



## Statutes of the Foundation





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## Preamble

The aim of the foundation is to promote and develop software for free use by everyone. The foundation promotes a sustainable, independent and meritocratic community for the international development of free and open source software based on open standards.

In particular, the Foundation will promote the dissemination of Free and Open Source Software through the further development of a mobile operating system with associated services and applications, which will be made available on various electronic mobile devices. The software will be made available to the public (including businesses and public authorities) free of charge and without restrictions, apart from restrictions that will ensure the freedom and openness of this software in the future.

## § 1 Name, legal form, seat and financial year

- 1.1 The foundation bears the name "UBports Foundation" and is a foundation under civil law with legal capacity.
- 1.2 It has its headquarters in Berlin.
- 1.3 The financial year shall be the calendar year.

## § 2 Original purpose of the Foundation

- 2.1 The purpose of the Foundation is to promote free software for mobile devices (hereinafter referred to as "free software").  
"FOSS") the funding:
  - a) of the national and vocational education and training;
  - b) science and research, especially in the field of computer science;
  - c) of civic engagement in favour of charitable causes.
- 2.2 The Foundation promotes a sustainable, independent and meritocratic community for the international development of FOSS based on open standards. FOSS may be used for any purpose, studied, adapted to one's own needs, disseminated and improved. Such standards are open if they:
  - a) subject to public assessment and use without barriers in a generally accessible manner;
  - b) do not contain any components or extensions that depend on formats or protocols that do not themselves meet the definition of an open standard;
  - c) are free from legal or technical conditions restricting their use;
  - d) be developed independently of any single provider in a process that is open to equal participation by all interested parties; and
  - e) are available in different full implementations from different providers or as a full implementation equally for all stakeholders.



The purpose of the Foundation shall be realised by the Foundation itself or by auxiliary persons, in particular, but not exclusively, by:

- a) Provision and making available to the public of software;
- b) Disseminate the philosophical and cultural ideals of FOSS;
- c) ideational and professional promotion of persons who develop, promote, distribute or otherwise contribute to the software or documentation therefor, including the establishment and operation of communication forums for mutual support and assistance;
- d) Informing, representing the interests of, advising and training users, government agencies, private organisations and the general public about the advantages, use and educational potential of the software, in particular through Seminars, workshops, idea conferences, but also by introducing and inspiring children and young people to and for free software (e.g. through Holiday camps to study the software with preparation of bug reports);
- e) Cooperation and coordination with other organisations that pursue at least partly the same non-profit objectives;
- f) Promoting national, European and international cooperation in the field of said software (e.g. through translation of software and documentation); and
- g) Promotion and implementation of research and development projects (e.g. through scientific monitoring of public procurement, investigation of legal provisions that hinder the use of free software or the co-development of open standards).

2.3 The Foundation may pursue its purposes at home and abroad.

2.4 The foundation does not have to pursue all purposes simultaneously and to the same extent. The foundation board shall decide which of the purposes shall be pursued with priority in each case.

2.5 The Foundation may also make financial or material resources available to other likewise tax-privileged corporations, institutions and foundations or to a suitable public authority if these bodies use the resources to achieve the Foundation's purpose in accordance with paragraphs 2.1 and 2.2 promote.

### **§ 3 Non-profit status**

3.1 The Foundation exclusively and directly pursues charitable purposes within the meaning of the section "Tax-privileged purposes" of the German Fiscal Code ("AO"), §51uf.

3.2 The Foundation acts altruistically within the meaning of § 55 AO. It does not primarily pursue its own economic purposes.

3.3 The Foundation's funds may only be used for the purposes set out in the Statutes.

3.4 The Foundation shall fulfil its tasks itself or through auxiliary persons within the meaning of section 57, paragraph 1, sentence 2 of the German Fiscal Code (AO), unless it acts by way of fundraising pursuant to section 58, no. 1 of the German Fiscal Code (AO) and the Foundation's funds permit this.

3.5 The Foundation may, to the extent that their purposes are compatible with those under § 2, maintain special-purpose enterprises for the realisation of the Foundation's purpose.



