

Articles of Association (“Satzung”)

The association (“Verein”) has been registered on the 18th January 2001 as No. 90 VR 3594 with the city of Mayence (Mainz).

§1 Name, Place of Business, Financial Year

The association does business under the name FOSSGIS e.V. (Verein zur Förderung Freier (und) Open Source Software (für) Geoinformationssysteme e.V.). The place of business is Mayence, and registered with the register of associations. The financial year is the calendar year.

§2 Objectives

The association is established for the advancement and propagation of free geographic information systems (GIS) in the sense of Free Software and Free Geodata. This comprises the following points:

1. the advancement of education, exchange, and cooperation between users, developers, and researchers
2. the improvement of and research of works of free information
3. the provision of free GIS software and data, as well as improving the availability of such
4. contributions to competent information of the public within the objectives of the association
5. the organisation of conferences and public lectures
6. research and discussion about the impact of works of free information on society and science
7. the non-material support of government divisions and private organisations in all questions regarding Free Geographic Information Systems and Free Geodata.

§3 Benefit To The Public

The association is a non-profit and does not primarily pursue its own economic advantage. The fund of the association must only be used for the its objectives as stated in the articles of association. Members do not receive payments from the funds of the association. No person must receive financial gain from expenditure outside of the objectives of the association, or from disproportionate remuneration.

§4 Membership

Natural persons and legal entities can become members of the organisation. The application for membership must be done in writing. The board of directors accepts or rejects an application for membership. In the case of a rejection, the next general meeting must decide on the matter. No reasons must be given for rejecting an application. The membership ends by:

1. death
2. winding down of a legal entity
3. withdrawal by the member. A withdrawal has to be done in writing and becomes effective at the end of the business year..
4. expulsion

Reasons for an expulsion are behaviour that harms the association, or being 12 months in arrears with a membership payment after having received a reminder. An expulsion because of non-payment can be decided by the board of directors. An expulsion due to behaviour harming the association can only be requested by the board of directors, but has to be decided by the general meeting in a normal resolution.

§5 Membership Fees

The membership fee is paid yearly. The fee schedule and payment date are set by the general meeting in a normal resolution.

§6 Organs Of The Association

The organs of the association are:

1. board of directors
2. general meeting

§7 Board Of Directors

The board of directors can only consist of natural persons, and is elected from the general meeting. The board is elected for one year. The board works without compensation. The board consists of one person each for chairperson, vice chairperson, treasurer, and secretary. Members of the board have the power of sole representation. The board can pass resolutions; resolutions of the board have to be agreed by at least three of the board members. The board can delegate special tasks to authorized persons. The whole board or individual board members can be recalled before their term is over. This requires a 2/3 majority in the general meeting. At least 30% of members have to be present at such a general meeting.

§8 General Meeting

An normal general meeting will be held at least once per business year. The board must convene the general meeting and has to invite the members of the association at least two months in advance in writing or by e-mail. The postage stamp or sending date of the e-mail counts. The agenda for the meeting has to be attached to the invitation. An extraordinary general meeting can be requested by at least 20% of the members by submitting a written request to the board of directors. The board must then call a general meeting within two months. The invitation can be in writing or electronic, must be sent with three weeks' notice, and must contain an agenda, including the agenda items requested,. A general meeting has quorum if at least seven persons entitled to vote are present. If quorum is not reached, the board must call a new general meeting within two months. The members have to be invited in writing or by e-mail with three weeks's notice. Such a general meeting always has quorum. Resolutions and the election of the board are passed with a simple majority. If requested by a member, elections and votes have to be done in secret. The general meeting grants discharge to the board of directors and elects it. Board members are elected individually for the different offices. The board must present an activity report to the board of members. The report of the volunteer auditor is presented to the general meeting before the discharge vote. The general meeting decides on changes to the articles of association with a 2/3 majority. Changes to the articles of association must be sent to the board of directors with precise wording. The board of directors sends all suggested changes to all members together with the meeting invitation.

If members cannot participate in a meeting personally they can transfer their vote to another member present. Every member present can receive at most one such vote transfer. A vote transfer must be announced to the board of

directors before the start of the meeting in a written statement or an electronically signed e-mail. This information will be shared with all members present at the meeting. The vote transfer is only valid for one general meeting. Guests may be admitted to individual agenda items by a decision of the general meeting.

§9 Volunteer Auditor

The volunteer auditor and his or her backup are elected every year together with the board of directors and may not be on the board of directors.

§10 Minutes

All decisions by the board and minutes of general meetings must be kept in writing and be accessible to all members no later than the invitation to the next general meeting.

§11 Winding Down

The association is wound down if at least 3/4 of all members agree. The chairperson and one other board member will act as liquidators unless decided otherwise by the last general meeting. If the association is wound down or if it ceases to pursue charitable goals, the association's assets will be transferred to a legal entity that uses the assets for charitable purposes. Resolutions about the future use of the assets may only be executed with the agreement of the fiscal authority.

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