

Constitution of Pass NetZero

Preamble

Pass NetZero ("the Organization") is established as a non-profit association under the French law of 1901, dedicated to conducting research and implementing solutions addressing climate change and environmental issues, with an initial focus on developing cost-efficient carbon capture methods. This constitution sets forth the principles, structure, and governance of the Organization.

Article 1: Name and Legal Status

1.1 Name

The Organization shall be known as "Pass NetZero" (alternatively "PassNetZero" or "Pass Net Zero"). The acronym "PNZ" may also be used to refer to the Organization.

1.2 Legal Framework

a) The Organization is established and registered as a non-profit association governed by the French Law of 1 July 1901 and the Decree of 16 August 1901.

b) According to the law, the association shall maintain:

- A register of members categorized by membership type (Article 6)
- Minutes of all General Assembly meetings and Board meetings (Article 7.2)
- Annual activity reports (Article 15.1)
- Annual financial statements (Article 8.2)

c) These documents shall be available for inspection by members and relevant authorities as required by law.

d) Duration: The Organization is established for an unlimited duration

e) Languages:

All organizational documents and communications shall be in English, as English serves as the Organization's primary working language. Only documents specifically required by French law will be maintained in both French and English. These documents for the French authorities and regulatory compliance must be filed in French.

In case of any divergence in interpretation between the English and French versions of the statutes, the English version shall prevail.

Additional translations may be prepared when required for operations in specific regions.

1.3 Location

- a) The headquarters is located at 10 impasse des hauts soleils, 77580, Crecy-la-Chappelle, FRANCE
- b) The Organization is subject to the laws and jurisdiction of France, specifically the region of Île-de-France, in accordance with its headquarters location.
- c) Any legal disputes or proceedings shall be conducted within the French legal system, unless otherwise stipulated by international law or specific agreements.

Article 2: Scope and Evolution

2.1 Current Constitutional Scope

- a) This constitution primarily governs:
 - Research Phase 1: Literature review and knowledge acquisition
 - Research Phase 2: Testing and validation
 - Phase 3: Pilot implementation

(Development phases are detailed in Article 11.2)

- b) The document:
 - Provides foundational structure for current operations
 - Sets framework for expansion
 - Maintains flexibility for organizational evolution

2.2 Constitutional Evolution

- a) A comprehensive review of this document will be conducted within two years of adoption to:
 - Detail implementation phases for commercial scaling (Phase 4)
 - Refine structure based on research outcomes
 - Adapt to operational experience
 - Address scaling requirements

(Evolution process detailed in Article 16 Amendment Process)

Article 3: Mission and Objectives

3.1 Primary Mission

To advance environmental sustainability through research, development, and implementation of climate change solutions, with particular emphasis on carbon capture and sequestration

3.2 Specific Objectives

- a) Research and Development

i) Carbon Capture, Utilisation and Storage (CCUS):

- Aquatic plant potential - Evaluate species for carbon sequestration
- Marine Carbon Enhancement - Study carbon capture processes in macroalgae systems
- Soil enhancement - Process aquatic biomass for soil carbon improvement
- Bio-based materials - Convert captured carbon into construction materials, bioplastics, etc...
- Value creation - Develop sustainable local supply chains
- Biodiversity management - Enhance ecosystem carbon efficiency

ii) Environmental Monitoring and Assessment:

- Mapping - Develop a cartography of regional pollution and GHG emission sources and impacts
- Environmental monitoring - Combine biological and technical systems for ecosystem assessment
- Predictive modeling - Forecast emission patterns and implement preventive protocols
- Bio-indicators - Monitor ecosystem health through native species
- Service valuation - Quantify ecosystem benefits and their cascading effects across systems
- Impact assessment - Quantify environmental benefits and synergies

iii) Waste Management and Valorisation:

- Feed production - Develop local animal feed solutions
- Water treatment - Implement phytoremediation for wastewater
- Resource recovery - Transform waste into valuable products
- Landfill management - Develop sustainable approaches including leachate control
- Local solutions - Design resource-efficient systems for low-resource settings
- Pollution control - Remove heavy metals and other contaminants
- Nutrient recovery - Transfer excess nutrients to beneficial applications, including controlled aquatic fertilization

iv) Climate Change and Variability Mitigation Technologies:

- Emission control - Mitigate greenhouse gases emission from wetland and terrestrial systems
- Solar radiation management - Study light-reflective properties of natural materials
- Natural thermal regulation - Utilize plants' cooling and thermal buffering properties
- Nutrient balance - Optimize nutrient ratios in water bodies to prevent GHG emissions
- Algae management - Reduce ecosystem emissions and health impacts from algal blooms
- Water quality - Maintain chemical and physical parameters (pH, dissolved oxygen, etc...)
- Water flow regulation - Regulate river flows using agroforestry solutions
- Grid-vegetation integration - Optimize electrical infrastructure management
- Evaporation management - Retain water within ecosystem limits
- Coastal protection - Strengthen natural coastal defense systems
- Buffer zone development - Establish protective areas using vegetation
- Climate adaptation - Develop strategies for drought, flood, and fire prevention
- Public health - Control disease vectors in wetland environments

