

Fedora EMEA Statutes

0 Definition of Terms

- 0.1 “Fedora” is the GNU/Linux distribution created by the Fedora Project, sponsored by Red Hat and other third parties,
- 0.2 The term “distribution” indicates a coherent and consistent set of software, including configuration utilities, the Operating System kernel (the Linux kernel), games and installation software, with all components developed and built to interact with one another so that the best abilities of the software, and the best possible user experience is met,
- 0.3 The term “GNU / Linux” refers to the free and open source operating system which is multi-tasking, multi-platform and multi-user,
- 0.4 The term “free and open source software” refers the software licensed so that any person can obtain, use, study, modify and redistribute¹,
- 0.5 The term “meeting” indicates a gathering in either place or time unless stated otherwise,
- 0.6 The terms “mail” or “in writing”, unless stated otherwise, indicates sending a message via any medium, be it physical (a “letter”) or digital (an “e-mail”),
- 0.7 The term “signature” indicates either a written signature or an electronic signature, the latter of which may be provided by a trusted third party,
- 0.8 The word “vote” means a voting ballot either on paper or electronic,
- 0.9 The term “Fedora Ambassadors” indicates the group of Fedora Project Contributors, not bound to a specific geographical location, that support, promote and advocate Free and Open Source Software in general and Fedora in specific.

1 Name and Location

- 1.1 The association bears the name “Fedora EMEA” (hereinafter “association”) and will be registered with the association register² in Germany. After registration with the association register in Germany, the association will carry the “e.V.” appendix³.
- 1.2 The association will be seated in Lörrach, Germany.

2 Goals of the Association

- 2.1 Build and extend knowledge about Linux, Free and Open Source Software (FOSS) in general, and Fedora in specific.
- 2.2 Promote Free and Open Source Software in general, and Fedora in specific.
- 2.3 Facilitate and consolidate resources to Fedora Ambassadors so that 2.1 and 2.2 can be met.
- 2.4 Support users, programmers and administrators of Free and Open Source Software in general and Fedora in specific.
- 2.5 The association and its management solely and directly pursue charitable purposes within the meaning of section "tax purposes beneficiaries"⁴ of the German tax regulation.

1 Free and Open Source Software, Documentation, Content and Font licenses approved by Fedora:
<http://fedoraproject.org/wiki/Licensing>

2 The association register in Germany is “Der Vereinsregister”.

3 The “e.V.” appendix is short for “eingetragenen Verein”, which means “Registered association”.

4 “Tax purpose beneficiaries” means “Steuerbegünstigte Zwecke” as described in the German tax regulation.

2.6 The association and its management is pursuing these objectives selflessly and not primarily for its own purposes.

3 Fiscal Year

3.1 The fiscal year of the association is equal to the calendar year.

4 Membership

4.1 Members of the association may be natural and legal persons, and authorities of the public and private law, whom support and recognize the objectives of the association. Membership is obtained by depositing a written request with the executive Board. The Board in principle decides on the application. In case the executive Board is concerned about the application, the application is proposed to the General Membership Meeting (GMM) for a decision.

4.2 Membership starts with the approval decision of the executive Board.

4.3 Membership ends by withdrawal, exclusion, death of member's natural person or extinction of a member's legal person. The withdrawal must be received before October 30th, continuing membership until the end of that year. The withdrawal must be a written statement directed to the executive Board. The time taken for the withdrawal is determined from the postmark on the envelope of the written statement.

4.4 By decision of the General Membership Meeting by a two-thirds majority of the votes cast, a member can be excluded if an important reason. One important reason in particular could be, if the member's obligations under Section 5 and Section 9 of the Statute are conflicted upon. The member to be excluded does not have a vote. The member to be excluded may speak to the voters at the General Membership Meeting prior to the voting. Should the General Membership Meeting decide to exclude the member, it's effective immediately.

5 Member Contributions and Their Use

5.1 The type and amount of member contributions are decided by the General Member Meeting with a two-third majority of the votes cast, and in separate regulation entries.

5.2 Each member transfers the contribution fee before March 1st of the year of unsolicited membership to the current account of the association, as far as it is not in the debit part of the proceedings.

5.3 The membership contribution fee may be 1,000 per year or less, but no more. Amendments to this maximum must be ratified by the General Member Meeting, unanimously.

5.4 Means of the association may only be used for statutory purposes. The members in their capacity as members may not receive donations in any form from the association.

5.5 No person may benefit from expenses made by the association, other than those made for statutory purposes, or from disproportional remuneration.

6 Bodies of the Association

6.1 Bodies of the Association are:

6.1.1 General Members Meeting, and

6.1.2 The Board

7 General Members Meeting

7.1 The General Members Meeting is the supreme body of the association. It has, in particular,

the following tasks:

- 7.1.1 Election of the Board,
- 7.1.2 Record Membership contributions,
- 7.1.3 Change the Statutes,
- 7.1.4 Ratify economic and budgetary plans,
- 7.1.5 Receipt annual reports and accounting of the Board,
- 7.1.6 Decide on properly submitted propositions,
- 7.1.7 Discharge the Board,
- 7.1.8 Dissolution of the association.

