

Standing rules of the Open Source Business Alliance e.V.

§ 1 Name, legal structure and registered office

- (1) The association carries the name "Open Source Business Alliance – Bundesverband für digitale Souveränität e.V."
- (2) The registered office is in Stuttgart.
- (3) The association is registered on the register of associations in the district court of Charlottenburg.

§ 2 Duration and fiscal year

- (1) The duration of the association is not restricted.
- (2) The fiscal year is the calendar year.

§ 3 Purpose of the association

- (1) The purpose of the association is to strengthen the economic performance of our association through the promotion of open source software and other principles of open, collaborative value creation and innovation, particularly regarding use in the commercial sector. This partly consists of supporting topics such as open innovation, open standards, open data, open education and open government. The association intends to improve the framework conditions for open, mutual creation of values that are also useful for third parties. It intends to enable networking between users, providers and scientific institutions. In order to achieve its goals, the association works together with other social organizations (branch associations such as BITKOM or BDI, user associations, scientific associations etc.). The association has no intent to generate a profit.
- (2) The association can assign its operative activities to companies.
- (3) The association can found subsidiaries and engage legal representatives.
- (4) The association is neither economically driven like a business nor politically motivated.

§ 4 Focus on languages and locations

- (1) The languages of the association are German and English, provided that this is legally possible.
- (2) Provided that it is legally possible, the offices of the association are to be located in Stuttgart and Berlin. Further locations are possible.

§ 5 Membership

- (1) Legal representatives and bodies for public law can become full members of the association.
- (2) In addition to full membership, it is also possible for individuals to receive a supporting membership. Supporting members can provide the association with financial and content-related support. They are allowed to participate in the general assembly, however they are not granted the right to vote.

In exceptional cases, the executive committee may appoint private persons who have regularly made special contributions to the work of the association as full members with voting rights. These individuals must be approved by the members at the general assembly.

Offices of the association can be taken over by supporting members if they have been chosen by the general assembly for this purpose.

- (3) Membership is granted at the discretion of the executive committee. The application for membership in the association has to be addressed in writing to the executive committee using the membership application form published by the association.
- (4) Membership is terminated in accordance with §5 (1) and (2)
 - (a) due to death or, in the case of legal persons, by resigning from their position,
 - (b) by withdrawal, which can only be declared to the executive committee in written form at least 6 months before the end of the calendar year,
 - (c) by formal exclusion that can only occur at the discretion of the general assembly,
 - (d) by exclusion that can occur at the discretion of the executive committee if the contributions are not paid for at least one year without due reason.

Members who are admitted due to another company merging into Open Source Business Alliance e.V. are granted a special right of termination. They can terminate up until June 30 in the year after the merger takes effect. Withdrawal takes immediate effect and must be declared to the executive committee in written form. Membership contributions paid in advance are reimbursed pro rata. After the deadline, right of withdrawal follows in accordance with §5 par. 4b.

- (5) The general assembly can issue an exclusion if
 - (a) a member has defied the aims or interests of the association to a great extent or repeatedly,
 - (b) a member discontinues his payments or his assets are subject to an insolvency proceeding or the insolvency proceeding is dismissed due to a lack of assets.

The executive committee informs the member concerned for the exclusion in the form of a registered letter. The decision can only be disputed in court for up to two months after receipt of the letter by the member.

- (6) Persons who are highly dedicated to the association can be named as honorary members by the general assembly after recommendation by the executive committee. Honorary members do not pay contributions.

§ 6 Membership contributions

- (1) The tasks of the association are funded through annual contributions by members and, if need be, also subsidies.
- (2) The details of the membership contributions are stipulated in the contribution regulations agreed by the general assembly.

- (3) Members who have still not paid or have only partly paid by the date of the annual general assembly lose their right to vote at the general assembly until they have settled the balance.

§ 7 Organs of the association

The organs of the association are:

1. the general assembly (§ 8),
2. the executive committee (§ 9),
3. the panels of experts (§ 10)

