

## **Statutes – Joomla Event Manager Software Association (JEMSA)**

### **Article 1 – Name and registered office**

1. The name of the Association is Joomla Event Manager Software Association (JEMSA), hereinafter referred to as the Association.
2. The Association has its registered office in Amsterdam.
3. The Association has limited legal capacity.

### **Article 2 – Founding and duration**

1. The Association is founded on 15<sup>th</sup> of August 2017.
2. The Association has been established for an indefinite period of time.
3. The financial year runs, jointly with the Associations year from 1<sup>st</sup> of Januari until 31<sup>st</sup> of December.

### **Article 3 – Objectives and means**

1. The objective of the Association is
  - a. facilitating the 'community' of developers and users of the Joomla Event Manager (JEM) webapplication;
  - b. to stimulate and assure the continuous development of JEM;
  - c. to promote the use of free and open source software in general, and JEM in particular;
  - d. to acquire, establish, divest, act as owner/beneficiary of domain names and word- and image marks, and
  - e. to carry out anything related to the foregoing in the broadest sense of the term
2. The Association aims to achieve this goal by acquiring funds through accepting donations and acquiring other forms of revenues from commercial exposure on websites hosted on domains provided by the Association.
3. The Association is not allowed to share profit under its members.

### **Article 4 - Membership**

1. Members are persons who have applied for membership and which membership has been acknowledged by the Board.
2. The minimum number of members is three, there is no maximum to the number of members.
3. Membership can be attained by those who contribute or have contributed to the community of JEM developers and users. This can be a personal contribution (like source code, website development, graphics design, administrative tasks, translations) or a financial contribution (donation). The General Assembly decided if there is a minimum to donations and who is admitted as a member, based on personal contribution.
4. The membership is personal and cannot be transferred, nor obtained by succession.

### **Article 5 – Termination of membership**

1. Membership terminates by:
  - a. the death of the member;
  - b. resignation of the member;
  - c. termination by the Association;
  - d. cancellation by the Association (dismissal).
2. A member can resign from membership by the end of the financial year, taking into account a resignation notice of four weeks minimum. In case a resignation has not been timely filed the membership will continue towards the end of the next Association year.
3. A member can resign from its membership immediately:
  - a. if there are conditions by which continuation cannot reasonably be demanded from the member;

- b. within a month after a member has been given notice on a decision to convert the Association into another type of legal entity or to merge with another legal entity;
4. The Association can terminate the membership:
  - a. if a member has ceased to meet the conditions that at that moment are required by the statutes of the Association;
  - b. if there are conditions by which continuation cannot reasonably be demanded from the member;
5. Termination by the Association is effected through the Board. Cancellation (dismissal) by the Association is effected through the Board. Immediate removal from membership can only be effected if a member violates the statutes and/or by-laws or decisions by the Association, or if the member damages the Association's interest in an unreasonable manner.

Such removal is decided on by the Board, giving notice of such as soon as possible including the reasons. The member affected by such decision, may appeal to the General Assembly. During the term of appeal and failing a decision on the appeal, the member remains suspended. A suspended member has no right to vote.

#### **Article 7 – The Board**

1. The Board of the Association shall at least consist of three members, who appoint from among themselves a chairman, secretary and treasurer. A Board member can be appointed to more than one of the functions aforementioned.
2. The Board members shall be appointed by the General Assembly and shall be members of the Association.

#### **Article 8 – Assignment and resignation of Board members**

1. The term of any appointed Board member amounts three years, where a year is defined as the period between two consecutive annual General Assemblies. Appointed members resign according to a roster to be maintained by the Board. A resigning Board member may be re-appointed immediately. The Board member that has been assigned to replace a Board member in an intermediate term takes the place of its predecessor in the roster.
2. Board members can be suspended or dismissed by the General Assembly at any time, stating the reasons for this, and provided this is supported by a two third majority vote, blanks and abstentions not taken into account.

A suspension automatically terminates when the General Assembly has not decided upon a dismissal within three months.
3. The Board membership also ends:
  - a. if the Board member's membership of the Association ends;
  - b. by resignation of the Board member.

