigation of the Coordination Committee, an Advisory Council may be constituted consisting of skilled people of recognized prestige in the field of free software programming and participatory democracy in order to monitor the activity of the Association and propose improvements in its operation or organization. People in the Advisory Council are not necessarily members of the Association.

2. The Coordination Committee will make a proposal of members of the Council of no more than 6 people, willing to join, to be ratified by a vote of the General Assembly.
3. The Advisory Council will meet at least once a year and will issue an assessment report on the functioning of the Association to be made public on the Metadecidim platform.

## *Section eight. The Council of Cities and Public Administrations*

### Article 32. Constitution and functions of the Council of Cities and public administrations

1. The Council of Cities is a body external to the Association formed by the city councils and public administrations that are managers of an instance of the Decidim platform as a means of decision-making and democratic deepening with the citizens of their area of action.
2. All the public administrations that manage an instance of the Decidim platform and have signed the Social Contract of the project can be part of the Council.
3. This Council may be called by the Coordination Committee by invitation to the various administrations once a year and it is tasked to collect the opinion of the administrations on the Decidim platform in order to propose improvements or of those modifications considered appropriate.
4. The City Council will be able to attend the Coordination Committee sessions through one or more representatives, with voice but without vote.
5. By its nature, the City Council has a close partnership with the Association in order to ensure public interest, transparency and the empowerment of citizens on the Decidim platform.

## *Section ninth. The Decidim Community*

### Article 33. Nature

The Decidim community consists of all the nature persons and legal organisations, whether they are members of the Free Software Association or not, that want to contribute to the growth, improvement and dissemination of the digital platform as an infrastructure to making collective decisions democratically.

### Article 34. Metadecidim Plataform

1. The Metadecidim platform is the communication and participation space of all the Decidim community through which surveys, consultations, debates and participatory processes can be conducted, among other forms of democratic participation.
2. In managing the platform there will be two levels of user verification: the members of the Decidim Free Software Association and the Decidim community members that are not members of the Association.

## Article 35. On-site activities

1. The Association will be able to organize activities open to the whole Decidim community to report on its activity, to consult the opinion of people and organisations related to the platform about particular or general subjects and to elaborate improvement proposals about the running of the Decidim platform.
2. These activities can be of different kinds: assemblies, conferences, seminars, workshops, etc., and they can be made known through the Metadecidim platform.

# Chapter III. The members of the Association, their rights and their duties

## Article 36. Requirements to be a member

### General considerations

1. All natural and legal persons who, freely and voluntarily, have an interest in its purposes and meet the requirements mentioned in this article can be part of the Association.
2. The procedure for applying for membership, as well as the competent bodies for processing applications and validating the requirements of natural or legal persons applicants, will be detailed in the Internal Regulation.

### Requirements for natural persons

1. They must be able to act.
2. If they are minors between the ages of 14 and 18 and are not emancipated, they need the consent of parent or guardian, documented, to be members.
3. Applicant natural persons will have to comply with one of the following conditions, which they will have to specify when requesting membership:
  - a. *Participation in the Decidim Community.* To have participated or to participate actively and to contribute significantly to the Decidim Community, through some of the different activities.
  - b. *Development of the Decidim platform.* To have collaborated or to collaborate on the Decidim project by making contributions to the source code of the platform, project documentation or software translations.

### Requirements for legal persons

1. They must have agreed in the competent internal bodies to comply with and sign the Social Contract of the project.
2. Applicant legal persons (companies, cooperatives, associations, universities, etc.) will have to meet one of the following conditions, which they will have to specify when requesting membership:

- a. *Decidim instance administration.* To manage one or more active decidim instances, used by the applicant or third parties.
- b. *Contributions to the project.* To contribute or have contributed significantly to the Decidim project.