§ 8 General assembly

- (1) The ordinary general assembly is to take place annually. The executive committee summons the general assembly through special written invitations stating the agenda. The invitations must be sent as letters to the current address of each member and must be posted at least 14 days before the assembly takes place; invitations can also be sent electronically (e-mail), provided that the members have such access. The executive committee determines the agenda; each member can apply for an appendix up until 7 days before the assembly.
- (2) An extraordinary general assembly is to be summoned if this is in the interests of the association or at least one third of the members make this request to the executive committee in writing for one common reason.
- (3) The general assembly organizes the affairs of the association, so long as they are not allocated to another organ in these standing rules. It selects the treasurer and is particularly responsible for:
 1. amendments to and appendices for the standing rules,
 2. appointment, discharge and dismissal of executive committee members,
 3. approval of the budget,
 4. the decree for and amendments to the contribution regulations,
 5. exclusion of members (§ 5 par. 5),
 6. the dissolution of the association and usage of its assets.
- (4) Every full member can vote; a member may vote through another member by proxy in writing.
- (5) The voting can be done on site as well as without presence through an online platform for meetings and voting provided by the association, as far as this is technically and organizationally possible.
- (6) Every summoned general assembly is quorate, regardless of the number of members of the association who are present.
- (7) The general assembly makes decisions through a majority vote; a voting tie means that the proposal is rejected. Decisions on the dissolution of the association require at least $\frac{3}{4}$ (three quarters) approval.
- (8) Decisions can also be made through voting in written (including fax) or electronic (e-mail) form instead of through a general assembly, provided that the executive committee approves this and no members object to the proceedings; par. 5 applies as appropriate.
- (9) The negotiations of the general assembly must be recorded in a transcript with the signature of the minute-taker; the same applies to decisions in written proceedings (see par. 7). The transcript is to be made available to the members in an appropriate format no later than six weeks after the assembly or the decision. Objections to this transcript can be made within the month following this point.

§ 9 Executive committee

- (1) The executive committee of the association consists of a minimum of 3 members and a maximum of 5 members. The chairman of the executive committee, at least one deputy, one chief financial officer and possibly – so long as the general assembly approves of this – other persons.
- (2) Additionally, the executive committee can consist of other persons who – in relation to third parties – are not authorized to represent, but who participate in the activities of the executive committee (sessions in person, telephone conferences, boards) and are involved in the internal affairs of executive committee decisions. Members of the executive committee who are not authorized to represent are to provide special support to the work of the association.
- (3) Additionally, the executive committee can co-opt further executive committee members into the group of executive committee members who are not authorized to represent, however no more than 30% of the total number of executive committee members can be co-opted. Co-opted executive committee members must be approved by the members at the following general assembly. Subsequently, they become regular executive committee members who are not authorized to represent. Should the majority of the general assembly vote against a co-opted member, his membership in the executive committee shall be terminated.
- (4) The executive committee members are chosen by the general assembly; the period in office for the executive committee members is two years, so long as the general assembly does not decide on another period in office; re-elections are permitted.
If the period in office of an executive committee member ends early, the executive committee can appoint a successor in office for the remainder of the period in office.
- (5) With the exception of the chairman, each executive committee member personally takes on responsibility for a scope of tasks (department) of the association. A working group, represented by a speaker, can also take on responsibility for a field of work.
- (6) When the association is founded, internal regulations are made in which, for instance, the smaller details of convening and conducting the executive committee sessions are regulated.
- (7) The chairman takes on personal responsibility for conducting business relating to the ongoing administration. The entire executive committee is responsible for business outside of the framework of the ongoing administration, so long as the responsibility is not legally that of the general assembly.
- (8) The executive committee according to § 26 BGB (German Civil Code) consists of the chairman of the executive committee, the deputy of the chairman and the chief financial officer. The chairman of the executive committee, the deputy and the chief financial officer are each authorized to solely represent the association. The internal affairs (internal regulations) stipulate that the deputy chairmen and the chief financial officer can only represent the association should the chairman be unable to carry out his duty.
- (9) The executive committee members are to always follow the aims of the association in their proceedings; in particular, they are to observe the standing rules and the decisions of the general assembly and the executive committee.

- (10) The executive committee is obliged to manage business in a strictly impartial manner. It must treat any corporate and business-related secrets brought to its attention in confidence.

§ 10 Panels of experts (working groups)

- (1) The executive committee can introduce panels of experts (working groups) for the execution and co-ordination of particular operational fields and/or projects. Each working group internally appoints a speaker and a deputy speaker and, if required, compiles its own internal regulations.
- (2) Each working group approved by the executive committee has a speaker. The working group speakers or their deputies are to participate in executive committee sessions and must have the opportunity to voice any matters relating to their respective working groups in front of the executive committee.

§ 11 Treasurers

- (1) For periods in office of at least 2 years, the general assembly appoints two treasurers who must not belong to the executive committee of the association.
- (2) The treasurers have the task of inspecting invoices as well as their posting and the use of funds by the association or the company appointed by the association to take charge of operational business management. The treasurers must also establish the cash balance and the balance of the respective bank accounts for the elapsed fiscal year at least once annually. The inspection does not cover the purposefulness of the expenses approved by the association. The treasurers are to report on the results of this inspection at the general assembly.

§ 12 Dissolution

- (1) The dissolution of the association can only be approved through a general assembly with a majority of $\frac{3}{4}$ (three quarters) of the votes cast.
- (2) In the event of dissolution, the final general assembly decides how the available association assets are to be used. Should the available assets include tax-privileged donations used by the association to carry out charitable projects of a third-party, a decision on how to use these particular assets can only be made with the approval of the tax office.