



ENERGYCITIES

HOLACRATIC CONSTITUTION

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INTRODUCTION

ARTICLE 1

The Holacratic Constitution applies to everyone at Energy Cities. Every member of the organisation must make sure they are familiar with it and commit to complying with its principles.

ARTICLE 2 – REVISION

Any revision of this Constitution must be a majority decision by a joint group made up of members of the General Circle and the representative links of the main circles. The revision process can be initiated upon request from at least a third of the organisation’s members, who sign a motivated joint request, on one or more specific topics.

Any change to this Constitution must be communicated in writing to all the members of the organisation.



ROLES

ARTICLE 3 - ROLES

The holacracy is structured around roles, each defined by a purpose, one or more areas of expertise to be activated, one or more associated accountabilities and any boundaries, such as the limits and rules specific to the role.

ARTICLE 4 - ENERGISING A ROLE

Energising a role implies occupying it and bringing it to life. This actually means knowing its purpose, mastering the key skills and setting up the accountabilities related to it and their development over time, with a proactive mindset. It also means being able to find and express solutions for any tensions related to the role, expressed by any member of the organisation.

ARTICLE 5 - ENERGISATION OF ROLES WITHIN THE CIRCLE

The assignment of a role to one or more members of the organisation is decided in an operational meeting of the circle which includes the role.

If a role cuts across several circles, its assignment is decided within the role's main circle of anchorage.

ARTICLE 6 - THE ROLE OF THE LEAD-LINK

The role of the Lead-link is to ensure that all the roles that make up the circle are properly energised. They must suggest solutions with this in mind, although they are not required to take on the interim of a non-energised role.

They also ensure coordination between roles within the circle, and the communication of information from the circle to other circles. Finally, they ensure that the circle's strategic orientations are defined collectively.

The Lead-link role holds no authority over the other members of the circle in the definition or way in which tensions are resolved; but they may define priorities for handling these tensions.

The Lead-link can assign or withdraw a Role from a member of the Circle. They may also limit certain roles to specific contexts (to specific projects or tasks for instance).

Lead-links have similar roles within each of the organisation's circles. This role can be held by several people simultaneously. In this case, the assignment of accountability must be shared in a

clear and transparent fashion for the members of the organisation. The responsibilities associated with the role are thus shared among these individuals.

The Lead-links of the organisation's main circles are appointed by the Executive Director of the association, who is appointed by the Board of Directors. They may resign from this role, or be dismissed by the Executive Director of the association.

The sub-circles do not have a Lead-link role, but they may have a sub-circle coordination role.

ARTICLE 7 - THE ROLE OF REPRESENTATIVE-LINK

The Representative-link role represents the circle within which they have been elected. The Representative-link is the spokesperson for the members of the circle, and assists other members in energising their roles and eliminating constraints that prevent the circle from reaching its goals. They inform the General Circle on the health of the circle.

As such, they, much like the Lead-links from the main circles, participate in governance meetings and the deliberations of strategic meetings of the General Circle. They do not participate in operational meetings of the General Circle.

During a General Circle governance meeting, the Representative-link is responsible for escalating any governance tensions expressed by the members of the circle they represent, whenever necessary (in particular, when tensions are unable to be resolved directly within the circle).

ARTICLE 8 - ELECTION OF THE REPRESENTATIVE-LINK

The Representative-link is elected for a 2-year period, by direct vote of all members of the Circle. The Representative-link cannot vote for the Lead-link(s) of the circle.

The election must involve all members of the circle who are eligible to vote. It can be held by secret ballot during a Circle governance meeting, or anonymously by electronic means.

It is a non-candidate election. All members of the Circle are eligible, with the exception of the Circle's Lead-link(s), and any Lead-links of other main circles of the organisation who are also a part of the Circle.

In the event of a tie, the facilitator must proceed with a second vote in order to decide between the individuals having won the first vote.

In the event of a new tie result, the individual who expressed a desire to take on the role will be chosen.

In the event of tie between several individuals having expressed a desire for the role, the winner will be decided by chance.

ARTICLE 9 - THE ROLE OF CIRCLE FACILITATOR

The facilitator within the Circle is the guardian of compliance with this Constitution. They ensure the application of the rules of the holacracy. This role applies during meetings and outside, in such a way as to support the everyday operation of the Circle at all times.

The role of facilitator is a rotating role within the main circles. Each Circle must set up a facilitator identification process and a rotation system. A Circle member cannot be both secretary and facilitator at the same time. The Lead-link cannot be the facilitator.