- 3.6 The Foundation may also act as trustee for dependent foundations (foundations without legal capacity).  
take over or administer other independent foundations with legal capacity.

## § 4 Foundation assets

- 4.1 The value of the assets donated to the foundation for the permanent and sustainable fulfilment of its purpose (foundation assets) shall be preserved undiminished. It results from the foundation business.
- 4.2 The assets of the Foundation shall be invested in a safe and profitable manner, taking into account ethical criteria. No more than one third of the foundation's assets may be actively invested in shares.
- 4.3 Reallocations of assets are permissible. Reallocation profits shall be allocated to a reallocation reserve which may be dissolved to compensate for reallocation losses, to increase the Foundation's assets or to be used for purposes in accordance with the Statutes.
- 4.4 The foundation's assets shall be increased by the contributions intended for this purpose (endowments).  
The Foundation may accept such endowments. It may also accept donations without a specific purpose on the basis of a disposition on account of death and free reserves. It may also accept donations within the meaning of § 62, paragraph 3 of the German Fiscal Code (AO) to the assets of the foundation.

## § 5 Use of the income from assets and donations

- 5.1 The Foundation fulfils its tasks from the income of the Foundation's assets, from surpluses of the reallocation reserve and from donations that are not expressly intended to strengthen the assets of the foundation within the meaning of § 62 para. 3 AO.
- 5.2 The Foundation may allocate all or part of its funds to a reserve to the extent necessary to be able to fulfil its tax-privileged statutory purposes in a sustainable manner and insofar as concrete objectives and time plans exist for the use of the reserve and the tax-privileged status of the Foundation is not jeopardised thereby.
- 5.3 In order to maintain value, parts of the annual income may be allocated to a free reserve or to the Foundation's assets within the limits permitted by tax law to maintain substance and to compensate for inflation.
- 5.4 There is no legal entitlement to Foundation benefits, in particular not to admission as a member of the Board of Trustees, the Members' Committee or the Advisory Board.
- 5.5 No person may benefit from expenses that are alien to the purpose of the Foundation or from disproportionately high remuneration. This applies in particular to full-time employees of the Foundation.



## § 6 Organs of the Foundation

6.1 The organs of the Foundation are:

- a) the Board of Directors,
- b) the Board of Trustees and
- c) the Membership Committee.

In addition, an Advisory Board is established, which does not form a body of the Foundation. Similarly, Associate Members and Sponsors may be accepted by the Foundation without becoming part of a Foundation body.

6.2 The activity in the Foundation's bodies is honorary. Reasonable expenses incurred as a result of working for the Foundation may be reimbursed, provided that the Foundation's resources allow this and the fulfilment of the Foundation's purpose is not significantly impaired.

6.3 Only members of the Board of Trustees may become members of the Executive Board and the Members' Committee. Members of the Executive Board or substitute members of the Executive Board may not belong to the Members' Committee and vice versa. Members of the Advisory Board may not be members of the Members' Committee and vice versa.

6.4 The liability of the members of the governing bodies towards the Foundation shall be limited to intent and gross negligence. This limitation shall not apply to the board of directors from the time it becomes aware of a complaint or impeachment proceeding regarding measures planned by the board of directors, insofar as it implements such measures prior to the conclusion of the complaint or impeachment proceeding.

6.5 The members of the governing bodies are obliged to manage the Foundation conscientiously and economically.

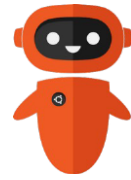
## § 7 Board of Directors

7.1 The Board of Directors consists of natural persons and has five or seven members. The Board elects a chairperson and a deputy chairperson from among its members.

7.2 The term of office of the Executive Board is two years, re-election is permitted. The Board shall be elected by the Members' Board of Trustees, with the election prepared and supervised by the Members' Committee. The election of the members of the Board of Directors and, if there is a sufficient number of candidates, of up to three substitute members shall be carried out by simultaneous individual voting, whereby the votes shall be cast by e-mail or via an equivalent and the

The election shall take place through a medium to be made available to members. An electoral system will be used which allows proportional representation of individual votes through preferential voting (Single Transferable Vote System), using the Meek-Method. The candidates with the highest preference shall be deemed elected to the Board until the designated number of Board members is reached. The other elected candidates shall act as substitute members for retiring Board members.

