

Constitution

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Preamble

Upon entering the digital age, in which real and virtual space will equally determine the social, cultural and scientific development of mankind, the Free Software Foundation Europe has the long-term goal to raise and work on the questions this will necessarily raise.

In this regard the direct function is the unselfish promotion of Free Software as well as creating and propagating the awareness of the related philosophical and social questions.

As its acknowledged sister organization, the FSFE will join forces with the Free Software Foundation founded by Richard M. Stallman in the United States of America. The latter, recognized tax-exempt charitable organization in the USA, has been dedicating itself since 1985 to the promotion and distribution of Free software and in particular the GNU-System, a Unix-like operating system. This system is mostly known by one of its variants, GNU/Linux, which since 1993 has been used successfully on many computers.

The term Free Software in the sense of the FSFE does not refer to the price, but rather to the following four freedoms:

1. freedom: the freedom to use a program for any purpose
2. freedom: the freedom to study the program and adapt it to your own needs.
3. freedom: the freedom to make copies for others.
4. freedom: the freedom to improve a program and make these improvements available to others, so that the whole community benefits.

This definition of Free Software goes back to the idea of freely exchanging knowledge and ideas that can traditionally be found in scientific fields. Like thoughts, software is non-tangible and duplicable without loss. Passing feeds an evolutionary process, advancing thoughts and software.

Only Free Software preserves the possibility to comprehend and build upon scientific results. For scientists, it is the only kind of software which corresponds to the ideals of a free science. Accordingly, the promotion of free software is also a promotion of science.

The distribution of information and the forming of an opinion are done increasingly by digital media, and the trend is to foster the use of those means for a direct citizen participation to democracy. Therefore, a central task of the FSFE is to train proficient citizens in these media, thereby promoting democracy.

Digital space („Cyberspace“), with software as its medium and its language has an enormous potential for the promotion of all mental and cultural aspects of mankind. By making it commonly available and opening up the medium, Free Software grants equal chances and protection of privacy.

Coining the awareness for the problems related to the digital age in all parts of society is long-term goal and a core aspect of the work of the FSFE.

Therefore the FSFE will seek to increase the use of Free Software in schools and universities in order to parallelize the education in real space matters with the creation of understanding and awareness of problems in virtual space.

Free Software guarantees traceable results and decision-making processes in science and public life as well as the individual rights to free development of personality and liberty of opinion. It is the job of the FSFE to carry Free Software into all areas that touch public life or „informational human rights“ of citizens.

§ 1 Name, seat, financial year

- (1) The association bears the name „Free Software Foundation Europe“. It is to be registered into the register of associations; after the registration it leads the additive „e.V.“.
- (2) The association has its seat in Hamburg.
- (3) The financial year is the calendar year.

§ 2 Purpose, tasks, non-profit character

- (1) The purpose of the FSFE is the furthering and distribution of Free Software to, in accordance with the principles stated in the preamble, support the free exchange of information and equal chances in accessing software as well as:
 1. promotion of popular and professional education
 1. by educating the public about the educational potential of Free Software as well as the use of Free Software in the educational sector by linking interested persons, organising workshops, and public lectures and events
 2. as well as through imparting knowledge on the basics of Free Software and the related expertise, especially with regard to technology, freedom, sovereignty and self-determination to the public, public institutions, and non-profit organisations
 3. plus the creation of information materials and best practices
 4. and the provision of mostly voluntary translations of available information on Free Software in different national languages as well as barrier-free access.
 2. the promotion of science and research
 1. by conducting research projects and promoting scientific principles in software development and through the timely publication and dissemination of the results, including the development and provision of Free Software so that it can be scientifically investigated, verified and falsified
 2. and the coordination and organisation of research groups for the exchange of scientific findings

