



## ETHICAL BUSINESS BUILDING THE FUTURE (EBBF)

### PREAMBULE

*EBBF* is an Association created on 18 December, 1992 in France and declared as an Association under French law (loi 1901) in the Official Gazette of 10 March, 1993 under its original name "European Baha'i Business Forum".

*EBBF* draws inspiration from a set of general principles that are based on Baha'i teachings. Since its creation, the activities of *EBBF* have developed extensively; and, consequently, the *EBBF* acronym for "European Baha'i Business Forum" no longer corresponds to its reality: *EBBF* is not only European, with members in more than 50 countries; members represent a variety of religions and beliefs and not just the Baha'i Faith; *EBBF* is interested in the world of work in a broad sense and not only in Business in the strict sense of private enterprise; and finally, the Forum involves a space for dialogue.

The new name under the same acronym *EBBF* means " **E**thical **B**usiness **B**uilding the **F**uture ".

"**E**" for emphasis on values and ethics;

"**B**" for the reference to the world of work and business in the sense of a regular job, an occupation or employment, as well as a commercial society or the private sector of the economy;

"**B**" for a verb and therefore an action word that covers many activities in which *EBBF* and its members are committed beyond a simple forum for an exchange of ideas;

"**F**" to highlight the positive and forward look of the future and captures the prosperous, sustainable and fair civilization that we try to build.

Accordingly, the Articles were amended by the Governing Board to reflect such changes.

### ARTICLE 1 – CONSTITUTION

A non-profit association governed by the law of 1 July, 1901 and its implementing decrees is formed between the undersigned and all those who adhere to these statutes in accordance with Article 7.

### ARTICLE 2 – NAME

The Association takes the name:

“**Ethical Business Building the Future**” and the acronym “*EBBF*”.

### ARTICLE 3 – DURATION

The duration of the Association is unlimited.

### ARTICLE 4 – HEADQUARTERS

The seat of the Association is fixed in France at Saint-Julien-en-Genevois, 74160, at the Maison des Activités de l'Arande, 24 Grande Rue. It may be transferred to any other place by simple decision of the Board.

### ARTICLE 5 – AIM

*EBBF* is a global community of individuals conscious of and passionate to explore how to contribute to a more prosperous, sustainable, and just civilization through their daily work and discourse. It does this through the support of individuals and organizations with minds open to learning.





## **ARTICLE 6 – MEANS**

To achieve the objectives mentioned in the previous article, *EBBF* commits to undertake and promote a number of activities and events at the international, national, regional and local levels appropriate to the needs of its members and other stakeholders at any time and in any place. Such activities include conferences, courses and seminars, educational events, networking events, research, publications and other activities that the Board considers appropriate to the development of the goals and objectives of the organization.

## **ARTICLE 7 – REQUIREMENTS FOR MEMBERSHIP**

1. Anyone interested in promoting the values and objectives of *EBBF* may acquire the status of "member".
2. The membership application will be determined through a transparent process, the details will be determined by the Board of Directors as necessary.
3. The new adherents become voting members with all rights on the date of payment of the fee.
4. The Governing Board may grant the status of "honorary member". Honorary members will not be required to pay contributions.
5. The amount of the annual fee will be fixed by the Governing Board and may be amended at any time. A reduction will be given to students and to persons who so request, subject to the approval of the Governing Board. The Governing Board may decide to create different membership categories.

## **ARTICLE 8 – EXPULSION**

Membership is lost:

6. by resignation in writing to the Governing Board,
7. by decision of the Governing Board.

## **ARTICLE 9 – ADMINISTRATION**

8. The Association is administered by a Governing Board composed of at least five members, elected by secret ballot by all members of EBBF at the Annual General Assembly. Only members are eligible for the Governing Board. The term of office of members of the Board is one year, renewable. Duties of a Board member are gratuitous. The number of members of the Board may be amended by decision of the Governing Board.
9. The elections at the General Assembly are held in a democratic process that allows each member to vote and to be eligible for election. There are no appointments, solicitation, or election campaigns.
10. At its first meeting after the election, the Governing Board may determine if it will co-opt one or more members, provided that such co-option is not more than one third of the elected members. Co-opted members may be invited to a consultation with the Governing Board but do not have voting rights and cannot be considered for a quorum.
11. The Governing Board chooses amongst its members, by secret ballot: a president, a secretary general, a treasurer and such other functions as it deems appropriate for the proper functioning of the Association.



12. The Governing Board may appoint and terminate the appointment of the Director General who manages the Association.
13. The Governing Board may authorize the President or any other person to enter into any legal act or take legal action on behalf of the Association.
14. The Governing Board may delegate certain tasks to bodies that are to be created.
15. An emergency committee has been created consisting of the president, secretary general, and the treasurer. Any decision taken by the Emergency Committee must be approved by the entire Governing Board and enscribed in writing in the minutes as an emergency decision taken between regular meetings.
16. If necessary and feasible, the president or secretary general or any other member of the Board can initiate a conference call or email consultation to make decisions between regular meetings. Such meetings having a quorum must be considered in the same way as the face to face meetings and require the same number of votes for the decision by simple majority of the members present.