## Article 37. Rights of members

Here are the rights of members of the Association:

1. To participate as a member in all the participation spaces in the Metadecidim platform, with voice and vote. In the event of on-site assemblies, to attend with voice and vote at the meetings of the General Assembly.
2. To vote in all strategic and internal decisions that are raised on the Metadecidim platform according to the procedures laid down in the Internal Regulation.
3. To elect or to be elected to the positions of representation or to hold managerial positions.
4. To perform the representation that is given to them in each case.
5. To intervene in the government and administration, in the services and activities of the Association, in accordance with legal and statutory rules.
6. To expose, through the Metadecidim platform, to the General Assembly and the Coordination Committee, anything they consider that contributes to making the life of the Association more complete and to making the achievement of basic social objectives more effective.
7. To request and to obtain explanations about the administration and management of the Coordination Committee or the offices of the Association.
8. To be heard before disciplinary measures are taken.
9. To receive information about the activities of the Association through Metadecidim.
10. To make use of the common services that the Association establishes or has at its disposal.
11. To be part of the thematic committees and working groups.
12. To access a copy of the statutes via the Metadecidim platform.
13. To read the Association's annual financial statements via the Metadecidim platform.
14. To know what sources of funding the Association has and what conditions they have or may have.

## Article 38. Duties of members

They are the duties of the members of the Association:

1. To commit for the purposes of the Association and participate actively to achieve them.
2. To contribute to the support of the Association with the payment of quotas, evasions and other economic contributions set out in the Internal Regulation and approved in accordance with it.
3. To comply with all other obligations resulting from statutory provisions.
4. To comply with the agreements validly adopted by the governing bodies of the Association and the validly approved agreements through the Metadecidim platform or the assembly of members.

## Article 39. Cancellations

These are reasons for leaving the Association:

1. If the interested person decides to do so, she must communicate her decision in writing to the Coordination Committee via the Metadecidim platform.
2. To not meet the fixed quotas.
3. To not fulfill statutory duties.
4. Death or absence declaration, in the case of natural persons, or extinction, in the case of legal ones.

# Chapter IV. The economic regime

## Article 40. Economic resources

The economic resources of the Association are provided by:

- A. the quotas set by the General Assembly for its members
- B. public or private grants and agreements
- C. donations, patronages and micropatronages, inheritances or legacies
- D. heritage income or other income that can be obtained
- E. the own resources generated by the Association derived from its activity.

## Article 41. Quotas

1. All members of the Association have an obligation to sustain it financially, by means of quotas or evasions, in the manner and proportion determined by the General Assembly at the proposal of the Coordination Committee.
2. The General Assembly can establish admission fees, monthly periodic quotas—to be paid for months, quarters or semesters, as provided by the Coordination Committee—and extraordinary quotas.

## Article 42. Economic exercise

The financial year coincides with the calendar year and is closed on 31 December.

## Article 43. Funds availability

1. In the current accounts opened in banking establishments, the signatures of the persons holding the office of president, treasury and secretariat must be included.
2. In order to have the funds, two signatures are enough, one of which must be that of the treasury or the president.

## Chapter V. The disciplinary regime

### Article 44. Disciplinary regime

1. The Democratic Guarantee Committee is the body that can sanction violations committed by the members and the body responsible for managing conflicts that may arise.
2. Infringements and the sanctioning procedure will be laid down in the Intern Regulation of the Association. This procedure will include the prior hearing of the person concerned prior to the adoption of any disciplinary measures.
3. Conflicts will always be resolved through mediation systems.

## Chapter VI. The dissolution

### Article 45. Dissolution agreement

The Association can be dissolved if it is agreed by the General Assembly, which is expressly summoned for this purpose. In order to agree to the dissolution, it will be necessary a majority voting (affirmative votes outnumber negative) and the prior opening of a participation space on the Metadecidim platform for a minimum period of 30 natural days outside August.

### Article 46. Dissolution procedure

1. Once the dissolution has been agreed, the General Assembly must take appropriate action both as regards the destination of the goods and rights of the Association, and as regards the purpose, extinction and settlement of any pending operations.
2. The Assembly is empowered to elect a liquidation commission whenever it deems necessary.
3. The members of the Association are exempt from personal responsibility. Their responsibility is limited to fulfilling the obligations they themselves have voluntarily undertaken.
4. The net remnant resulting from the liquidation must be delivered directly to the non-profit free software entity which, in the territorial sphere of action of the Association, has highlighted more in its activity in favour of participation and democracy.
5. The clearance and enforcement functions of the agreements referred to in the previous sections of the same article are the responsibility of the Coordination Committee if the General Assembly does not confer this mission on a specially designated liquidation committee.