Each candidate shall stand only for himself/herself. The members of the Members' Board of Trustees shall be elected by the Member Committee at least 45 days before the election by email or equivalent medium to be made available to the Members. The



Application as a candidate is due by the end of one week.

possible before the election and to be sent to the Members' Committee by e-mail or by an equivalent medium to be made available to the members. Only members of the Members' Committee of Trustees who were members prior to the notice of election shall be eligible to vote.

- 7.3 In order to prevent undesirable influence by companies, no more than two members of the board of directors work for the same company or for the same group of companies.
- 7.4 The office of a member of the Board of Directors shall terminate (i) upon expiry of the term of office of the Board of Directors and the appointment of a successor, (ii) upon the death of the member, or (iii) upon resignation from office, which shall be permitted at any time. Retiring members of the Board of Directors shall be replaced by the substitute member with the next lowest preference. If the number of Executive Board members falls below five, in the case of a seven-member Executive Board below seven, and if no substitute member is available, the entire Executive Board shall be re-elected without delay. In this case, the previous Executive Board alone shall continue to perform the tasks of day-to-day administration that cannot be postponed until the new Executive Board takes office. Sentences 3 and 4 do not apply to the first Executive Board. If a member of the first Executive Board resigns, the remaining members shall form the Executive Board with all its powers. The remaining members of the Board shall consider whether an election can already be called or whether a new member can be appointed so that the Board has a quorum (§ 7 para. 1 sentence 1). The other members shall remain members of the Executive Board until the end of their term of office.
- 7.5 In deviation from the regulation on honorary office (§ 6 section 2 sentence 1), the executive board may be paid an annual appropriate remuneration of up to a maximum of 0.5% of the gross assets for work performed, if otherwise its proper staffing is jeopardised, provided that the Foundation's resources make this possible and the fulfilment of the Foundation's purpose is not significantly impaired. The details shall be regulated by a resolution of the Board of Directors, which shall be published without delay and shall become effective for the future at the earliest one month after publication.
- 7.6 The Executive Board shall adopt further rules of procedure, which shall be published. These rules may regulate the appointment and involvement of managing directors and other officers.
- 7.7 The first Executive Board, the Chairperson of the Executive Board and his or her deputy as well as the substitute members of the Executive Board, if any, are appointed in the foundation business. The term of office of the first Board of Directors shall be two years.

## § 8 Duties of the Executive Board

- 8.1 The Board of Directors decides on its own responsibility in all fundamental matters in accordance with the Statutes and conducts the day-to-day business of the Foundation. The Board of Directors has the position of a legal representative and represents the Foundation in and out of court. The Foundation shall be represented by two members of the Board, one of whom must be the Chairperson or the Deputy Chairperson. In this way, individual power of attorney may be granted for certain transactions. In the internal relationship, the deputy chairperson is only required to act if the chairperson is prevented from doing so.
- 8.2 Within the framework of the Foundation Act and these Foundation Statutes, the Board of Directors shall fulfil the will of the founder as effectively as possible as laid down in the foundation deed. Its duties are in particular: the administration of the foundation's assets, the use of the



Foundation funds, the preparation of a budget, the proper keeping of accounts and collection of vouchers, the preparation of the annual accounts and the activity report. It shall ensure that all facilities of the activities supported by the Foundation are provided in a satisfactory manner.





8.3 The Board of Directors shall ensure through an explicit publication in a commonly used medium public knowledge about:

- a) any amendment to the Constitution or the operation of the Members' Board of Trustees or Members' Committee, failing which the amendment shall be of no effect;
- b) the composition of the Board of Directors including its substitute members, the Members' Board of Trustees, the Members' Committee and its Chairman, the Advisory Board and any other permanently established bodies;
- c) the procedures, discussions and decisions of the Foundation, its committees, the Board of Directors and any Executive Directors, including the minutes of meetings. In exceptional cases, these may be kept confidential if the matter requires it. The resulting decisions must be made transparent in a timely manner; confidentiality ends after the need for confidentiality has ceased;
- d) conflicts of interest lasting more than one month; and
- e) the decision on how to deal with a complaint.

