

Statutes of the Association

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§ 1: Name, Seat and Field of Activity

1. The association bears the name "Sailmates - Förderverein für freie Software auf Mobilgeräten".
2. It has its headquarters in Vienna and extends its activities throughout the world.
3. The establishment of branch associations is not intended.

§ 2: Purpose

The non-profit association whose activities are not aimed at profit,

- aims to support and promote the development of free and open source operating systems for mobile platforms,
- distribute the created material free of charge,
- Create and maintain a sustainable infrastructure, such as server hosting, to support the development and dissemination of such materials,
- to make free and open-source mobile operating systems known,
- represent the common interests of its members.

§ 3: Means to achieve the purpose of the Association

1. The purpose of the Association shall be achieved by the non-material and material means specified in paragraphs 2 and 3.

2. The ideal means are

1. Organisation of and participation in conferences
2. Material, intellectual and financial contributions
3. Creation of websites, public material, newsletters and other publications
4. Implementation of cooperations with members, organisations and other institutions
5. Implementation of and participation in research projects
6. Holding of association meetings

3. The necessary material resources shall be raised through

1. Membership fees
2. Donations
3. Registration fees
4. Research funding
5. Income from events

§ 4: Types of membership

1. The members of the Association are divided into ordinary and extraordinary members.
2. Ordinary members are those who participate fully in the work of the Association. Extraordinary members are those who support the activities of the Association primarily by paying an increased membership fee. Legal entities may only be extraordinary members of the Association.

§ 5: Acquisition of membership

1. All natural persons who show interest in the development of free and open source operating systems for mobile platforms, as well as legal entities and partnerships with legal capacity can become members of the association.
2. The Executive Committee shall decide on the admission of ordinary and extraordinary members. Admission may be refused without giving reasons.
3. Until the formation of the Association, the provisional admission of ordinary and extraordinary members shall be effected by the founders of the Association or, in the case of an already appointed Board, by the latter. This membership shall become effective only upon the formation of the Association. If a board is not appointed until after the formation of the association, the (definitive) admission of ordinary and extraordinary members shall also be effected by the founders of the association until then.

§ 6: Termination of membership

1. Membership expires by death, in the case of legal entities and partnerships with legal capacity by loss of legal personality, by voluntary resignation or by exclusion.
2. Resignation can only take place on 31 December of the current year. The Executive Committee must be notified by mail at least one month in advance. If the notification is made late, it shall only be effective as of the next resignation date.
3. The Executive Committee may expel a member if he/she is three months in arrears with the payment of membership fees despite a written reminder. The obligation to pay the membership fees that have fallen due remains unaffected by this.
4. The expulsion of a member from the Association may also be ordered by the Executive Committee for gross violation of other membership obligations and for dishonourable conduct.

§ 7: Rights and duties of the members

1. Members are entitled to participate in all events of the Association and to use the facilities of the Association. Only full members have the right to vote in the General Assembly and the right to vote and stand for election.

2. Each member shall be entitled to request the Executive Board to hand over the Articles of Association.
3. At least one tenth of the members may request the Board to convene a General Assembly.
4. The members shall be informed by the Executive Committee at each General Assembly about the activities and financial management of the Association. If at least one tenth of the members so request, stating their reasons, the Executive Committee shall also provide such information to the members concerned within four weeks.
5. The members shall be informed by the Executive Board of the audited accounts (rendering of accounts). If this is done at the General Assembly, the auditors shall be involved.
6. Members are obliged to promote the interests of the Association to the best of their ability and to refrain from doing anything that could damage the reputation and purpose of the Association. They shall observe the statutes of the Association and the resolutions of the organs of the Association. Ordinary and extraordinary members are obliged to pay the membership fee and membership dues on time in the amount decided by the General Assembly.

§ 8: Bodies of the Association

The organs of the Association are the General Assembly (§§ 9 and 10), the Executive Committee (§§ 11 to 13), the Auditors (§ 14) and the Arbitral Tribunal (§ 15).