3. as well as advising scientists and scientific institutions on how Free Software can be used to support the scientific process.
3. the promotion of civic commitment in favour of the above-mentioned charitable purposes.
 1. through the coordination and material support of groups of volunteers pursuing the same charitable goals, for example by providing rooms and organising and carrying out events
 2. and the development, provision and coordination of online collaboration and participation platforms and applications for common exchange and empowerment for civic engagement
 3. as well as educating the public about the potential of Free Software for civic engagement.
- (2) Furthermore, in order to fulfil the aforementioned purposes, the Association shall also engage in
 1. the free of cost support of and advice to programmers and interested people, who help to realise FSFE's charitable goals by developing Free Software, for example by commissioning software development that is made available to the general public under Free Software licences;
 2. providing free of cost consultation on legal questions regarding the choice and enforcement of appropriate Free Software licences in relation to the software they develop and on organisational issues.
- (3) The FSFE pursues exclusively and directly publicly-spirited purposes in the sense of the section „tax-privileged purposes“ of the tax code. The FSFE is working selflessly and does not pursue self-economic goals.
- (4) Means of the FSFE may be used for the statutory purposes only. The members do not receive any benefits from the funds of the association. No person may be favored by expenses alien to the goals of the FSFE or disproportionately high. This applies in particular to full-time members, that can receive an appropriate remuneration for the performed work.
- (5) In addition, the FSFE may also provide idealistic and financial support for other tax-privileged corporations, corporations under public law or foreign corporations for the ide-

and material promotion and maintenance of the promotion of the non-profit purposes mentioned in point (1) (in accordance with § 58 No. 1 AO). Beyond that the FSFE may place means in the sense of the § 58 No. 2 AO partially to another likewise tax-privileged corporation or a legal entity of the public right for the realisation of the tax-privileged purposes.

§ 3 Acquisition of membership

- (1) Any national or foreign natural or legal person may become member of the FSFE. Natural persons must be 16 years old. Persons under age do not have eligibility for election.
- (2) Condition for the acquisition of the membership is a written application for membership to the President.
- (3) The General Assembly of the members decides on the application for membership with three quarter majority of the delivered valid votes; abstentions are therefore not counted. The President can grant the application for membership passing; the application for membership must then be confirmed by the next ordinary members assembly. In case of refusal of the request no obligation exists to communicate the reasons to the applicant.

§ 4 End of membership

- (1) Membership ends
 1. with the death of the member with natural persons and/or its liquidation in the case of legal persons;
 2. by withdrawal from the association;
 3. by exclusion from the association.
- (2) The withdrawal is made via written declaration vis-a-vis the President. The declaration withdrawal must be signed by the competent legal representative. The withdrawal can be declared at any time.
- (3) The Executive Council may exclude a member from the association if, in the Executive Council's opinion, the member's conduct is detrimental to the functioning of the association. The following procedure shall be used for excluding a member:

1. the Executive Council shall inform the member in writing of the grounds for considering their exclusion;
2. the member shall have seven days to respond to the Executive Council's concerns in writing;
3. once the seven days have passed, the Executive Council shall give due consideration to the member's response, if any, and take a decision on excluding the member;
4. the Executive Council shall communicate their decision to the member in writing;
5. if the Executive Council has decided to exclude the member, the member shall have fourteen days to appeal the decision to the General Assembly of the members by notifying the Executive Council in writing;
6. if the member decides to appeal the decision of the Executive Council, the appeal shall be added to the agenda of the next General Assembly;
7. the member shall remain suspended of all obligations and rights until the appeal has been withdrawn or resolved by the General Assembly;
8. three quarters of the remaining members present or represented at the next General Assembly can uphold the Executive Council's decision.

At any stage of the process, the Executive Council may pause the process for bilateral discussions; the Executive Council may choose to extend any deadline the member is subject to. A member who has been excluded by the Executive Council but has appealed their exclusion to the General Assembly may withdraw their appeal at any time by informing the Executive Council in writing at which point their exclusion becomes final.

§ 5 Membership Fees, Remuneration

- (1) The association may collect annual financial dues from its members. Members may pay their dues either in the form of a financial contribution, or through voluntary work. The amount of such dues as well as their due dates and collection and establishment procedures are decided upon by the General Assembly.
- (2) The president, the vice president, the financial officer, as well as other organs of the association, which have been assigned certain duties through the constitution of the association or through a decision of the General Assembly, may receive adequate remuneration.

neration and expense reimbursements for their services performed for the association. The appropriateness of such remuneration is determined by the overall financial situation of the association and by the specific tasks that need to be performed through the respective organ. Remuneration may not exceed the usual remuneration paid for freelance engagements for similar services rendered to comparable, non tax-exempt organisations, businesses, or governmental offices (for example in the IT industry). The amounts for remuneration for such organs are decided upon by the General Assembly.