8.4 The Board further prevents possible conflicts of interest within the Foundation. It shall therefore ensure that no more than one third of the members of the Board, the Members' Committee and the Advisory Board work as employees for the same company, organisation or unit or one of its subsidiaries. He may expel one member at a time from the body each month until the conflict of interest is removed or a new election to the body is initiated. He may exclude from a body the necessary number of members to eliminate the conflict of interest or replace them with suitable persons.

## § 9 Resolutions of the Executive Board

9.1 Resolutions of the Board of Directors shall be passed at meetings, by telephone, in writing (also by circulation), unless the Articles of Association provide otherwise. The written form applies

The voting right shall also be deemed to have been observed by telex, telefax, e-mail or other documentable transmission of votes in electronic form. The Executive Committee shall be convened by the Chairperson or his/her deputy as required, but at least once a year, stating the agenda and giving two weeks' notice.

Meetings shall also be convened if requested by at least three members of the Board.

9.2 A member of the Executive Board may be represented at the meeting by another member of the Executive Board or substitute member if these Statutes do not require personal attendance. No Board member or substitute member may represent more than one other Board member.

9.3 The Executive Board shall constitute a quorum if, after due summons, at least half of the members, among them the Chairperson or his/her deputy, are present or represented, unless the Statutes provide otherwise. Errors in the summons shall be deemed to have been remedied if all members are present and no one objects. If a member who has been inadequately summoned is not present, the defective summons may be remedied by subsequent approval of the resolutions by the member concerned. A vote by telephone or in writing must also be attended by at least half of all members of the Executive Board.



- 9.4 The Board of Directors shall make its decisions by a simple majority of the members present, represented or members participating in the vote conducted by telephone or in writing, provided that the Articles of Association do not provide otherwise. In the event of a tie, the vote of the Chairperson, alternatively of his deputy shall be the deciding factor.
- 9.5 Minutes of the meetings shall be taken and signed by the minute taker and confirmed by the chairman of the meeting. They shall be brought to the attention of all members of the Executive Committee and the Members' Committee.
- 9.6 A member of the Executive Board shall not be entitled to vote if the resolution concerns the following matters:
- a) the conclusion of a legal transaction with himself;
  - b) the initiation or settlement of a legal dispute between himself/herself and the Foundation;  
or
  - c) Contributions from the Foundation's funds to the Board member or to a legal entity in which the Board member holds a position on the Board or another body.

## § 10 Members Board of Trustees

- 10.1 Membership of the Members' Board of Trustees shall be open to anyone worldwide free of charge. The Members' Board of Trustees shall be composed of natural persons who (i) are members of another governing body or (ii) cumulatively fulfil the requirements set out in points (a) to (d) below.
- a) have demonstrably devoted time and intellectual effort to the purposes of the Foundation for more than three months,
  - b) have made non-trivial or obviously minor contributions that can be substantiated in the arbitrary assessment of the Members' Committee or confirmed by members of the Members' Board of Trustees. In a non-exhaustive list, these include, but are not limited to:
    - Programming;
    - Translation;
    - Creation or revision of documentation;
    - Creation or revision of marketing material (including graphics);
    - Review, analysis and verification of bug reports;
    - Market research and exploration of user behaviour and desires;
    - Representation of one of the Foundation's projects in public, the press or e.g. trade fairs;
    - Maintenance and operation of the Foundation's computer infrastructure;
    - Performing other administrative tasks in the Foundation.



- c) They have also applied to the Members' Committee to become a member of the Members' Board of Trustees; and
- d) have expressed their intention to actively participate in the fulfilment of the Foundation's objectives for at least six months.

Each Member shall treat other Members and end-users with courtesy, forbearance, objectivity, open-mindedness, kindness, understanding and goodwill.