§ 9: General Assembly

1. The general assembly is the "general meeting of members". An ordinary General Assembly shall be held annually.
2. An Extraordinary General Meeting shall be held at
 1. Resolution of the Board of Directors or the Ordinary General Meeting,
 2. written request of at least one tenth of the members,
 3. Request of the auditors
 4. Decision of the auditor(s)
 5. The court-appointed curator's decision shall take effect within four weeks.

3. All members shall be invited to both the ordinary and the extraordinary general meetings by e-mail (to the e-mail address provided by the member to the Association) at least two weeks before the date of the meeting. The convocation of the General Assembly shall include the agenda. The General Assembly shall be convened by the Executive Board (par. 1 and par. 2 lit. a - c), by the auditor(s) (par. 2 lit. d) or by a court-appointed trustee (par. 2 lit. e).
4. Motions to the General Assembly shall be submitted to the Board by e-mail at least ten days before the date of the General Assembly.
5. Valid resolutions - except those on a motion to convene an Extraordinary General Meeting - may only be passed on the agenda.
6. All members are entitled to participate in the General Assembly. Only ordinary members are entitled to vote. Each member shall have one vote. The transfer of the right to vote to another member by means of a written proxy is permissible. A member may not have more than three proxies.
7. The General Assembly shall constitute a quorum irrespective of the number of members present.
8. Elections and resolutions at the General Assembly shall normally be passed by a simple majority of the valid votes cast. Resolutions to amend the statutes of the Association or to dissolve the Association shall require a simple majority of the valid votes cast.
9. The General Assembly shall be chaired by the President. If he/she is also prevented from attending, the Secretary shall chair the meeting.

§ 10: Tasks of the General Assembly

The following tasks are reserved for the General Assembly:

1. Adoption of a resolution on the budget;
2. Receipt and approval of the statement of accounts and the financial statement with the involvement of the auditors;
3. Election and dismissal of the members of the Executive Board and the auditors;
4. Approval of legal transactions between auditors and the Association;
5. Discharge of the Board of Directors;

6. Determination of the amount of the joining fee and the membership fees for ordinary and for extraordinary members;
7. Award and withdrawal of honorary membership;
8. Passing resolutions on amendments to the Articles of Association and the voluntary dissolution of the Association;
9. Consultation and resolution on other matters on the agenda.

§ 11: Executive Board

1. The Executive Committee shall consist of three members, namely the President, the Secretary and the Treasurer.
2. The Executive Committee shall be elected by the General Assembly. In the event of the resignation of an elected member, the Board of Directors shall have the right to co-opt another eligible member in his place, for which purpose subsequent approval must be obtained at the next General Meeting. In the event that the Board of Directors should cease to exist at all or for an unforeseeably long period of time without being replaced by a co-opted member, each Auditor shall be obliged to immediately convene an Extraordinary General Meeting for the purpose of electing a new Board of Directors. Should the Auditors also be unable to act, every ordinary member who recognises the emergency situation shall immediately apply to the competent court for the appointment of a curator, who shall immediately convene an extraordinary General Assembly.
3. The term of office of the Executive Board is annual; re-election is possible. Each function in the Executive Board shall be exercised personally.
4. The Board shall be convened by the President in writing or orally. If the chairman is also prevented from attending for an unforeseeably long period of time, any other member of the executive committee may convene the executive committee.
5. The Board shall constitute a quorum if all its members have been invited and at least half of them are present.
6. The Board of Directors shall adopt its resolutions by simple majority vote; in the event of a tie, the Chairperson shall have the casting vote.
7. The chairperson shall be the chairman/woman.
8. Apart from death and expiry of the term of office (para. 3), the function of a member of the Executive Board shall expire by removal (para. 9) and resignation (para. 10).
9. The General Assembly may at any time dismiss the entire Executive Board or individual members thereof. The dismissal shall take effect with the appointment of the new Executive Board or Executive Board member.

10. The members of the Executive Board may resign in writing at any time. The declaration of resignation shall be addressed to the Executive Board, in case of resignation of the entire Executive Board to the General Assembly. The resignation shall only become effective with the election or co-option (para. 2) of a successor.