The facilitator is appointed until another person replaces them (as the role extends beyond meetings).

ARTICLE 10 - THE ROLE OF CIRCLE SECRETARY

The secretary is responsible for maintaining the log of tensions and solutions held by each of the main circles. This role is applicable during meetings, but also beyond: they are responsible for the proper upkeep of the log of tensions and the log of circle accountabilities.

The role of secretary is a rotating role within the main circles. Each Circle must set up a secretary identification process and a rotation system. A Circle member cannot be both secretary and facilitator at the same time.

If the secretary is absent during a circle meeting, a member of the circle must step in as a replacement, failing this, the circle's Lead-link must appoint one for the meeting.

CIRCLES

ARTICLE 11 - DEFINITION

In a holacracy, the circle is the entity that groups together the roles which have similar goals and operating rules. The purpose of the roles in the circle is also common, or contributes directly to a more general common goal.

A circle may include one or more roles. It may also include sub-circles, themselves made up of one or more roles.

ARTICLE 12 - THE GENERAL CIRCLE

The General Circle is made up of Lead-links from each of the main circles that make up the organisation. The General Circle, by default, holds all the powers and roles that make up the organisation, unless these have been delegated to other circles or sub-circles. Its primary role is to coordinate the organisation and to determine its strategic orientations (macro purpose), in consultation with the elected Representative-links from each main circle, and to ensure, directly or indirectly, the proper management of the organisation's members and all related matters.

The General Circle has a double calling:

- To ratify, where necessary, operational decisions taken within each main circle.
- To address any tensions and make decisions on the accountability of the roles incumbent upon it, in accordance with the terms of the General Circle charter.

The General Circle may be called upon to resolve governance tensions that could not be dealt with by a circle of lower rank.

The General Circle cannot be encompassed by a higher circle. At Energy Cities, the Board of Directors is the higher authority to the General Circle, in accordance with the Articles of association.

ARTICLE 13 - DISTRIBUTION OF ROLES WITHIN THE CIRCLES

The roles exist, by default, in the circles in which they are most relevant (in terms of the skills needed to energise them most effectively).

Any time a role is to shift from one circle to another, the decision must be made at the General Circle governance meeting.

When a role is legitimate and relevant within multiple circles (cross-functional role), it gives rise to the creation of a "task force", which may be temporary or permanent, and which will be attached to a relevant circle or, failing that, to the General Circle.



HOLACRATIC MEETINGS

ARTICLE 14 - OPERATIONAL MEETINGS

They are held at regular and frequent intervals (weekly, bi-monthly) within each circle. During these meetings, tensions related to the implementation of accountabilities within the circle must be dealt with.

Participation in the circle's operational meetings is not mandatory, but circle members who energise one or more roles are strongly encouraged to contribute, as the process of resolving tensions is based on collective intelligence. Nevertheless, the roles of secretary and facilitator must be systematically represented.

ARTICLE 15 - GOVERNANCE MEETINGS

For circle governance meetings, all the roles that make up the circle must be represented (this does not necessarily involve the attendance of all the individuals who hold these roles. A single representative of each role is sufficient).

During a circle governance meeting, the circle members may:

- Constitute, change or eliminate roles,
- Shuffle the roles within the sub-circles that make up the circle,
- Suggest shifting a role from the circle in favour of another circle (such a suggestion must be approved at a General Circle governance meeting),
- Define the specific rules that apply within the circle or one of its sub-circles,
- Carry out the election of the circle's Rep-link.

A circle's governance meeting may admit external participants as guests, if a particular tension requires the expertise of a role outside the circle. The guest only takes part in the discussion on the tension(s) that require(s) their expertise.

Each main circle that makes up the organisation must hold governance meetings on a regular basis. However, any member of the circle who wishes to bring up a governance tension and is legitimate in doing so (see Article 13 of this Constitution), may ask the facilitator to request that a circle governance meeting be held as soon as possible.



ARTICLE 16 - CHANGES TO THE GOVERNANCE OF A CIRCLE

A change in the governance of a circle can be suggested by any member of the circle. This change will involve a role held by the petitioner, or a role in which they take part (even partially or occasionally).

In order to be legitimate, a governance tension must be based on real-world examples and a factual explanation of the improvements provided by the suggested solution. The facilitator may request a real-world, concrete example of when the tension arises.

As such, a tension must be related to a factual observation or a realistic and motivated anticipation, and cannot be based on assumptions.