- 10.2 Members of the Members' Board of Trustees shall be appointed for one year with effect from the beginning of the quarter following the decision of the Members' Committee and as such shall have the same status and rights. Membership of the Members' Board of Trustees shall end with the expiry of the term of office as well as by exclusion, by death and by resignation, which is permissible at any time. The Members' Committee shall decide on admission to the Members' Board of Trustees. There is no legal entitlement to a decision within a certain period of time, but a decision shall be taken within one quarter. The Members' Committee shall also decide, after hearing, on exclusion from the Members' Committee on the grounds of conduct detrimental to the Statutes at the request of the Executive Committee or a member of the Members' Committee.
- 10.3 Details of admission and expulsion from the Board of Trustees shall be governed by a Community Charter issued by the Board. Their amendment can only be decided by the Board of Directors and requires an affirmative vote by the members of the Board of Trustees before it comes into force.
- 10.4 The members of the first Member Board of Trustees shall be determined by the Foundation's Articles of Association. The term of office of the first Member Board of Trustees shall be two years.

## **§ 11 Tasks and decision-making of the Board of Trustees**

- 11.1 The Board of Trustees elects the Executive Committee and the Members' Committee. It may vote on any matter requested by the Board. Members of the Board of Trustees may lodge a complaint against the Board with the Members' Committee and request impeachment, subject to the relevant regulations.
- 11.2 The Members' Board of Trustees shall take its decisions by simple majority and shall constitute a quorum irrespective of the number of Members present or taking part in the vote, unless the Statutes provide otherwise. The election or vote shall take place by e-mail or by an equivalent medium to be made available to the members.

takes place. Voting shall be conducted using an electoral system that allows for proportional representation of individual votes through preferential voting (Single Transferable Vote System), using the Meek method. Members of the Board of Trustees are subject only to their conscience in voting and elections. Third parties may not dictate their voting behaviour; proven violations may lead to expulsion from the Members' Board of Trustees. All elections, but not simple votes, shall be prepared and supervised by the Members' Committee. Proof of the effective passing of resolutions by the Members' Committee shall be provided by a declaration by the respective Chairperson of the Members' Committee in accordance with Article 12, Paragraph 2, Sentence 4, which shall legitimise the decision externally. This shall also apply to the composition of the Members' Committee.



11.3 The complaint expresses a demand by members of the Members' Board of Trustees to an election or to

of an impending decision or decision taken by the Board of Directors which affects the Board of Directors, the Members' Committee or the Advisory Board. It must fully explain why a significant disagreement with the board and what exactly is required to resolve it.

Complaints must be submitted by at least 30% of the members of the Board of Trustees.

The notice of appeal must be signed by at least ten members (quorum).

The Members' Committee shall review the requirements of the complaint and the quorum within one year.

month and informs the complainants and the Executive Board of the result without delay. The Members' Committee shall inform the Executive Board of the contents immediately after receipt. The

Board of Directors

Within one month after the examination result has been established, the applicant may file the comply with the demands or refuse to do so. From receipt of the complaint by the Members' Committee up to

their remedy, or if the remedy is not complete until the conclusion of possible impeachment proceedings, the Board of Directors may not amend the Community Statutes; insofar as applies the regulation before filing the complaint.

11.4 Impeachment proceedings of the Executive Board shall only take place if the complaint has not been fully resolved. In this case, members of the Board of Trustees may demand a vote in the impeachment proceedings within one month with the aim of electing a new Board of Trustees, if this demand is supported by at least 30 % of the members.

of the Members' Board of Trustees and signed by at least ten members. The Executive Board must have the members of the Members' Board of Trustees vote on this as soon as the necessary quorum for this has been established by the Members' Committee. This must be done within one month, and the result of the examination must be made known to the Executive Committee and all members of the Members' Board of Trustees without delay. If the majority of all members of the Board of Trustees, not only the voting members, vote in favour of an immediate election of a new Executive Board, this shall be initiated immediately by the Members' Committee.

## § 12 Composition and Duties of the Members' Committee

12.1 The Members' Committee represents the Foundation in and out of court vis-à-vis the members of the Board. It initiates and supervises the election of the Board of Directors, decides on the method of voting (via e-mail or via an equivalent medium to be made available to the members) and receives the application of the candidates. It receives complaints against the Executive Board from the Members' Board of Trustees and initiates impeachment proceedings against the Executive Board if the conditions are met. The Members' Committee also decides on admission to and exclusion from the Members' Board of Trustees.