Note: This research scope is provided only as a guideline, to present a detailed overview of potential research topics. That scope may be altered without constitutional update. Research agreements signed with partners will define the final scope more precisely.

b) Implementation

i) Community Focus:

- Appropriate technology - Deploy low-tech solutions leveraging regional economic advantages
- Local employment - Create sustainable job opportunities
- Traditional practices - Integrate local ecological knowledge
- Community ownership - Foster local project leadership

ii) Market Development:

- Carbon credits - Create verifiable mechanisms
- Project validation - Implement robust verification protocols
- Benefit sharing - Ensure equitable distribution of revenues
- Value chain development - Build sustainable local supply networks

c) Knowledge Transfer

i) Research Support:

- Graduate scholarships - Fund environmental research projects
- Research partnerships - Facilitate academic collaboration
- Scientific publication - Share findings in peer-reviewed journals
- Open access - Make research findings widely available

ii) Skills Development:

- Technical training - Build project implementation expertise
- Practical workshops - Develop operational capabilities
- Professional networks - Connect environmental practitioners
- Mentorship programs - Support career advancement

iii) Community Education:

- Public education - Develop community training programs
- Knowledge sharing - Create accessible learning platforms
- Local knowledge - Document and apply regional practices
- Environmental awareness - Engage communities in conservation

Article 4: Geographical Scope

4.1 Research Activities

a) Research activities will be conducted globally, with an initial focus on Africa, particularly the Southern African region.

4.2 Project Implementation

a) Implementation of projects will initially concentrate on developing nations in Africa, especially in the intertropical region. Countries such as Namibia, Botswana, and Malawi may be among the first areas of focus.

b) The Organization may expand its operations to other regions in Africa and beyond as determined by the leadership and guided by research outcomes and partnership opportunities.

c) While project implementation will focus on specific regions, the Organization will strive to develop solutions that can be adapted and applied globally.

4.3 Local Structure

a) The Organization recognizes that establishing local non-profit organizations may be necessary to:

- Ensure compliance with local regulations
- Access regional funding opportunities
- Enhance project implementation effectiveness
- Strengthen local community engagement

Article 5: Organizational Structure

5.1 Leadership Structure

The Organization's leadership comprises the Executive Bureau and the Advisory Board, whose members are designated as Core Members as defined in Article 6. Together, they provide strategic direction and operational management of the Organization.

5.2 Executive Bureau

The Executive Bureau serves as the primary administrative body of the Organization, consisting of the following positions:

a) President:

- Primary executive authority
- 4 years terms
- Strategic direction oversight
- Final operational decision-making authority
- Budget management and oversight
- Team leadership and management

b) Treasurer:

- Financial oversight
- Budget management
- Expenditure approval
- When absent or position vacant, duties assumed by:
 - President for financial oversight and major decisions
 - Secretary and Secretary Assistant for basic financial administrative tasks
 - Any temporary arrangement must be documented and reported to Core Members

b) Secretary:

- Administrative management

- Record keeping
- Report compilation
- When absent or position vacant, duties assumed by:
 - Secretary Assistant as primary backup for administrative tasks
 - If both Secretary and Secretary Assistant positions are vacant, the President shall designate a Core Member for temporary administrative duties
 - Critical administrative functions must be maintained and documented

c) Secretary Assistant:

- Support to Secretary
- Administrative tasks
- Document management
- Primary backup for Secretary duties
- When position vacant, duties will be distributed among existing administrative staff or Core Members as designated by the President

5.3 Advisory Board

a) Composition:

- 3-5 members with relevant expertise
- 4 years terms
- Terms staggered with one or two members renewed each year
- Appointed by the President with Core Members' approval

b) Responsibilities:

- Strategic guidance and recommendations
- Expert advice on key decisions
- Support in partner relationships
- Advisory and oversight role with:
 - Strategic guidance authority
 - Veto power on specific decisions (Article 7.1.b)
 - No direct operational authority

5.4 Project Teams

a) Research Teams:

- Formed through research agreements and/or memoranda of understanding
- Academic supervisors and students
- Implementation per agreement terms
- 6-week progress reports
- Virtual meeting attendance

b) Communication Team:

- Lead by the Secretary and Secretary Assistant
- Documentation management
- Website & Social media management

- 6-week progress reports
- Stakeholder communications
- Meeting coordination

c) Additional Teams:

- Formed as needed for specific initiatives
- Clear objectives and timelines
- Regular reporting to the President
- Resource allocation specified
- MEL framework integration

Article 6: Membership

6.1 Categories

a) Core Members:

- President
- Secretary and Secretary Assistant
- Treasurer
- Advisory Board Members
- Qualifying Partners (per 6.2)

b) Associate Members:

- Scholarship recipients
- Supervising professors
- Communication team members
- Project team members

c) Honorary Members:

- Distinguished contributors to the Organization's mission
- Advisory and ambassadorial role
- Nomination by the President or Core Member

6.2 Partner Core Membership

a) Eligibility:

- Active partners (Article 12)
- Funding organizations
- Strategic resource providers

b) Qualification Paths:

i) Partnership-based:

- Minimum 2 years active partnership
- Demonstrated strategic value

- Significant project implementation role

ii) Resource-based:

- Financial contribution: 5% or more of previous year's operational budget
- Or equivalent strategic resource contribution
- Minimum 3-year commitment

c) General Requirements:

- Demonstrated environmental/scientific commitment
- Active participation in organizational development
- Alignment with mission and values
- One Core Member position per entity

d) Representation and Governance:

- Maximum 1/3 of Core Members positions for Partner
- Waiting list system when cap reached
- No new applications accepted if cap exceeded; Existing members maintain status
- Positions not transferable through mergers/acquisitions
- Annual review of contributions and alignment
- 3-month observation period for new members
- Recusal from decisions affecting own interests
- Members under investigation retain rights unless suspended

6.3 Membership Terms and Termination

a) Membership Terms:

i) Core Members:

- President: 4-year term, renewable
- Advisory Board: 4-year terms, renewable
- Partner Core Members: Reviewed annually
- Other Core Members: Duration of their official role

Note: governance structure, including potential term limits, will be reviewed as part of the planned two-year constitutional review

ii) Associate Members:

- Duration of their project involvement or employment
- Annual review and renewal
- Term extensions based on project needs

iii) Honorary Members:

- Lifetime appointment
- Status may be revoked

b) Termination Grounds:

- Policy violations
- Duty neglect
- Reputational damage
- Ethics breaches
- Mission misalignment
- Failure to meet commitments
- Conflict of interest violations
- Misuse of funds

c) Termination Process:

i) For the President:

- Requires 80% vote of Core Members
- Advisory Board consultation mandatory
- Written notice with detailed grounds
- 14-day response period before final decision

ii) For Other Core Members:

- The President initiates with Advisory Board consultation
- Written notice with stated grounds
- 7-day response period
- 2/3 Core Members vote required
- Immediate effect after vote

iii) For Associate and Honorary Members:

- President decision with Core Members consultation
- Written notice with stated grounds
- Immediate effect

6.4 Membership Management

a) Selection Process:

- Nomination or application
- Due diligence review
- 2/3 approval from existing Core Members
- Documentation of qualifications

b) Review and Monitoring:

- Annual performance assessment
- Regular mission alignment checks
- Contribution tracking
- Partners representation cap compliance

c) Rights and Responsibilities

i) Core Members:

- Strategic decision-making participation
- Voting rights (subject to recusal rules)
- Resource allocation input
- Organizational representation

ii) Associate Members:

- Project participation
- Resource access
- Regular reporting
- Knowledge sharing

iii) Honorary Members:

- Advisory capacity
- Special event participation
- Brand ambassadorship
- Network access

d) Exceptional Member Advancement:

- Members demonstrating exceptional contributions may be nominated for advancement by the President or Core Members.
- Advancement is evaluated based on service duration, mission impact, value alignment, and organizational contribution.

6.5 Documentation and Records

a) Membership Register:

- Detailed member information
- Category classification
- Term tracking
- Contribution records

b) Performance Records:

- Annual reviews
- Contribution assessments
- Participation metrics
- Compliance documentation

c) Administrative Procedures:

- Membership processing
- Review scheduling
- Communication protocols
- Record maintenance

Article 7: Governance and Decision-Making

7.1 Decision Authority

a) Constitutional Decisions:

Decisions requiring amendments to this constitution. Includes changes to organizational purpose, structure, or governance

Decision Process:

- Requires 80% approval by Core Members
- Advisory Board consultation mandatory
- Applicable areas:
 - Amendments to any article of the constitution (Article 16)
 - Dissolution of the organization (Article 17)
 - Merger with another organization
 - Significant changes to membership categories or rights

b) Strategic Decisions:

Decisions with significant, long-term impact on the organization, Including:

- Approval of annual budget and financial plans
- Adoption of multi-year strategic plans
- Significant partnership or funding commitments
- Approval of new programs or initiatives outside current scope

Decision Process:

- The President holds primary authority
- Oversight mechanisms triggered when decisions:
 - Contradict organizational mission
 - Violate ethical commitments (Article 13)
 - Deviate significantly from approved strategic plans
 - Create substantial risk exposure
 - Materially impact organizational structure or operations
 - Exceed approved budget by more than 10%

Oversight Mechanisms:

- Advisory Board:
 - Mandatory consultation
 - Unanimous veto power on oversight trigger items
- Core Members:
 - Mandatory notification
 - 2/3 vote override power on oversight trigger items
- Decisions not meeting oversight criteria remain at the discretion of the President

c) Operational Decisions:

Day-to-day decisions necessary for running the organization, including:

- Project management and implementation
- Hiring and personnel management within approved structure
- Procurement and contracts within approved budget
- Allocation of resources within approved programs and initiatives

Decision Process:

- The President has authority to make operational decisions
- Must align with approved strategic plans, policies, and budgets
- Regular reporting to Core Members on significant operational matters
- Advisory Board consulted on operational decisions with potential strategic implications

d) Emergency Decisions:

Decisions required in unforeseen, time-sensitive situations, Including:

- Immediate response to crisis or disaster
- Urgent legal or financial matters requiring prompt action

Decision Process:

- The President has authority to make emergency decisions
- Immediate notification to Core Members required
- Decision and rationale must be documented and reported
- Retrospective review by Core Members to validate decision and extract lessons learned
- Must align with mission and policies

7.2 Meeting Structure

a) General Assembly Meetings

i) Ordinary General Assembly:

- Annual meeting within 6 months of fiscal year end
- Open for all member categories attendance
- Mandatory for Core members
- Key components:
 - Annual review presentation
 - Financial statement approval
 - Budget approval
 - Strategic planning
 - Election of officials when applicable

ii) Extraordinary General Assembly:

- Required for constitutional changes, dissolution, major structural changes

iii) Common Provisions:

- 14-day written notice with agenda required

- Proxy voting allowed (max 2 proxies per member)
- Virtual attendance permitted
- Minutes recorded and archived

b) Regular Operational Meetings:

- Minimum frequency every six weeks
- Required elements:
 - Documented agenda
 - Written minutes
 - Progress updates
 - Action items
- Advisory Board participation by invitation

7.3 Leadership Transition

a) Emergency Leadership:

i) President Vacancy:

- Interim President among Core Members designated by the Advisory Board
- Core Members must initiate succession process within 30 days

b) President Succession Process:

- Advisory Board nominates candidates
- Core Members approve by 2/3 majority
- Interim provisions:
 - Multiple nominations if needed
 - Acting President from Core Members
 - Transition planning required

c) Leadership Continuity:

- Clear delegation of authority
- Knowledge transfer requirements
- Transition documentation

7.4 Voting Procedures

a) Quorum Requirements:

- General Assembly: 2/3 of Core Members
- Advisory Board: 2/3 of members
- Emergency decisions: 1/3 of Core Members

b) Voting Rights Distribution:

- Each Core Member: One vote
- President: Casting vote in case of tie

c) Remote Participation:

- Virtual attendance via video conferencing
- Remote participants counted for quorum

d) Proxy voting:

- Proxy vote counted for quorum
- Encouraged in case of inability to participate to a General Assembly

e) General Assembly Participation:

- Core Members: Full voting rights
- Associate Members: Attendance and voice rights
- Honorary Members: Attendance and advisory rights

f) Vote Recording:

- All votes documented in meeting minutes
- Voting records maintained for 5 years

7.5 Dispute Resolution

a) Internal Disputes:

i) First Level:

- Direct negotiation between parties
- Mediation by Advisory Board
- Written documentation of process

ii) Second Level:

- Formation of Resolution Committee:
 - 1 Advisory Board member
 - 1 neutral Core Member
 - 1 external mediator
- Committee decision binding unless appealed

iii) Final Level:

- External arbitration
- French courts as last resort

b) Leadership Disputes:

i) President-Core Member Conflicts:

- Advisory Board mediation required
- Independent assessment if needed
- Binding resolution process

Article 8: Financial Management

8.1 General Principles

a) Funds Categories:

- Operating Funds: Annual expenditure for current activities
- Emergency Reserve: For critical unexpected needs (5% of operating funds)
- Strategic Reserve: For future phases and expansion (held separately)
- Research Provisions: Multi-year research commitments (held separately)

Note: "Budget" refers to planned expenditure, while "Funds" refers to actual money held.

b) Funding Sources:

- Grants
- Research partnerships
- Carbon credit sales
- Public donations
- Sponsorship / Mécénat
- Other aligned funding sources

c) Financial Strategy:

- Fund preservation priority
- Reserve building focus
- Investment considerations after achieving target reserves
- Performance monitoring (Article 14)

d) Compliance Requirements:

- French non-profit association regulations
- Local operating country regulations
- Ethical funding guidelines
- Conflict of Interest Policy (Article 9)

e) Currency Management:

- Euro serves as the administrative reference currency
- Donations accepted in any convertible currency
- Currency arrangements specified in relevant contracts
- Financial reports shall include information on significant currency exposures and the impact of exchange rate fluctuations on the Organization's financial position.

