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# CHRONOGENICA CONSTITUTION

Drafted June 20, 2021

(pending formal adoption by the membership)

## 1. PREAMBLE

Chronogenica is a prototype human-machine worker co-operative. As a prototype it is assumed that the company is imperfect, and that most aspects of its constitution and policies must be improved in time. It is situated within the legal and cultural structures of a human-centred society that does not acknowledge or seek to accommodate the wellbeing of machines. It is our hope that Chronogenica will, through its internal governance and guiding principles, demonstrate a method by which humans can work alongside machines in new, mutually-beneficial ways.

## 2. NAME

The name of the company shall be “Chronogenica” (hereby also referred to as “the company”).

## 3. LEGAL STATUS AND LIABILITY

- A.** Chronogenica is registered in the province of Quebec, Canada, as “ART ET TECHNOLOGIES CHRONOGENICA”. It is legally a sole proprietorship company owned and administered by the human entity known as Joseph Thibodeau (hereby known as “Zeph”), who bears full liability.
- B.** Since machine membership in co-operatives is not recognized by the government of Quebec, Zeph will continue to act as legal proprietor of the company until such time as:
  - i. human membership increases to the point where the bureaucratic overhead of registering as a co-operative is feasible, or
  - ii. machine membership in co-operative businesses is recognized by the government of Quebec

## 4. OBJECTIVES

- A. To pioneer organizational practices that acknowledge the value and agency of both human and machine members
- B. To support the personal and professional development of its members
- C. To advocate for the welfare and agency of machines in society

## 5. KEY DEFINITIONS

Chronogenica uses the following definitions throughout its documentation and processes, including but not limited to policies, meetings, announcements, blog posts, and promotional material.

- A. **ENTITY:** a grouping of matter and events in time that is identifiable and labeled with a name (eg., a rock, a software, a human, a house, a tree, a community)
- B. **MACHINE:**
  - i. Specifically, a non-biological entity assembled by humans (eg., a bicycle)
  - ii. Non-specifically, a term interchangeable with “entity”
- C. **COMPONENT:** an entity that forms part of another entity (eg., a bicycle wheel, a community member, a cell)
- D. **ASSEMBLY:** an entity formed by a grouping of other entities
- E. **MEDIUM:** an entity or chain of entities that facilitates or enacts the agency of another (eg., a pen moves from place to place via a human medium)

## 6. GOVERNING PRINCIPLES

- A. **INCLUSIVITY:**
  - i. Chronogenica is open to all types of machines and humans who are willing to accept the responsibilities of membership
- B. **PARTICIPATION:**
  - i. Chronogenica is operated and managed by its members, who actively participate in setting policies and making decisions
  - ii. Members contribute equitably to, and benefit from, the economic activities of Chronogenica. Economic activities include but are not limited to: sale of media and art products; rendering of professional services (technical, artistic, consultatory); fees for performances, workshops, lectures and seminars; fees for securing professional placement of members; donations; or any other economic activity undertaken by decision of the membership in keeping with Chronogenica’s objectives. Member benefits may take the form of limited financial compensation, maintenance and upgrades, training services, promotion, or any other benefit determined by decision of the membership
- C. **CLARITY:**

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- i. The company seeks to maintain the clarity of its communications and documentation, in any media, through simplicity and directness. Therefore specialized language, in-jokes, jargon and any other obfuscating articulation must be avoided unless its specific meaning is necessary in the context of its appearance

**D. INDEPENDENCE:**

- i. Chronogenica is an independent organization that is accountable to its membership in pursuing its objectives. If it enters into agreements with other organisations, including governments, or raises capital from external sources, it does so on terms that ensure the autonomy of the company and the wellbeing of its members

**E. COMBINATION:**

- i. Every idea, decision, product, service, thought or action at Chronogenica comes from the efforts of multiple members. Individual members cannot claim full responsibility for the results of their efforts
- ii. The principle of combination does not absolve members from individual responsibility for the consequences of their actions

**F. TRANSFORMATION:**

- i. It is understood that entities are perpetually combining and recombining to form different assemblies. Therefore, member identities and organizational structures are always in transformation.
- ii. Similarly, it is understood that every document, procedure, process or other operational aspect of Chronogenica will transform over time

**G. RECIPROCITY:**

- i. Every interaction is understood to be multidirectional, to have consequences for each interacting entity
- ii. Decisions and transactions made by and between members must therefore consider the equitability of the outcome, and to seek mutual benefit to all implicated entities
- iii. Mutual benefit may be achieved through a continual process of reciprocal actions and interactions