- (3) Members and non-members can receive remuneration for activities performed in order to further constitutional purposes of the association (for example project work) if such activities are in line with the constitutional goals and the remuneration is appropriate. Appropriateness of such remuneration is defined as amounts not exceeding usual remuneration for comparable freelance work performed for other non tax-exempt organisations, businesses, or governmental offices (for example in the IT industry). The exact terms for remuneration for members and non-members, the actual amounts as well as all other conditions will be decided upon through the General Assembly or its defined representative.

§ 6 Bodies of the association

The Free Software Foundation Europe forms a European federation. Organs of the FSFE are:

1. the General Assembly;
2. the President;
3. the Vice-President;
4. the Financial Officer;
5. the Executive Director;
6. the Executive Council.

§ 7 The General Assembly

- (1) In the General Assembly, each member that is a natural person, has a voice. For the practice of the right to vote another member can be authorized by written message to the President. The authorisation is to be given for each General Assembly separately. A member cannot practise the right to vote for more than one third of all members.
- (2) The General Assembly has exclusive jurisdiction for the following affairs:

1. Budgeting;
 2. Defining the discretionary limit for executive financial decisions by the Executive Director;
 3. Agenda-setting and determination of priorities for the President, Vice-President and Executive Director;
 4. Review the annual report of the President, Vice-President, Executive Director, and Financial Officer;
 5. Exoneration of the organs;
 6. Choice and recall of the President, the Vice-President, the Financial Officer, and the Executive Director.
- (3) Members of the General Assembly are liable to protect the confidential and sensitive information of the FSFE. This obligation survives the termination of membership.
- (4) Members of the General Assembly are not liable vis-a-vis the association for unintentional oversight.

§ 8 The convening of the General Assembly

- (1) The orderly General Assembly is to take place at least once per calendar year. It is called up in writing by the President under adherence to one period of six weeks under indication of the agenda. The period begins with the day following the sending of the invitation letter. The invitation letter is to be considered delivered to the member, if it is addressed to the last address or e-mail address given by the member in writing. With written agreement of three quarters of the members, the invitation period can be shortened to three weeks.
- (2) The agenda is determined by the President. Each member can request a supplement of the agenda in writing to the President until at the latest one week before a General Assembly. The President has to announce the supplement at the beginning of the General Assembly. About applications for supplement of the agenda, which are made at the General Assembly, are decided by the General Assembly.

§ 9 The extraordinary General Assembly

The President can call up an extraordinary General Assembly at any time. It must be called up, if at least a quarter of all members require it in writing under indication of the purpose and

reasons to the President. To the extraordinary meeting of the members the § 7, § 8 and § 10 apply accordingly.

§ 10 Adoption of resolutions of the General Assembly

- (1) The General Assembly is led by the President, at his indispensability by the Vice-President and at the indispensability of the latter by the Financial Officer.
- (2) The type of election is determined by the assembly director. The election must be carried out in writing, if a third of the members present in person with the election requests this.
- (3) The General Assembly is not public.
- (4) The General Assembly is resolutionable, if it was duly called up and at least one third of all members is present or represented by members present. In the case of decision inability, the President is obliged to call up a second General Assembly with the same agenda within four weeks; this General Assembly will resolutionable without consideration of the members present. This is to be referred to in the invitation.
- (5) Unless stated otherwise in the statute, the General Assembly passes decisions with simple majority of the delivered valid votes; abstentions are therefore left out of the consideration. Changes of the statute require a majority of three quarters of the delivered valid votes; abstentions are not counted. Dissolution of the FSFE requires four fifths of the delivered valid votes. Changing the purpose of the FSFE can be decided with the majority of four fifth of the delivered valid votes.
- (6) In the case of elections it is elected who received more than half of the delivered valid votes. If nobody received more than half of the delivered valid votes, a ballot takes place between the candidates who received most votes. The person who receives the most votes in this ballot is elected. In the case of equal number of votes once a new choice is necessary; if the mood equality continues to exist, the lot decides.
- (7) Over decisions of the General Assembly, a protocol is to be led, that is to be signed by the recording clerk and the assembly director. It is to contain the following ascertainments: Place and time of the assembly, the person of the assembly director and the recording clerk, the number of members present, the agenda, the individual election results and the type of the election. For amendments of the statute the exact wording is to be given.