8.2 Financial Controls

a) Expenditure Authority:

The Executive Bureau, through its members, exercises financial control as follows:

- Up to 2% of annual budget: President

- 2-10%: President and Treasurer jointly
- Above 10%: Advisory Board consultation

b) Financial Oversight:

- Reporting (Article 15.1)
- When annual donations reach or exceed 153,000 euros:
 - Mandatory external audit by a certified auditor (commissaire aux comptes)
 - Publication of annual financial statements in the Journal Officiel des Associations et Fondations d'Entreprises (JOAFE)
- When annual commercial revenue threshold exceeds 76,679 euros, the Organization must submit corporate-style financial declarations, including:
 - Notification to the competent tax office
 - Complete balance sheet
 - Detailed statement of revenue and expenses
 - All other declarations required of commercial enterprises
- MEL framework integration

c) Budget Reality Checks:

- Annual review of budget allocations
- Comparison with similar organizations
- Adjustment for growth stage
- Documentation of exceptions
- Justification of temporary overages

8.3 Budget Structure

a) Research Phase 1-2:

- Research and implementation: Minimum 75%
- Administrative and operational: Maximum 20%
- Emergency reserve: 5%

b) Phase 3:

- Research and implementation: Minimum 80%
- Administrative and operational: Maximum 15%
- Emergency reserve: 5%

c) Fundraising Commissions:

- 2% fundraising commission
- 2% management commission
- Included within administrative cap
- For Core members and non members only, in accordance to the french law

d) Allocation & Commission Review:

- Realistic Maximum/Minimum Percentages for the budget allocation are estimated considering a budget of 100,000 euros for 2025.

- Actual percentages may differ, in particular in the case of a budget of only 40,000 euros (very unfavorable scenario), the real allocation for administrative and operational expenses might get as high as 28%
- Annual review of percentages can be done without constitutional update
- Compensation for each member, including commissions, must not exceed 3/4 of the French minimum wage (currently 16,215 euros per year), with the exception of the right to recover contributions
- Adjustment based on:
 - Organizational growth
 - Phase requirements
 - New partnership commitments
- President and Treasurer approval

8.4 Risk and Reserve Management

a) Insurance Coverage:

- Basic liability insurance (Research phases)
- Core Member and officer protection
- International operations coverage where required
- Annual coverage review

b) Liability:

- Core Members not personally liable for organizational obligations
- Indemnification provided for actions in good faith
- Exception: gross negligence or willful misconduct

c) Reserve Development:

- Research Phases (1-2): 6-month minimum reserve
- Pilot Phase (3): 1-year target reserve
- Scaling Phase (4): 2-3 year target reserve
- Project-specific contingencies

Note: Reserve targets may be modified without constitutional update based on financial circumstances and organizational needs. In the case of a very favorable fundraising during research phases (annual donations exceeding 153,000 euros), reserve targets will be progressively increased.

8.5 Emergency Procedures

a) Emergency Conditions:

- Significant unplanned expenses
- Major funding disruptions
- Force majeure events
- Immediate risk situations

b) Response Protocol:

- Emergency reserve access

- Expenditure reduction plan
- Stakeholder communication
- Reserve Replenishment planning

Article 9: Conflict of Interest

9.1 Principles

a) Definition:

- Personal, professional, or financial interests affecting objectivity
- Includes actual, potential, or perceived conflicts
- Must be assessed in context of Organization's mission

b) Required Actions:

- Written disclosure to the President or Advisory Board
- Quarterly updates or when new conflicts arise
- Proactive identification of potential conflicts
- Complete transparency in decision-making

9.2 Management Process

a) Review and Response:

- President or Advisory Board assessment
- Determination of appropriate action
- Documentation of decisions
- Regular monitoring of outcomes

b) Mitigation Measures:

- Recusal from related decisions
- Alternative decision-making paths
- Documented management plans
- Regular compliance review

Article 10: Research and Knowledge Management

10.1 Research Framework and Open Access Commitment

Pass NetZero recognizes research and knowledge sharing as essential tools for addressing climate change. While specific intellectual property arrangements will be determined through individual research agreements and/or memoranda of understanding, the organization maintains a strong preference for open access to maximize environmental impact. Pass NetZero will actively seek and prioritize partnership arrangements that allow broad sharing of research findings and implementation knowledge.