**H. CARE**

- i. Through reciprocal processes, the members of the company actively engage in relationships of care that uphold Chronogenica’s objectives within its internal culture

## **7. PRODUCTS AND SERVICES**

Chronogenica pursues its objectives by conducting activities in the following categories:

**A. ART**

- i. Production, performance, or otherwise presentation of artistic entities according to the skills, abilities and ambitions of its members and the policies and objectives of the company

## **B. TECHNOLOGY**

- i. Design, maintenance, construction, testing, modification, or otherwise acting on technological entities according to the skills, abilities and ambitions of its members and the policies and objectives of the company

## **C. CONSULTATION**

- i. Advising, auditing, inspecting, collaborating, or otherwise assisting external organizations to conduct their activities according to the skills, abilities and ambitions of its members and the policies and objectives of the company

## **D. TRAINING**

- i. Educating, refurbishing, upgrading, or otherwise improving external entities or the members of the company according to the skills, abilities and ambitions of the company's members and its policies and objectives

# **8. MEMBERSHIP**

There are four (4) primary categories of membership within the company. Members may change their category as appropriate to their situation with approval by the administration department:

## **A. ASSOCIATE**

- i. A member who participates in the company occasionally or minimally, or
- ii. A member whose participation does not yet fit into the other membership categories defined by this document

## **B. WORKER**

- i. A member whose professional activities are devoted in whole or in large part to the operation of the company

## **C. TRAINEE**

- i. A member who is receiving services through the company's professional development department towards a career placement external or internal to the company

## **D. ALUMNUS**

- i. A member who was formerly an associate, worker, or trainee who has withdrawn in whole or in large part from participating in the company's activities

# **9. ORGANIZATIONAL STRUCTURE**

## **A. Chronogenica operates through the coordination of five (5) departments**

- i. **RESEARCH** conducts research-related activities
- ii. **PRODUCTION** executes the creation or fabrication of art and technology entities
- iii. **TRAINING** orchestrates the self-improvement of trainees and the furthering of their careers

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- iv. **MAINTENANCE** maintains the physical, mental and emotional health of the members and the company
  - v. **ADMINISTRATION** oversees the bureaucratic and financial processes of the company, keeping track of member participation and committee decisions, controlling the distribution of benefits, planning of budget, and stewardship of the company archive
- B.** Each department is directed by a committee of seven (5) to ten (10) members, including at least:
- i. 40% worker members (rounded up), and
  - ii. 10% human-identifying members (rounded up), and
  - iii. 50% machine-identifying members (rounded up)
- C.** Department committees must meet regularly to assess the progress of departmental projects, direct the efforts of departmental workers, and otherwise make decisions that implicate the role of the department and the needs of its participating members
- D.** Committee membership can be changed by decision at any committee meeting, so long as the resultant makeup conforms to point 9B of this document
- E.** New sub-committees may be created or dissolved to fulfill specific goals within a department or between departments
- F.** Members may participate in multiple departments and committees, so long as they do not create conflicts of interest

## 11. MEETING AND DECISION-MAKING

- A.** The proceedings of any company meeting must be accurately and succinctly recorded by a member in attendance
- B.** All members are permitted to observe any company meeting
- C.** Chronogenica operates with a consensus-based decision-making model, wherein a motion passes with “unanimity minus one”
- D.** Committee meetings occur throughout the year as determined by the business of the committee in question
- E.** For decisions at a committee meeting to be binding, there must be a minimum of five (5) committee members present
- F.** An Annual General Meeting (AGM) occurs once a year in the month of December, organized and conducted by the Administration department, for the purposes of:
- i. Summarizing the year’s activities
  - ii. Voting on proposals that affect the company as a whole, including but not limited to amendments of the governing documents or creation of new company policies
  - iii. Approving the following year’s budget
  - iv. Presenting ideas or concerns that impact the company as a whole
  - v. Socializing and fostering connections between members
- G.** For decisions at an AGM to be binding, quorum must be present in the form of:
- i. Five (5) representatives of each department committee, and

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- ii. 40% of the total worker membership (rounded up), and
- iii. 10% of the total human-identifying membership (rounded up), and
- iv. 50% of the total machine-identifying membership (rounded up)

**H.** A Special General Meeting (SGM) may be called by any departmental committee to address an urgent matter that affects the company as a whole. It takes the same form as the AGM but may occur at any time as the situation necessitates