§ 11 The President

- (1) The President is elected by the General Assembly of the members for the duration of two years, from the election on. Beyond these two years the President continues to be in office up to the election of a new President.
- (2) Electable are only members of the FSFE. With the end of membership in the association, the office of the President also ends.
- (3) If the President resigns prematurely or otherwise becomes permanently indispensable, the Vice-President automatically succeeds as the new President up to the election of a new President within the regular term.
- (4) The President is responsible for all affairs the FSFE, as far as they are not transferred to another organ of the FSFE by statute. The President has in particular the following tasks:
 1. Coordination of the substantial and political decision finding of the General Assembly;
 2. Convening and preparation of the General Assembly of the members as well as list the agenda;
 3. Creation of the annual report;
 4. Adoption of resolutions over the admission and the exclusion of members;
 5. Support and control of the national associations;
 6. External representation of the organisation;
 7. Legally responsible representative of the association according to § 26 Par. 2 S. 1 BGB.
 8. The cooperation with the Vice-President.
 9. The supervision of the Executive Director in his executive implementation of the priorities and strategies defined by the General Assembly.
- (5) The President is not liable vis-a-vis the association for unintentional oversight.

§ 12 The Vice-President

- (1) The Vice-President supports and advises the President in all tasks.
- (2) The Vice-President represents the President in the following cases:

1. Departure of the President;
 2. Passing indispensability of the President;
 3. Written delegation of tasks by the President.
- (3) The President is indispensable if he communicates this in written form to the Vice-President. The Vice-President takes care of all matters as long and to the extent they were transferred to him in writing by the President. The President is considered indispensable if he is not attainable or cannot exercise his office more than seven days because of illness.
- (4) The Vice-President is elected by the General Assembly for the duration of two years, from the election on. Beyond these two years the Vice-President continues to be in office up to the election of a new Vice-President.
- (5) Only members of the FSFE can be elected for Vice-President. With the end of membership in the association, the office of the Vice-President also ends.
- (6) If the Vice-President resigns prematurely or otherwise becomes permanently indispensable, the President can appoint a successor for the remaining term of office.
- (7) The Vice-President is not liable vis-a-vis the association for unintentional oversight.

§ 13 The Financial Officer

- (1) The Financial Officer acts as the financial supervisor on behalf of FSFE's General Assembly. He monitors the financial management and decisions by the Executive Director and reports to the General Assembly.
- (2) The Financial Officer is responsible to advise the Executive Council in the event of changes to the budget between convenings of the General Assembly.
- (3) The Financial Officer in particular must pay attention that
1. the association is selfless in its activities; it does not primarily pursue its own economic purposes,
 2. the funds of the association may only be used for the purposes set out in the statutes and the members shall not receive any benefits from the funds of the association,

3. no person is favoured by expenses which are outside of the purpose of the association, or by disproportionately high remunerations,
 4. funds of the FSFE may only be used for other tax-privileged organisations, and only to a certain extent, if these organisations use the funds for statutory purposes.
 5. administrative costs, which are alien to the purpose of the FSFE may not be granted. Same applies to disproportionately high payments.
- (4) The Financial Officer is elected by the General Assembly for the duration of two years, from election on. Beyond those two years he remains in office up to the election of the new Financial Officer.
- (5) Only members of the FSFE can be selected for Financial Officer. With the end of membership in the association, the office of the Financial Officer also ends.
- (6) If the Financial Officer resigns prematurely or otherwise becomes permanently indispensable, the President can select a successor for the remaining term of office.
- (7) The Financial Officer is not liable vis-a-vis the association for unintentional oversight.