#### **ARTICLE 10 – EXPERTISE**

17. Over time, *EBBF* has developed an "*EBBF* approach", according to which its structures are not fixed and can change, grow and adapt to changing needs. This allows the Association to remain faithful to the basic principles on which it is based, but at the same time to be open and flexible to changing circumstances.
18. The Governing Board will carry out its mission exclusively regarding the life of the Association, according to the following general principles:
  - 18.1. The Governing Board is elected annually and democratically from its members, who hold it responsible for the good governance of *EBBF*.
  - 18.2. It is thus given the supreme responsibility of all *EBBF* activities and its finances on behalf of *EBBF* members.
  - 18.3. The Governing Board functions in a spirit of ongoing learning.
  - 18.4. It takes its decisions in a consultation process based on the Bahá'í teachings.
19. The role of the Governing Board is:
  - 19.1. to administer the affairs of *EBBF* accurately, responsibly and impartially,
  - 19.2. to fulfill its financial responsibilities faithfully and to the benefit of *EBBF* and society in general, to safeguard its funds, endowments and other property entrusted to it's care,
  - 19.3. to initiate, direct and coordinate the affairs and activities of *EBBF*, of which some aspects may be delegated to *EBBF* bodies to be created to this end,
  - 19.4. to attend to and to promote the general interest of *EBBF* and its members as well as the common good,
  - 19.5. to create new structures both at the international, regional, or local level and register them legally in the most suitable form to the needs of *EBBF*,
  - 19.6. to prepare the agenda of the Annual General Assembly and examine the activity report presented by the Director General and the financial report approved by the Treasurer.



20. To this end, the Governing Board:
  - 20.1. strives to earn the trust and affection of those it has the privilege to serve,
  - 20.2. constantly collects the views and reflections of *EBBF* members to take them into account in its decision making,
  - 20.3. strives to be detached from any sense of arrogance, secrecy, bias, adequacy, authoritarianism, egocentricity and prejudice,
  - 20.4. works in collaboration with its members and all those who support its work and goals,
  - 20.5. encourages the discussion, welcomes the advice, listens and takes action if there are complaints and encourages interdependence and partnership, understanding and mutual trust with all members.
21. In its supporting role as a learning organization, *EBBF*'s Governing Board strives:
  - 21.1. to establish and promote a continuous model of action, reflection, consultation and study,
  - 21.2. to regularly revisit its vision and strategies and to reshape them as needed,
  - 21.3. to develop its own capacity building in all activities implemented within *EBBF*,
  - 21.4. to identify and analyze emerging activity models and ensure their consistency,
  - 21.5. to disseminate the knowledge thus produced,
  - 21.6. to develop and strengthen structures for this purpose, and
  - 21.7. to provide leadership in the learning process at all levels in the organization.

#### **ARTICLE 11 – DELIBERATION**

The Governing Board shall be convened by the Director General, at the request of the President or the Secretary General or three of its members or according to an agenda voted by him.

The presence of a simple majority of its members is necessary for the Governing Board to deliberate validly. Decisions are taken by majority vote of the members present, unless otherwise provided in its statutes or internal regulations.

#### **ARTICLE 12 – ANNUAL GENERAL ASSEMBLY**

The Annual General Assembly is composed of all "members" as defined in Article 7 of these Statutes. It meets once a year and elects the members of the Governing Board.

The date, venue, and agenda of the General Assembly are decided by the Governing Board.

All members of the Association are invited by written notice sent at least one month in advance. Voting is possible by mail, electronically, or by any other means determined by the Governing Board.

#### **ARTICLE 13 – RULES OF PROCEDURE**

To conduct business for which it is responsible, the Governing Board may adopt any additional laws, or interior procedural rules or regulations necessary to delineate and operationalise its own role and those of the various local elements of the Association.



## **ARTICLE 14 - RESOURCES**

The resources of the Association consist of:

- membership fees. The amount of the fee is set annually by the Governing Board;
- subsidies, grants, and bequests;
- interests and royalties of goods and values it may possess;
- the sale of articles, courses/seminars or publications, as well as the provision of services and advice against remuneration;
- any other resources, which are not contrary to the laws in force.

## **ARTICLE 15 - ACCOUNTING AND EXTERNAL CONTROLS**

Daily accounts of income and expenditure are kept for the recording of all financial transactions. This accounting will comply with legal provisions.

## **ARTICLE 16 –LIABILITY**

No member of the Association is personally responsible for the commitments of the Association. Only the assets of the Association respond to such commitments.

## **ARTICLE 17 – DISSOLUTION - AMENDMENA**

22. The Association may be dissolved at the request of the Governing Board or the absolute majority of "members" of the Association at an Extraordinary General Assembly convened for this purpose.
23. The Extraordinary General Assembly is convened by the President and the Secretary General; or failing that, by the Emergency Committee.
24. In the case that the Universal House of Justice was to request the dissolution of the Association, the Governing Board would do what is necessary according to the above terms.
25. These Statutes may be amended by majority vote of the Governing Board at any meeting duly called for that purpose, provided that a copy of the amendment or amendments are sent by the Director-General to each member of the Governing Board, at least fifteen days before the date set for the meeting.

## **ARTICLE 18 – INTERPRETATION OF THE STATUTES**

The English version of these Statutes can be attached to the French version filed at the competent authorities. However, in interpreting the terms of the present Statutes, only the French version should be considered, to the exclusion of all others.

## **ARTICLE 19 – FORMALITIES**

Full powers are given to the bearer hereof in order to perform the formalities of declaration and publication prescribed by law.

## **ARTICLE 20 – ARBITRATION**

Any controversy or claim between the Association and one of its members shall be settled by arbitration under the Rules of Arbitration in Paris.



Done in three (3) originals, one original for the Association and two for legal deposit.

In Saint-Julien-en-Genevois, on 21<sup>st</sup> of October 2015

The Governing Board