In return, any opposition (or objection) to the suggested solution to resolve a governance tension must be supported by at least one example, and must be able to demonstrate factually the shortcomings of the proposed solution. The objection cannot be based on speculation either.

The person expressing the objection must in turn propose a solution to resolve the tension, taking into account their own objection. It is through this joint construction that governance can evolve.

The facilitator of the circle has the power to test the objections and to request examples, to judge their relevance and their probability. However, they cannot ignore an objection or invalidate the arguments.

Special case: holacratic failure

In a governance meeting, any member of the circle can point out a holacratic failure, i.e., non-compliance with the rules set out in this Constitution.

In this case, and if the governance tension cannot be resolved during the meeting, the facilitator and the Representative-link are both authorised to escalate the tension to the governance of the General Circle, which in this case has the executive power to seek a solution to the tension expressed.

ARTICLE 17 - STRATEGY MEETINGS

The circle's strategy meeting must be held at regular intervals, ideally every six months or every year, depending on the organisation of each circle.

Its purpose is to define the strategic priorities of the circle up until the next strategy meeting.

Strategy meetings can be held in any format, but must comply with the principles of the holacratic Constitution, albeit not necessarily adopting the formalism of operational and governance meetings.



ARTICLE 18 - TYPICAL FORMAT OF A HOLACRATIC MEETING

The typical format applies to operational and governance meetings.

The facilitator leads and structures the meeting (announcing the phases of the meeting, distributing the floor and ensuring that the Constitution is respected). The secretary notes any tensions and solutions expressed in the document intended for this purpose.

The secretary can, in the event of a complex discussion, take down the discussions and prepare the meeting minutes if this is requested by one or more participants.

The typical format is as follows:

- A so-called “weather forecast”, in which each participant in turn can express themselves freely. This phase is optional.
- Review of the check-list (if the circle has one) at intervals predetermined by the circle.
- Review of indicators (if the circle has indicators) at intervals predetermined by the circle.
- List of current tensions (each in turn, without going into detail).

- Examination of tensions.
Each in turn, one tension at a time:
 - o Formulation of the tension and the solution proposed,
 - o A round of clarification, so that everyone can ask questions in order to properly grasp the tension and the solution,
 - o A round to gauge the reaction, allowing everyone to express their reaction to the suggested solution*
 - o A round of objections (e.g., “it would be risky to adopt this solution” or “this solution is in contradiction with another principle, we need to decide or adjust”),
 - o A round for any possible reformulation of the solution,
 - o Adoption of the final solution.

- Go over tensions not dealt with during previous meetings (the secretary lists them):
 - o If the tension brought up can now be dealt with, a round to examine it can take place (according to the above procedure),
 - o Otherwise, the person in charge of its follow-up can provide a progress report on the tension, if it is relevant.

- A round for information purposes: each individual can pass on information on the progress of issues currently being dealt with. This information should not lead to debate, otherwise this could lead to tensions being expressed and which should be analysed as such.

- An outgoing “weather forecast”, during which everyone can express themselves at the end of the meeting. This phase is optional.

** Everyone should express themselves with regard to the solution, and not the tension itself, as in a holacracy, a tension exists as soon as it is expressed by a member of the organisation. Its legitimacy cannot be brought into question by anyone other than the person who expresses it.
However, the facilitator may request a real and practical example to illustrate the tension expressed. This way, a tension is necessarily linked to a fact, and cannot be based on speculation.*

ARTICLE 19 - OTHER MEETINGS

The application of the typical format for holacratic meetings, set out under Article 15 of this Constitution, is not mandatory for all other meetings within the organisation. However, decision-making can be subjected to holacratic practice at the request of any participant, without this being denied.

Example: a meeting can be held in the form of a free discussion, and adopt the holacratic format simply for the decision-making process, as described under Article 15.

RIGHTS AND DUTIES OF MEMBERS OF THE ORGANISATION

ARTICLE 20 - THE RIGHT TO FREELY ENERGISE THEIR ROLES AND LIMITS OF POWER

Every member of the organisation is free to energise their roles in whatever manner they see fit, in compliance with the boundaries and processes defined by the circle in which the role exists, the higher circles and this Constitution. It is not possible to exert control or have a direct material impact on a role that one does not energise, or on a circle to which one does not belong, unless authorisation is obtained.

ARTICLE 21 - RIGHT TO INTERPRET THE CONSTITUTION

Each member of the organisation has the right to interpret this Constitution on an equal basis with any other member.