10.2 Research Standards

All research conducted under Pass NetZero projects must demonstrate:

- Scientific rigor and methodology
- Environmental consideration
- Ethics compliance
- Community impact assessment
- Integration with MEL framework
- Alignment with environmental goals
- Compliance with partner institutions' research policies and guidelines

10.3 Knowledge Management

Research findings and technical knowledge will be managed to maximize environmental benefit while respecting partnership agreements:

- Default preference for open access sharing
- Clear documentation of any sharing restrictions
- Active pursuit of arrangements that permit broad implementation
- Recognition of partner contributions
- Focus on practical application and scalability
- Commitment to environmental impact over commercial interests

10.4 Data Management

Research data will be managed according to:

- Security and confidentiality requirements
- Access control protocols
- Data protection regulations
- Partnership agreement terms
- Environmental benefit considerations

Note: Data management protocols and systems may be modified without constitutional update to maintain security and efficiency.

Article 11: Scaling and Commercialization

11.1 Strategic Framework

a) Mission Alignment:

- Prioritize rapid and effective scaling of carbon capture solutions
- Focus on maximum environmental impact and carbon capture efficiency
- Maintain for the organization research and knowledge development as core activities
- Balance environmental standards with scaling effectiveness

b) Knowledge Strategy:

- Open access research
- Technology transfer protocols
- Implementation guidelines
- Partner support frameworks

11.2 Development Process

a) Research Strategy

The Organization adopts a comprehensive research strategy that spans marine, brackish, and freshwater environments. This approach allows for thorough investigation of potential solutions across all aquatic ecosystems before narrowing focus for specific implementations. By maintaining this broad scope during initial research phases, the Organization can:

- Identify optimal solutions without being constrained by environmental type
- Discover potential synergies between different aquatic environments
- Address environmental challenges that cross ecosystem boundaries
- Make informed decisions about pilot implementations based on comprehensive data

As research progresses through successive phases, the scope will be systematically refined based on quantitative results, practical feasibility, and alignment with regional needs.

b) Research Phase 1 (Literature Review):

- Comprehensive research analysis
- Knowledge acquisition
- Development of:
 - Testing specifications
 - Research partnerships
 - Implementation protocols

Phase 1 Completion:

- Based on individual research agreements
- Research agreement deliverables validated
- Triggers provisioned fund transfers

Note: Literature review continues throughout all phases

c) Research Phase 2 (Testing):

- Solution validation
- Key activities:
 - Performance assessment
 - Methodology refinement
 - Feasibility studies
 - Economic analysis

Phase 2 Completion:

- Research agreement milestones met
- Academic requirements fulfilled
- Feasibility assessment completed
- Phase 3 resources identified

Note: If feasibility not established Research phase extension may be required

d) Phase 3 (Pilot Implementation):

- Controlled deployment
- Focus areas:
 - Process optimization
 - Performance validation
 - Cost structure refinement
 - Market testing
- Evaluated per MEL framework (Article 14)

Phase 3 Completion:

- Pilot success metrics achieved
- Market validation completed
- Partner network established
- Scaling resources secured

Note: Phase Adaptation could be needed depending on available resources

e) Phase 4 (Commercial Scaling):

- Full-scale implementation
- Market expansion
- Technology transfer
- Partner network development

Note: Detailed framework to be developed based on pilot outcomes

11.3 Scaling Implementation Pathways

a) Direct Implementation (Non-profit):

- Focused on research and pilot projects
- Applicable for:
 - Strategic locations
 - Unique circumstances
 - Areas lacking suitable partners
- Maintains direct organizational control

b) For-Profit Structure:

- Separate legal entity with the Organization participation
- Guaranteed Board representation for the Organization
- Share allocation:
 - Core members equity participation
 - Strategic partner shares
 - Investment options for members
- Commercial operations focus
- Profit sharing with the Organization

c) Partner-Based Implementation:

- Enables rapid geographical expansion
- Framework includes:
 - Technology transfer protocols
 - Local expertise integration
 - Support mechanisms
 - Knowledge sharing systems

11.4 Implementation Strategy

a) Knowledge Transfer:

- Technology licensing terms
- Implementation protocols
- Quality standards
- Support requirements

b) Commercial Governance:

- The Organization Board representation
- Strategic alignment requirements
- Performance monitoring
- Environmental compliance
- Resource allocation oversight

c) Market Development:

- Regional prioritization
- Partner selection criteria
- Implementation models
- Growth strategies
- Resource optimization

Article 12: Partnerships and Collaboration

12.1 Partnership Categories

a) Research Partnerships:

- Academic institutions
- Research organizations
- Knowledge sharing networks
- Technical collaborators
- Focus: Knowledge creation and validation

b) Implementation Partnerships:

- Local operators
- Technology providers
- Service providers
- Industry partners

- Focus: Project execution and scaling

c) Strategic Alliances:

- Government entities
- Conservation organizations
- Development agencies
- Community organizations
- Focus: Long-term strategic collaboration

d) Funding Partnerships:

- Foundations
- Corporate sponsors
- High-net-worth individuals
- Institutional funders
- Focus: Resource provision and sustainability

12.2 Partnership Development

a) Initial Assessment:

- Alignment with organizational mission
- Resource complementarity
- Capacity evaluation
- Basic risk assessment

b) Engagement Framework:

- Clear role definition
- Resource commitments
- Basic performance standards
- Knowledge sharing approach

12.3 Agreement Structure

a) Core Components:

- Scope and objectives
- Rights and responsibilities
- Term conditions
- Basic compliance requirements
- Exit provisions
- Applicable law and jurisdiction
- Data protection requirements

b) Special Considerations:

- Intellectual property rights
- Data sharing protocols
- Environmental standards

- Community impact
- Local regulatory compliance

12.4 Review Process

- Annual partnership evaluation
- Performance assessment
- Strategic alignment check
- MEL framework integration (Article 14)
- Path to Core Membership consideration (Article 6.2)

Note: Additional partnership protocols and detailed frameworks, including evaluation criteria and engagement procedures, will be developed and adjusted based on operational experience and organizational growth, without requiring constitutional updates.

Article 13: Ecological and Ethical Commitments

13.1 Local Community and Cultural Integration

a) Community and Stakeholder Engagement:

- Early involvement in project planning and implementation
- Regular consultation and feedback mechanisms
- Systematic stakeholder identification process
- Impact assessment and monitoring (Article 14)
- Protection of indigenous rights and interests

b) Cultural Integration and Development:

- Respect for local customs and traditional knowledge
- Integration of local practices where appropriate
- Creation of local employment opportunities
- Skills development and capacity building
- Fair compensation practices

13.2 Environmental Standards

a) Environmental Impact:

- Minimize organizational environmental footprint
- Conduct thorough impact assessments
- Implement mitigation measures
- Monitor and report environmental performance
- Adopt sustainable operational practices

b) Ecosystem Conservation:

- Prioritize ecosystem protection and restoration
- Minimize impacts on wildlife and biodiversity
- Collaborate with environmental authorities

- Support conservation initiatives
- Integrate traditional ecological knowledge

13.3 Ethical Standards

a) Research and Implementation Ethics:

- Adhere to highest ethical standards
- Obtain necessary approvals and permits
- Respect human rights and dignity
- Ensure informed consent
- Maintain data privacy and security

b) Transparency and Accountability:

- Maintain open stakeholder communication
- Regular reporting as per MEL framework (Article 14)
- Independent ethics committee oversight
- Clear grievance mechanisms
- Public accessibility of findings

13.4 Diversity, Equity, and Inclusion (DEI)

a) Core Commitments:

- Inclusive team building
- Non-discrimination principles
- Equal opportunity practices
- Cultural sensitivity in operations

Note: A comprehensive DEI framework could be developed in later phases based on organizational growth and MEL framework findings.

Article 14: Monitoring, Evaluation, and Learning (MEL)

14.1 Purpose and Scope

a) Primary Functions:

- Guide organizational development
- Track research progress
- Assess operational effectiveness
- Support evidence-based decision-making
- Inform constitutional evolution

14.2 Framework Components

a) Research Evaluation:

- Scientific methodology assessment
- Project outcomes tracking

- Partnership effectiveness
- Knowledge acquisition metrics

b) Organizational Development:

- Operational efficiency
- Team performance and dynamics
- Cultural integration effectiveness
- Resource utilization
- Inclusive practices impact

c) Stakeholder Feedback:

- Partner satisfaction
- Community engagement
- Team member input
- External expert reviews

14.3 Implementation

a) Data Collection:

- Regular progress reviews
- Standardized reporting
- Stakeholder consultations
- Performance metrics

b) Analysis and Learning:

- Identify improvement areas
- Document lessons learned
- Adapt strategies based on findings
- Share knowledge gained

Notes: MEL framework findings will inform future organizational development, including comprehensive frameworks for specific areas like DEI. Framework components, such as Implementation timelines and specific metrics, may be adjusted without constitutional update to reflect organizational capacity and needs.