Minutes shall be taken of the decisions of the Members' Committee and signed by the minute taker and confirmed by the Chairperson of the Members' Committee. They shall be brought to the attention of all members of the Members' Committee and the Executive Committee.



12.2 The Members' Board of Trustees shall elect from among its members for the Duration of two years the Members' Committee, which shall consist of at least three persons and a maximum of 10 % of the members of the Members' Board of Trustees, but must always be composed of an odd number. The election shall be prepared and supervised by the Executive Committee; the Executive Committee shall decide on the method of voting (via e-mail or via an equivalent medium to be made available to the members) and shall receive the candidature of the candidates. Re-election shall be permitted. The Members' Committee shall elect a Chairperson from among its members. The election of the members of the Members' Committee and the substitute members shall be conducted in the same manner as the election of the Executive Committee. The candidates with the highest preference shall be deemed elected to the Members' Committee until the number of candidates previously determined by the Executive Committee has been reached.

including the substitute members of the Members' Committee has been reached. Resigning members of the Members' Committee shall be replaced by the respective substitute member with the next lowest preference. Each candidate shall stand only for himself/herself. The members of the Members' Board of Trustees shall be informed of the election by the Executive Committee at least 45 days before the election by e-mail or an equivalent medium to be made available to the members. Applications to stand as a candidate may be made up to one week before the election and shall be sent to the Executive Committee by e-mail or by an equivalent medium to be made available to the members. Only members of the Members' Board of Trustees who were already members before the announcement of the election are eligible to vote.

- 12.3 Membership of the Members' Committee shall terminate (i) upon expiry of the term of office of the Members' Committee and the appointment of a successor, (ii) by expulsion from the Members' Committee, (iii) by death of the member or (iv) by resignation from office, which shall be permitted at any time. In such cases, the remaining members shall form the Members' Committee. If the number of members falls below the minimum number, the members of the Members' Committee shall continue alone to perform the tasks that cannot be postponed until their successors take office. If the number of members of the Members' Committee falls below the minimum number, the Members' Committee shall immediately initiate a new election. A member of the Members' Committee may be dismissed by the Members' Board of Trustees at any time for good cause after hearing the Executive Committee and the member. The decision shall require a majority of all members of the Members' Committee not just the voting members. The member concerned shall be excluded from voting in such a ballot.
- 12.4 In deviation from the regulation on honorary office (Article 6, Paragraph 2, Sentence 1), the members of the Members' Committee may be paid an annual remuneration of up to 0.5 % of the gross assets for work performed, if otherwise its proper staffing is jeopardised, provided that the Foundation's resources allow this and the fulfilment of the Foundation's purpose is not significantly impaired. The details shall be regulated by a resolution of the Board of Directors, which shall be published without delay and shall become effective for the future at the earliest one month after publication.
- 12.5 Details of admission to and exclusion from the Members' Committee shall be governed by a Community Charter issued by the Executive Committee. Their amendment can only be made by the Board of Directors.  
be adopted and shall require the affirmative vote of the members of the Board of Trustees before becoming effective.
- 12.6 The members of the first Members' Committee and its chairperson shall result from the foundation business. The term of office of the first Members' Committee shall be two years.



## § 13 Advisory Board

- 13.1 The Advisory Board advises the Executive Board, provides it with assistance and submits proposals to it. The Executive Board shall consider the opinions of the Advisory Board, but is not bound by them. The Advisory Board and the Executive Board shall hold at least one joint meeting per year.
- 13.2 The Advisory Board shall be composed of representatives, designated by the Board, of organisations (companies, authorities, organised interest groups) that have made substantial contributions to the Foundation. Each of these organisations may send a representative to the Advisory Board in return for an annual contribution determined by the Board.