#### **Article 9 – Duties and mandate of the Board**

1. The Board manages the Association.
2. The Board represents the Association.
3. A decision to enter an agreement regarding goods or services, either concerning the acquisition, divestment or bail thereof, as well as a decision to enter an agreement by which the Association is committing itself as bail, obligor either directly or indirectly, is only allowed after prior agreement of the General Assembly. Prior agreement of the General Assembly is not needed if the Assembly has given a financial mandate to the Board on beforehand, and this mandate is will not be exceeded with the proposed acquisition or obligation.
4. In case the number of Board members has dropped below the minimum of three, the Board keeps all of its assigned authorities. In such cases, the Board shall convoke a meeting of the General Assembly as soon as possible, with the vacancy(ies) being on the agenda

#### **Article 11 – General Assembly**

1. The General Assembly is the highest formal body in the organization and holds all authorities that are not appointed to the Board by law or by these statutes.
2. The General Assembly is chaired by the chair of the Board. If the chair is not present, one of the other Board members, appointed as such by the General Assembly, will chair.  
If none of the Board members are present, the General Assembly decides on the chair
3. The General Assembly will be held annually, taking place within 6 months after the end of the financial year.  
On the agenda of the yearly General Assembly the following items will be listed :
  - financial statement of the year ended
  - budget for the forthcoming financial year
  - discharge of the Board
  - composition of the Board for the forthcoming year
  - financial mandate of the Board
4. Other General Assembly meetings will be convoked by the Board as often as it judges this necessary or as is required by law. The convocation of the General Assembly shall be addressed in writing to all members having voting rights with at least 15 days notice. The convocation shall include the agenda.

#### **Article 12 – Access and decision making process**

1. The General Assembly meetings shall be validly held by the use of any electronic means of communication, including IRC (Internet Relay Chat), VOIP, Video Conferencing, etc.
2. All members that have not been suspended are granted access to the General Assembly.
3. Every member, except a suspended member, has one vote at the General Assembly.
4. Each member can authorize another member to vote on behalf of the first mentioned member. A member can bring out three votes at most.
5. Provided the statutes or by-laws do not define otherwise, all decisions shall be taken by absolute majority of the votes expressed, excluding blank votes and/or abstentions. In the case of equal votes, the proposal will be regarded as voted down.

#### **Article 14**

1. The chairman – or by his absence the vice chairman – of the Board leads the General Assembly. If both the chairman and the vice chairman are absent, the Board will appoint a substitute. If a substitute has not been appointed, the General Assembly will decide on a chairman for the occasion.
2. Minutes are drawn up by the secretary. If the secretary is not present, the minutes will be drawn up by a person appointed by the chair of the meeting. Minutes shall be agreed by the subsequent General Assembly meeting.

#### **Article 15 – Modification of statutes**

1. Modification of the statutes is only possible by a decision of the General Assembly. The meeting shall explicitly state the proposal of modification on the agenda. The minimum notice for convocation of such a General Assembly meeting is 30 days..
2. Those who convoke a meeting of the General Assembly to modify the statutes must present a copy of such proposal for modification for preview at an appropriate place, from at least 5 days prior to the Assembly meeting until 1 day after the meeting.
3. A modification of the statutes requires a decision by two third majority vote by a meeting of the General Assembly where at least two thirds of the members is present or represented. When there is no two thirds of the members present or represented, a second meeting will be convoked within a period of 4 weeks in which a decision can be made with a two thirds majority of the votes, regardless of the number of members present.
4. The Board members shall ensure that any modification is registered with the Chamber of Commerce.

#### **Article 16 – Termination and settlement**

1. The disbandment of the Association requires a two third majority vote by a meeting of the General Assembly in an Assembly meeting where at least three quarter of the members is present or represented
2. With the convocation of the General Assembly meeting as described under 1, the announcement must state that the disbandment of the Assembly will be proposed at the forthcoming meeting. Notice of such a meeting shall be at least 30 days.
3. In the case of disbandment, the General Assembly shall decide upon the beneficiary of any financial balance, which shall be as much as possible be in accordance with the objectives of the Association.
4. The settlement shall be carried out by the Board.
5. After disbandment, the Association will continue to exist as long as this is necessary for the settlement. During the settlement, the articles of the statutes remain effective to the extent as turns out to be possible. All documents and announcements issued by the Association, shall have the phrase "in liquidatie" ('in liquidation') suffixed to its name.

#### **Article 17 – By-laws**

1. The General Assembly may establish or change one or more by-laws, by which matters are regulated which are not or not entirely covered by these statutes like membership, introduction, possible contributions and entry fees, duties and mandate of the Board, meetings, procedures to effectuate voting rights and all other subjects that the Assembly may require to regulate.
2. Establishing or changing the by-laws requires a two third majority vote by the General Assembly, blanks and abstentions not taken into account.

*Only the original Dutch source text of the statutes shall be legally valid and legally binding. An English translation of the present statutes shall be submitted to non-Dutch speaking members for information purposes only.*