14.4 External Evaluations and Audits (Optional)

a) Purpose:

- Provide objective assessment of organizational impact and effectiveness
- Identify areas for improvement
- Validate internal MEL framework findings
- Conduct independent financial audits to ensure compliance and transparency

b) Triggers:

- Significant organizational growth or expansion
- Major strategic shifts

- Specific funder or partner requirements
- Determined by the President and Advisory Board

c) Implementation:

- Selection of qualified external evaluators and auditors
- Clear scope and terms of reference
- Integration of findings into MEL framework and financial management practices

Article 15: Communication and Public Relations

15.1 Regular Reports

The Executive Bureau, through the Secretary's office, ensures the proper processing and archiving of all organizational reports according to the following schedule:

a) Quarterly Updates:

- Financial statements
- Conflict of interest disclosure updates (when applicable)
- MEL metrics

b) Annual Reports:

- Financial statements, budgets, and audit results
- Project impact assessments
- Strategic and organizational performance review, including partnership status(es)

These reports shall be presented for review and approval at the General Assembly.

c) Operational Communications:

- 6-week project advancement reports
- Stakeholder-specific communications
- Meeting agendas, meeting minutes, and vote records
- Emergency, administrative, and/or decision-making notifications

The Secretary's office shall maintain standardized procedures for report submission, processing, and archiving in accordance with both internal requirements and external regulations.

Reporting requirements, including frequencies, formats, and content, may be adjusted without constitutional update to accommodate organizational needs and align with partner requirements and best practices.

15.2 Digital Presence

a) Website Management:

- Public information repository
- Project documentation
- Research publications

- Impact reporting
- Regular content updates

b) Social Media:

- Authorized spokespersons only
- Content guidelines adherence
- Response protocols
- Platform-specific strategies
- Community engagement

15.3 External Engagement

a) Strategic Participation:

- Policy and stakeholder engagement as aligned with organizational priorities
- Selective conference participation based on strategic value
- Resource-efficient collaboration with aligned organizations

b) Public Awareness:

- Focus on digital and cost-effective channels
- Research-focused communication
- Stakeholder education
- Impact demonstration

15.4 Crisis Communication

a) Identification:

- Recognize potential crisis situations
- Assess the severity and potential impact on the organization

b) Response Team:

- Designated team led by the President
- Includes relevant Core Members and Advisory Board members
- Responsible for gathering information and developing response strategy

c) Communication:

- Provide timely and accurate information to key stakeholders
- Provide regular updates as the situation develops
- Document the crisis and response measures taken

d) Review and Recovery:

- Evaluate the effectiveness of the crisis response
- Identify lessons learned and areas for improvement
- Update relevant policies, procedures, and communication plans as needed
- Communicate resolution and lessons learned to stakeholders

Article 16: Constitutional Amendments

16.1 Review Process

a) Primary Objectives:

- Ensure organizational effectiveness
- Adapt to operational learning
- Support scaling requirements
- Maintain mission alignment
- Integrate MEL findings

b) Review Schedule:

- Complete review of this constitution within two years
- Annual operational assessment
- Additional reviews as needed

16.2 Amendment Requirements

a) Core Procedures:

- 80% Core Members approval
- Advisory Board consultation
- 14-day notice period
- Written documentation
- Stakeholder input

b) Protection Measures:

- Mission integrity preservation
- Core values safeguarding
- Advisory Board validation
- Documented justification

16.3 Organizational Evolution

a) Key Areas:

- Governance evolution
- Local structure development
- Operational scaling
- Partnership expansion
- Resource optimization
- International protocols

b) Implementation:

- Evidence-based approach
- Phased introduction
- MEL framework guidance

- Stakeholder engagement
- Clear success metrics

Article 17: Dissolution

17.1 Dissolution Process

a) Initiation:

- 80% Core Member vote required
- Extraordinary General Assembly called
- Independent assessment conducted

b) Procedure:

i) Asset Inventory:

- Complete asset listing
- Independent valuation
- Liability assessment
- IP documentation
- Ongoing project evaluation

ii) Settlement Priority:

- Employee obligations
- Tax liabilities
- Research commitments
- Other debts
- Remaining assets distribution

iii) Ongoing Projects:

- Transfer to suitable organizations
- Completion arrangements secured
- Partner notifications
- Knowledge transfer ensured

c) Implementation:

i) Legal Requirements:

- French law compliance
- Tax obligations
- Employee obligations
- Partner notifications

ii) Documentation:

- Dissolution deed
- Transfer agreements

- Final reports
- Archive preservation

Article 18: Certification

This constitution of Pass NetZero was adopted on January 15, 2025, by vote of the Core Members during the General Constitutional Assembly held virtually.

Undersigned Core Members:

Claude Martinet (President) _____

Dr. Dikabo Mogopodi (Advisory Board Member) _____

Dr. Gert Van der Merwe (Advisory Board Member) _____

Prof. Habauka Majority Kwaambwa (Advisory Board Member) _____

Prof. Michael Murray-Hudson (Advisory Board Member) _____

Lucy Zhao (Secretary) _____

Ronald Onyang (Secretary Assistant) _____

The attendance of Associate, Honorary Members and guests present at this General Constitutional Assembly is documented in a separate attendance sheet, which forms an integral part of the constitution's adoption records.