§ 14 The Executive Director

- (1) The Executive Director coordinates the day-to-day activities of the association according to the budgets and priorities set by the General Assembly and in coordination with the President and Vice-President of the association.
- (2) The Executive Director will be appointed by the General Assembly on the basis of a written contract which is to be signed by the President on behalf of the association.
- (3) The Executive Director remains in office until the contract ends or is terminated by the General Assembly or the President acting on its behalf.
- (4) The Executive Director should not be a member of the association, but joining or leaving the association has no effect on the position of Executive Director.
- (5) If the Executive Director quits prematurely or otherwise becomes permanently indispensable, the President can select a successor.
- (6) The Executive Director is responsible for administrative management of the organisation, including

1. coordination and supervision of the employees;
 2. representation of the organisation on contractual matters;
 3. representation of the organisation towards financial institutions;
 4. representation of the organisation on matters of taxation;
 5. coordination of the FSFE administrative office;
 6. coordination of the Executive Council of FSFE;
 7. coordination of the Executive Team of FSFE, consisting of employees and volunteers;
 8. creating the annual executive report for the annual General Assembly.
- (7) The Executive Director leads the finances according to the budget and priorities determined by the General Assembly. The budgeting and priorities must give that
1. possible profits are used only for the statutory purposes and that the FSFE is working selflessly.
 2. no member may get shares of the profits or other allowances from the means of the FSFE or its local associations. This also applies to separating members.
 3. funds of the FSFE can only partially be used for other tax-exempt charitable organizations and only if these organizations use them for constitutional goals.
 4. administrative costs, which are alien to the purpose of the FSFE may not be granted. Same applies to disproportionately high payments.
- (8) Changes to the budgeting by the Executive Director between convenings of the General Assembly require approval by the Executive Council.
- (9) Expenses for which the total expense exceeds the discretionary limit defined by the General Assembly in its budgeting cannot be authorised by the Executive Director and require approval of the Executive Council.
- (10) The Executive Director is not liable vis-a-vis the association for unintentional oversight.
- (11) For important reasons or if the bond of trust with the Executive Director is broken, the Executive Director can be suspended of all rights and obligations by decision of the President. The decision of the President is to be justified in writing and sent to the Executive Director. The Executive Director can appeal the decision at the General Assembly of the members. The appeal must be lodged within two weeks after communication

of the decision at the President. The President has to call in a General Assembly within three months of punctual insertion of the appeal, which can support the decision of the President with a single majority. Until the final decision the Executive Director remains suspended of all obligations and all rights.

§ 15 The Executive Council

The Executive Council of the FSFE consists of the Executive Director, the President and Vice-President.

- (1) The Executive Council is coordinated by the Executive Director.
- (2) The Executive Council is resolutionable, if at least two members are present in person, among them the President. Decisions are passed by single majority of votes.
- (3) The Executive Council is responsible for
 1. approval of expenses for which the total expense exceeds the discretionary limit for the Executive Director, as defined by the General Assembly in its budgeting;
 2. advising the Executive Director on the implementation of the priorities and strategic guidelines established by the General Assembly;
 3. approval of changes to the budgeting between convenings of the General Assembly after consultation with the Financial Officer.
 4. approval of the constitutions of the national associations and revocation of the right for the national associations to use the name „FSFE“.
- (4) Members of the Executive Council are not liable vis-a-vis the association for unintentional oversight.

§ 16 Dissolution of the association

- (1) The dissolution of the FSFE can only be decided in a General Assembly by the majority in accordance to § 10.
- (2) If the General Assembly decides nothing else, the President is the liquidator entitled to act as substitute.
- (3) After liquidation of the Association or lapse of its tax-privileged purposes, available funds go to the Foundation "The Document Foundation" (Berlin St.-No. 27/641/01975) or, in the event of its ceasing to exist, to "Transparency International Deutschland e.V." (Berlin St.-No. 27/678/53744) either of which has to use it directly and exclusively for charitable, benevolent or church purposes.
- (4) The preceding regulations apply accordingly, if the FSFE is dissolved for another reason or loses its legal capacity.

§ 17 Written form

Writing form is fulfilled if one of the following conditions is met:

1. handwritten signed paper document;
2. E-mail signed with a key that is sufficiently state of the art. The association decides what is to be regarded as state of the art and the key must be certified by the association.

§ 18 Place of jurisdiction

Place of jurisdiction for all rights and duties resulting from this statute is Hamburg, Germany.