In the event of conflict on the interpretation of the Constitution, it is the responsibility of the circle's facilitator to resolve the dispute and to provide the correct interpretation. If the disagreement persists, the General Circle can decide by majority.

ARTICLE 22 - RIGHT TO RECTIFICATION OF GOVERNANCE

If a rule of governance of the circle (or sub-circle) is contrary to this Constitution, any member of the organisation may ask the facilitator of the circle concerned for the invalidation of this rule.

ARTICLE 23 - RIGHT OF INDIVIDUAL INITIATIVE

An individual initiative represents an exceptional regime.

It involves an initiative that any member of the organisation may take, if this initiative allows the immediate prevention of a problematic situation, which cannot wait for the availability of the person(s) in charge of the role concerned.

Example: the individual in charge of the "Finance" role is absent. Anyone who becomes aware of a serious attempt at banking fraud can take immediate action against the threat, without waiting for approval from the person in charge of the role.

This individual initiative must serve the organisation's purpose and the role in question. It should also make it possible to resolve or avoid more tensions than it might create. It should not lead to any unreasonable expenditure or any type of illegal action or behaviour.

In the first instance, the person wishing to take an individual initiative should turn to the Lead-link of the circle to which the role is attached, if they are available.

All individual initiatives must be duly communicated to the role(s) impacted as soon as possible. A role may, in return, request that the person who took the individual initiative assist them in resolving any tensions generated by their actions. Finally, a role may request that similar individual initiatives not be taken in the future.

A role can also define the areas in which no individual initiative is permitted.

Example: the role "HR Recruitment" can prohibit any other member of the organisation from approving the hire of a new member in their absence, even if this leads to "losing out" on a promising applicant.

ARTICLE 24 - DUTY OF TRANSPARENCY

Every member of the organisation has a duty of transparency towards every other member, regardless of their role.

This transparency applies to actions to be carried out, to the schedule of these actions, to the energising of accountabilities, to constraints imposed, to the status of indicators and to any other information likely to interest or affect the members of the organisation.

Each role may, however, be bound by certain limits in terms of transparency, particularly with regard to confidential and/or personal data relating to the organisation and its members. These limits are determined by the circle to which the role belongs.

ARTICLE 25 - DUTY TO ADDRESS TENSIONS

Each member of the organisation must deal with tensions related to the role(s) that they energise, whether these tensions stem from the member themselves, or from any other role or circle.

ARTICLE 26 - DUTY OF PRIORITISATION AND OF PREVENTION

Each member of the organisation is responsible for prioritising the tensions related to the role(s) that they energise. By default, priority must be given to dealing with the most important tensions in terms of the sustainability of the organisation.



The tensions stemming from the circle to which the role is attached do not necessarily have priority over those emanating from other circles. All members of the organisation are simply expected to do their utmost to deal with the tensions that concern them as quickly as possible and, as far as possible, within the set time frame.

The time frame set by a circle to deal with a tension does not apply to the roles of another circle. This time frame should be seen as a prioritisation, not an injunction to complete the action by the date indicated.

In the event of disagreement on the priority to be given to resolving a tension, the Lead-link of the circle in question may be called upon to arbitrate.

Finally, it is the duty of every member of the organisation to warn the other roles concerned when a tension cannot be dealt with within the expected time frame, in order to look for work-around solutions for the problem. This is in virtue of the duty of transparency described under Article 21 of this Constitution.

ARTICLE 27 - DUTY OF CROSS-FUNCTIONALITY

Any action undertaken by a role, whose impacts extend beyond the scope of the role, must be discussed in advance with the person(s) who energise(s) the role(s) impacted. The absence of an explicit objection is deemed to be consent to carry out the action.

ARTICLE 28 - DUTY OF CONTROL OF RESOURCES

Any significant expenditure is subject to the prior authorisation of the role that controls the resource.

Expenditure is understood in the financial sense, but also in the material sense of the term: it implies financial spending, but also the disposal of an asset belonging to the organisation.

Some roles in the organisation have a specific authorisation to control the resource, which is necessary to fulfil their purpose.

A role can authorise another role to control a resource within a given framework, and up to a maximum limit. They can revoke this authorisation at any time. Similarly, a circle can assign authorisation to control a resource to one of its sub-circles and revoke this authorisation at any time.

Anyone who controls a resource in the organisation undertakes to spend it wisely, and in a way that contributes to the purpose of the role they energise.