## § 14 Associate Members and Sponsors

- 14.1 Associate members are persons who wish to support the affairs of the Foundation but do not wish or are unable to become members of the Board of Trustees. Associate members do not form a body of the Foundation.
- 14.2 Sponsors are Associate Members who support the purposes of the Foundation mainly through donations in cash or in kind. If desired, the names of the sponsors will be published on the Foundation's website.
- 14.3 Sponsors and Associate Members may be natural persons, partnerships, legal entities and organisations. Each partnership, legal entity and organisation shall appoint a natural person as its representative, who shall be nominated to the Board.
- 14.4 With the exception of the rights mentioned in Article 14 paragraph 2 sentence 2 of these Statutes, associate members shall have no rights and obligations, in particular associate members shall have no voting rights.
- 14.5 The Membership Committee shall decide on admission as an Associate Member on the basis of an application for admission. Associate Members shall be appointed for one year with effect from the beginning of the quarter following the decision of the Members' Committee. There is no legal entitlement to a decision within a certain period of time, but a decision shall be taken within one quarter. The position as Associate Member shall end with the expiry of the term of office as well as by death (in the case of natural persons) or by termination (in the case of partnerships, legal persons and organisations) and by resignation, which is permissible at any time.

## § 15 Simple Amendments to the Statutes

- 15.1 The Board of Directors may adopt amendments to the Articles of Association if they do not affect the purpose of the Foundation and do not substantially change the original design of the Foundation or the facilitate the fulfilment of the Foundation's purpose.
- 15.2 Resolutions on amendments to the articles of association shall only become effective after approval by the foundation supervisory authority. They shall be notified to the competent financial authority together with a statement.

## § 16 Extension of Purpose, Change of Purpose, Merger, Dissolution, Conversion and Other Amendments to the Articles of Association

- 16.1 The foundation bodies may under no circumstances change the original foundation purpose of these Articles of Association as described in § 2.
- 16.2 The organs of the foundation may give the foundation a further purpose which is related to the original purpose and the permanent and sustainable realisation of which appears to be ensured without influencing and hindering the original purpose, if the assets or the income of the foundation are only partly needed for the realisation of the purpose of the foundation.
- 16.3 A merger, dissolution and conversion can only take place in accordance with the statutory provisions.





16.4 Resolutions on amendments to the Articles of Association other than those referred to in § 15 paragraph 1 and those pursuant to § 16 paras. 2 and 3 may only be held at a meeting in the personal presence of the entire

Board of Directors. The resolution requires the unanimous consent of all members of the

Board as well as by a simple majority of all members of the Board of Trustees, not only the voting members. The status of equality of the members of the Members' Board of Trustees may

not be changed. § 15 para. 2 shall be observed.

## § 17 Accumulation of assets

17.1 In the event of the dissolution of the Foundation, no one shall be entitled to a refund of any donations he or she has made to the Foundation.

17.2 In the event of the dissolution of the Foundation or the discontinuation of tax-privileged purposes, the assets of the Foundation shall pass to the Free Software Foundation Europe e.V., and in the event of its discontinuation, to the KDE e.V., which shall use them directly and exclusively for popular and professional education through the use of free software as defined in the statutes of this Foundation.

## § 18 Foundation supervision

18.1 The Foundation is subject to the state supervision of Berlin in accordance with the provisions of the Berlin Foundation Law.

18.2 The foundation supervisory authority is the Senate Administration for Justice and Consumer Protection in Berlin.

18.3 The foundation supervisory authority is to be informed about the affairs of the foundation at any time upon request within the framework of the legal obligations. Pursuant to § 8 StiftG Bln, the members of the Board of Directors are obliged to inform the supervisory authority of

a) immediately notify the respective composition of the organs of the Foundation, including the distribution of offices within the organs, provide evidence (election records, appointment certificates, declarations of acceptance or resignation or other documentary evidence) and notify the address of the Foundation and the residential addresses of the members of the representative body;

b) submit the annual report prepared in accordance with § 8 section 2; this shall be done within four months after the end of the business year; the resolution of the board of directors shall be enclosed.

18.4 Resolutions on amendments to the Articles of Association, the dissolution of the Foundation or its merger with another foundation require the approval of the supervisory authority. The approval shall be granted by the

§ 8.1 to apply to the supervisory authority.