7.2 Decisions made by the General Members Meeting are recorded.

7.3 The announcement of the General Members Meeting takes place by the executive Board with the announcement of the Agenda, with a dead-line four weeks prior to the General Members Meeting. The Board organizes a General Members Meeting at least once a year, but also when requested by at least a third of the members. The chair of the General Members Meeting is the chairman of the Board or a person to be determined by the members, from among the members. The chair of the meeting determines the protocol leader and the voting procedures.

7.4 The General Members Meeting is a quorum, if at least half the members is present. If less than half of the members is present, a new General Members Meeting is to be organized, at which members can make decisions regardless of the number of members present. This is explicitly stated in the invitation sent by the Board.

7.5 Members are, if they are not natural persons, represented by a representative proxy.

7.6 The General Members Meeting decides in elections and votes with a simple majority of votes, unless the Statutes describe otherwise. Abstentions are not counted as a vote.

7.7 In decisions of the General Members Meeting the members have one vote each.

7.8 The chair and the protocol leader of the General Members Meeting record any decisions made by the General Members Meeting. A copy of this record is to be made available to all members within four weeks after the General Members Meeting.

8 The Board

8.1 The Board consists of no less than four, and no more than seven members that are natural persons.

8.2 The Board is bound by decisions made by the General Members Meeting.

8.3 The Board is appointed for two years.

8.4 The Board has natural persons on at least the following positions:

- 8.4.1 Chair
- 8.4.2 Vice-Chair
- 8.4.3 Secretary
- 8.4.4 Treasurer

- 8.5 Members of the Board elect amongst them who is to fulfill each position. Two vice-chairmen may be chosen.
- 8.6 The General Members Meeting can only discharge the Board with a three fourth majority of the votes cast.
- 8.7 In legal matters, the association will only be represented by the Chair of the Board and by the vice-chair or vice-chairs of the Board jointly. The chairman and vice-chairmen are the Board as described in section 26 paragraph 2, sentence 1 of the BGB. The vice-chairmen have representative powers only in the event the chair is unforeseeable unavailable, or when instructed by the chair.
- 8.8 The secretary is responsible for keeping the association's administration in order. Correspondence is amongst this administration, as well as non-financial book keeping.
- 8.9 The treasurer is responsible for the association's finances. Transactions are to be logged and the fiscal year's balance, along with budgetary overview of the coming fiscal year should be available during the General Members Meeting.
- 8.10 The Board conducts the business of the association and is responsible for all matters not covered by the Statutes of another body of the association. The Board has the following tasks:
- 8.10.1 Preparation of the agenda and convening of the General Members Meeting,
 - 8.10.2 An annual business plan, annual financial statements and annual reports,
 - 8.10.3 Preparation and execution of the decisions of the General Members Meeting,
 - 8.10.4 The General Members Meeting decides on a proposal of the Board's rules.
 - 8.10.5 The Board takes its decisions by a simple majority. It is allowed to make decisions only when the full Board is able to cast a vote. Representation and abstention is not permitted. Absent Board members can empower other Board members only in writing, describing what vote to cast. Written, telephone voting and voting by e-mail is allowed. Also allowed are votes cast on Internet Relay Chat channels allowing registered nicknames only, if and when the chair indicates each voter's identities are verified.
 - 8.10.6 If the Board has an even number of members and the votes cast upon a motion or proposal bring a tie, the chair decides.
 - 8.10.7 The Boards meetings are logged, votes recorded and decisions clearly marked. The other Board members receive a copy of that log immediately after the meeting.

9 Membership Obligations

Each member is obligated to support the purpose of the association. A member will notify the Board on address changes as well as accounting information changes.

10 Arbitration clause

- 10.1 Should there be disagreement between members and the association, so are the parties to seek an amicable solution.
- 10.2 If there is no amicable solution between the parties, the disagreement is to be taken to a private arbitration court in order to prevent ordinary and expensive arbitration in state court. The private arbitration court consists of two referees (party's representative) and a chairman, the contending parties each choose their representative within two weeks and elect a chairman within three weeks, from amongst the other members of the association. Should

this time-frame not be sufficient for one or more parties, the board appoints. Should the arbitration court not come to a satisfying conclusion for one or more parties, then it also decides on the division of costs for legislating in ordinary court.

11 Amendment to the Statutes

- 11.1 Changing the Statutes can only be decided at the General Members Meeting by two-third of the votes cast. If fewer members attend the General Members Meeting, the next General Members Meeting can decide regardless of the number of attendees or votes cast, by a two-third majority of attendees' votes.
- 11.2 All proposals for changes to the Statutes are sent to each member at least one month prior to the General Members Meeting. This does not include changes proposed during the General Members Meeting.
- 11.3 Any decision on the amendment to the Statute, before its application to be registered at the court office, is to be submitted to the competent Financial Department. If the Finance Department submits fiscal concerns, the decision on the amendment automatically renders ineffective.

12 Discontinuance of the Association

- 12.1 The discontinuance of the association can only be decided upon by the attendees of the General Members Meeting, unanimously.
- 12.2 Unless the General Members Meeting decides otherwise, the chair and vice-chair jointly become the association's liquidators.
- 12.3 Aforementioned provisions shall apply accordingly, if the association is dissolved for other reasons or loses its legal capacity.
- 12.4 In the event of the dissolution or suspension or loss of its existing tax purposes, the association's assets, should there be any, will be donated to the "Free Software Foundation of Germany", Hamburg, which are directly and exclusively for charitable, religious or charitable purposes.