§ 12: Duties of the Board of Directors

The Executive Committee shall be responsible for the management of the Association. It is responsible for all tasks that are not assigned to another organ of the Association by the Articles of Association. The following matters in particular fall within the scope of its activities:

1. Establishment of an accounting system in accordance with the requirements of the association with ongoing recording of income/expenditure and maintenance of a list of assets as a minimum requirement;
2. Preparation of the annual budget, the statement of accounts and the financial statements;
3. Preparation and convening of the General Assembly in the cases of § 9 par. 1 and par. 2 lit. a - c of these Articles of Association;
4. To inform the members of the Association about the activities of the Association, the management of the Association and the audited accounts;
5. Management of the assets of the Association;
6. Admission and exclusion of ordinary and extraordinary members of the Association;
7. Admission and dismissal of employees of the Association.

§ 13: Special duties of individual members of the Executive Board

1. The President shall manage the day-to-day business of the Association. The Secretary shall assist the President in the conduct of the business of the Association.
2. The President shall represent the Association externally. Written documents of the Association shall be valid only if signed by the President and the Secretary, and in financial matters (disposition of assets) by the President and the Treasurer. Legal transactions between members of the Executive Committee and the Association require the consent of another member of the Executive Committee.
3. Legal authorisations to represent the Association externally or to sign on its behalf may only be granted by the members of the Executive Committee named in paragraph 2.

4. In case of imminent danger, the President shall be entitled to issue orders on his/her own responsibility, even in matters that fall within the scope of the General Assembly or the Executive Board; however, in the internal relationship, these shall require the subsequent approval of the competent organ of the Association.
5. The President shall chair the General Assembly and the Executive Committee.
6. The Secretary shall keep the minutes of the General Assembly and of the Executive Committee.
7. The Treasurer shall be responsible for the proper financial management of the Association.

§ 14: Auditors

1. Two auditors shall be elected by the General Assembly for a period of two years. Re-election is possible. The auditors may not belong to any body - with the exception of the General Assembly - whose activities are the subject of the audit.
2. The auditors shall be responsible for the ongoing control of the business and the audit of the financial management of the Association with regard to the correctness of the accounting and the use of the funds in accordance with the Articles of Association. The Executive Board shall submit the necessary documents to the auditors and provide them with the required information. The auditors shall report to the Executive Board on the results of the audit.
3. Legal transactions between auditors and the Association require the approval of the General Assembly. In all other respects, the provisions of § 11 paragraphs 8 to 10 shall apply mutatis mutandis to the Auditors.

§ 15: Arbitral Tribunal

1. The internal arbitration court of the association is appointed to settle all disputes arising from the association relationship. It is a "conciliation body" in the sense of the Association Act 2002 and not an arbitration court according to §§ 577 ff ZPO.
2. The arbitral tribunal shall be composed of three ordinary members of the Association. It shall be formed in such a way that one party to the dispute nominates a member as arbitrator in writing to the Executive Board. Upon request by the Executive Board within seven days, the other party to the dispute shall nominate a member of the arbitral tribunal within 14 days. After notification by the executive committee within seven days, the nominated arbitrators shall elect a third ordinary member as chairman of the arbitral tribunal within a further 14 days. In the event of a tie, the decision among the nominees shall be made by

the lot. The members of the arbitral tribunal may not belong to any body - with the exception of the General Assembly - whose activities are the subject of the dispute.

3. The arbitral tribunal shall render its decision by simple majority vote after having heard both parties in the presence of all its members. It shall decide to the best of its knowledge and belief. Its decisions shall be final within the Association.

§ 16: Voluntary dissolution of the Association

1. The voluntary dissolution of the Association can only be decided at a General Assembly.
2. This General Assembly shall also decide on the liquidation of the Association, provided that the assets of the Association are available. In particular, it shall appoint a liquidator and decide to whom the liquidator shall transfer the assets of the Association remaining after the liabilities have been covered. May only be used for charitable purposes and in accordance with the purposes of the Association.