

STATUTES OF THE HUBZILLA ASSOCIATION

NAME AND REGISTERED OFFICE

An association exists under the name Hubzilla Association, which is subject to the present statutes and the regulations in Art. 60 ff. ZGB (Swiss Civil Code).

The registered office of the association is in Kanonengasse 37, CH-4051 Basel.

PURPOSE

The purpose of the association is:

1. Organisation of the development and maintenance tasks of
 1. core source code of the Hubzilla software.
 2. Support services (forums, wikis etc.) for users and admins of the software Hubzilla
 3. Websites of the software Hubzilla.
2. Administration of domain, web server and mail server of the association
3. Regulation and control of the financing of the association's expenses incl. application for funding from authorities and foundations.
4. Support of developers of official addons, modules, widgets, themes, and other components of the Hubzilla software.
5. Support of approved forks of the Hubzilla software.

The association is politically and denominationally neutral.

A change of the association's purpose needs an unanimous Vote by the Board of Directors. It must be ratified by the Assembly by a 2/3 vote.

MEMBERS

Members of the Association may be natural and legal persons as well as partnerships who recognise and promote the purpose of the Association.

The Executive Committee decides on the admission of members after a written application for membership has been submitted. The decision of the Executive Committee is final. No reasons need to be given for a negative decision.

MEMBERSHIP FEE

The membership fee shall be determined annually by the General Assembly of the Association. It shall not exceed € 24 per year.

Members shall pay the pro rata membership fee for the calendar year in which they are admitted or their membership expires.

TERMINATION OF MEMBERSHIP

Grounds for lapse

Membership shall lapse by

1. Resignation;
2. Expulsion;
3. death in the case of natural persons or loss of legal capacity in the case of legal persons.

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Resignation may be declared in writing to the Executive Board with a notice period of 2 months to the end of the calendar year.

Expulsion

The Executive Committee may exclude a member from the Association without giving reasons. The exclusion shall only take place after hearing the member and shall be declared to him/her in writing. The exclusion shall be effective immediately.

The exclusion is final. There shall be no right of appeal to the General Assembly of the Association.

Death in the case of natural persons or loss of legal capacity in the case of legal persons

Membership is neither hereditary nor transferable by legal transaction.

ORGANISATION OF THE ASSOCIATION

Organs

The organs of the Association are:

1. the General Assembly of the Association;
2. the Board of Directors;
3. the Auditors.

Association Assembly

The supreme body of the Association shall be the General Assembly. It has the following powers:

1. Approval of the minutes of the last general meeting;
2. Acceptance of the annual report, the annual accounts, the annual budget and the report of the auditors;
3. Discharge of the Board and the Auditors;
4. Determination of the membership fees and the annual budget;
5. Election and dismissal of the Board of Directors and the Auditors;
6. To deal with motions of the Executive Committee and the members;
7. Amendment of the Statutes;
8. Dissolution of the Association;
9. Passing resolutions on matters which are reserved to the General Meeting of the Association by law or by the Articles of Association.
10. Adopting guidelines, rules, procedures, and proscribed penalties regarding and surrounding expulsions, suspensions, and warnings.

The ordinary general meeting of the Association shall be held online within the first 5 months of a calendar year. The invitation shall be made at least 20 days in advance via the Hubzilla software or by e-mail by the Board and shall contain the agenda, the motions of the Board as well as the annual report, the annual accounts and the report of the auditors. Motions from members for the attention of the Association Assembly shall be submitted in writing to the Executive Committee by 31 January of a calendar year at the latest. The Executive Committee shall add to the agenda any motions received in due time.

An Extraordinary General Meeting of the Association shall be convened by resolution of the Board, by written request of at least 1/5 of the voting members or by request of the Auditors. The invitation shall be sent at least 10 days before the meeting.

The meeting shall be chaired by the President or, if the President is unable to do so, by the Vice-President of the Executive Committee or by another President elected by the meeting. The Chairman shall appoint a minute taker and 2 voting members to determine the results of votes and elections.

Minutes shall be kept of the resolutions of the Association meeting and shall be signed by the Chairman and the Recording Secretary. Members shall be entitled to inspect the minutes.

Voting and elections shall take place openly or, by decision of the Association Assembly, in writing.

Each member of the Association shall have one vote and may be represented by another member of the Association by written proxy.

The General Assembly of the Association shall pass its resolutions and carry out its elections by a simple majority of the members present, unless a mandatory provision of the law or the Articles of Association provide otherwise. In the event of a tie, the Chairman shall have the casting vote.

Executive Committee

The Executive Committee shall consist of 3 members. They shall be elected by the General Assembly of the Association for a term of 2 years. Re-election is permitted. A dismissal is possible at any time and without notice.

The President shall be elected by the General Assembly. In all other respects, the Executive Committee constitutes itself and determines the authority to sign. In principle, individual signatures shall apply. The Executive Board consists of the President, the Secretary and the Treasurer.

The Executive Committee is responsible for the management and representation of the Association. It may pass resolutions on all matters that are not assigned to the Association Assembly by law or the Articles of Association. These are in particular:

1. Management of the day-to-day business (including the administration of the domain, web server and mail server) and organisation of the Association;
2. Preparation and conduct of the meetings of the Association;
3. Admission and exclusion of members;
4. Keeping the accounts.

The Executive Board shall be convened at the request of the President or at the request of a member of the Executive Board. It shall constitute a quorum if all three members are present. The Board shall elect a Chairman, who will maintain order during the meetings. The meetings shall be minuted.

Each member of the Executive Committee shall have one vote. Resolutions shall be passed by a simple majority of those present. In the event of a tie, the President shall have the casting vote. The chief developer of Hubzilla's core source code has an honorary seat at board meetings.

Auditors

The General Assembly may elect one or more natural persons or legal entities, who need not be members of the Association, as Auditors for a term of one year. The term of office ends with the acceptance of the last annual accounts. Re-election is permitted. A dismissal is possible at any time and without notice.

The financial year shall coincide with the calendar year. The first business year lasts from the date of foundation until the end of the current calendar year. The annual accounts shall be closed and an inventory shall be drawn up as at 31 December. The annual accounts shall be audited by the Auditors.

The Auditors shall submit a written report on the audit of the annual accounts to the Annual General Meeting and shall propose that the Treasurer and the Executive Committee be discharged or refused discharge.

ASSOCIATION ASSETS, LIABILITY AND OBLIGATION TO MAKE ADDITIONAL CONTRIBUTIONS

The assets of the Association shall consist of membership fees, surpluses from the operating accounts, sponsorship contributions, any donations, contributions to events and bequests.

The Association's assets shall be exclusively liable for the Association's liabilities. Any personal liability and obligation to make additional contributions on the part of the members of the Association shall be excluded.

AMENDMENTS TO THE STATUTES AND DISSOLUTION

Amendments to the Statutes and the dissolution of the Association require the presence of at least two thirds of all members and an absolute majority of the votes cast.

If one of the quorums is not reached, a second meeting of the Association with the same agenda items shall be convened within 6 weeks. This meeting shall constitute a quorum irrespective of the number of members present. In the event of dissolution, the General Assembly shall decide on the use of the liquidation proceeds.

ENTRY INTO FORCE OF THE STATUTES

These Statutes were approved at the Founders' Meeting of 29th of November 2023 and shall enter into force immediately.

Signed:



Scott M. Stolz

[Signature Founder President]

Date: 29 Nov 2023

Place: Texas



Emanuel Han

[Signature Recording Secretary]

Date: 29 Nov 2023

Place: Switzerland