Charter of ADempiere Deutschland [Germany] e.V.

Preamble:

ADempiere Deutschland e.V. (ADD) is the German representative of the free and open ERP Adempiere system. The association is understood to be the active partner of companies and persons which deploy and develop ADempiere.

1. Name, headquarters and fiscal year

1. The name of the association is ADempiere Deutschland e.V.
2. The association has its headquarters in Berlin. If no fixed office has been set up, the administration shall be carried out at the residence of the respective management board member who carries out executive management duties.
3. The fiscal year shall be the calendar year.

2. Association's purpose

1. The purpose of the association is the promotion and dissemination of free ERP software in the sense of free software while taking the Adempiere programme package into special consideration. Free software, also referred to as "open source software", in accordance with this charter is considered to be computer programmes which are provided free of charge to the general public by the author in a non-retrievable manner. The author thus grants to third parties the freedom to use the programme for any purpose, to examine how the programme functions and to modify it for one's own needs, to make copies for other persons and to improve the programme and to make these improvements available to the general public.
2. The association's purpose is particularly realised through
   a) The promotion of education, the exchange of opinions and the cooperation of users, developers and researchers
   b) The continued development of and research for free ERP software
   c) The provision of free ERP software, supporting photos, sounds, data and documentation as well as the promotion of its availability and the preparation and dissemination of informational materials for it
   d) Contributions to the technical information of the public in the sphere of activities of the association and participation in trade fairs and seminars in order to make the information available to a broader spectrum of users
   e) Organisation of seminars and generally accessible presentations in order to provide continuing education to the project participants and users
   f) The preservation of the free rights of project participants in order to protect against the commercial interests of third parties

3. The association shall pursue no commercial purposes of its own. It shall not endeavour to earn a profit. It is not permitted to have political and ideological goals.

3. Non-profit status

1. In accordance with its duties that are specified in § 2 of the charter, the association is pursuing, exclusively and directly, charitable purposes in accordance with the section of the tax code regarding tax advantages (§§ 51ff. AO). It is non-profit and does not primarily pursue its own commercial goals.
2. The funds of the association are to be used exclusively for the purposes specified in the charter. The members receive exclusively reimbursements of their costs incurred, but no direct appropriations from the association's funds.
3. No one may benefit for expenditures of the association which are not related to the association's purpose or through disproportionately high compensation. The Federal Travel Cost Act shall be prevailing for the reimbursement of expenditures provided that no other statutory provisions are applicable.

4. Types of membership and members of the association

1. Members of the association may be natural and juridical persons who wish to support and help to pursue the goals of the association. In order to give members the option of withdrawing from the active support of the continuing development of Adempiere without giving up their membership, the following types of memberships are available:
   a) **Active members** are natural persons who support the association's mission and the realisation of the association's goals through cooperation and, in so doing, assume the full obligations of an association member. In particular, it is expected that they will participate in cooperations and members' meetings and exercise voting rights.
   b) **Passive members** are natural and juridical persons who declare their support of the association's mission and goals through their membership in the association, but opt not to exercise the rights of active members, in this case, the exercising of voting rights. Juridical persons shall designate a natural person as their representative in order to exercise any still applicable rights and obligations.
   c) **Sponsoring members** are natural and juridical persons who promote the association's mission and goals, particularly through a financial or non-financial contribution. At their own request, they may be listed on the association's web site and have the right to participate in members' meetings without acquiring voting rights.
2. Active membership may be acquired upon the recommendation of an active member subject to the approval of two other active members by means of a resolution of the members' meeting or the active members through an Internet vote with a simple majority. The main decision-making criterion for acceptance is supposed to be the candidate for acceptance's commitment shown over a longer

period of time and resulting contributions made in the sense of the association's goals.

3. Upon his own request to the management board, an active member may change his membership to a passive membership. In the aforementioned obligations of an active member are not fulfilled for two successive ordinary members' meetings, his membership shall automatically change into a passive membership. A passive member may request that the management board grant him active membership. The management board shall rule regarding the acceptance of sponsoring members.
4. The membership shall end through resignation, expulsion or death; for juridical persons, also through the loss of legal personality. The resignation of a member is possible only on 31 December of each year. Such a resignation shall be announced by means of a written declaration submitted to the management board while providing four weeks' notice.
5. The instrument for expulsion from the association shall be reserved to critical situations whereby clarification of the issue should take precedence. Expulsion shall be made with immediate effectiveness upon a resolution of the management board. The following may be reasons for an expulsion:
   a) A major violation of a member against the provisions of this charter as well as well as goals and purposes of the association after an unsuccessful attempt at clarification as well as
   b) Despite multiple warnings, payments of membership dues in arrears for a timeframe of 12 months.
6. Before the adopting of a resolution, the member must be given the opportunity to provide a legal justification or take a statement of position. An objection to the exclusion may be submitted to the management board within four weeks upon which the next members' meeting shall rule. Until a decision is made by the members' meeting, the rights and obligations of the member shall be suspended.
7. If a member leaves the association or the association is dissolved, no claim to the reimbursement of financial assets that have been contributed shall apply.

5. Bodies of the association

Bodies of the association are:

- The members' meeting
- The management board
- The advisory council

6. Members' meeting

1. All of the association's members belong to the members' meeting. Only active members shall receive one voting right to cast one vote.

2. The members' meeting shall take place at least upon an annual basis. It shall be convened by the management board in writing via post or e-mail while stating the provisional agenda of the meeting. The convening timeframe shall amount to six weeks. The timeframe shall begin upon the date following the sending of the convening notice. The date of the postal stamp or the sending of the e-mail shall be prevailing. The convening letter shall be considered to have been received when it has been sent to the last address that the member has submitted in writing. Up to two weeks before the meeting, the members may send further recommendations for agenda points in writing or electronically to the management board. The date of the receipt of the postal letter or e-mail shall be prevailing. The management board shall publish the final agenda on the Internet and the address shall be stated in the written convening notice.
3. An extraordinary members' meeting is to be convened if the interests of the association require it. Upon a written request of at least 20% of all members of the association, the management board must convene an extraordinary members' meeting within six weeks. The motion of the members must be indicated in the requested agenda point.
4. The members' meeting is able to adopt resolutions if it is properly convened without a certain number of persons in attendance being required. A person to conduct the meeting shall be selected from their midst. Provided that the meeting does not stipulate to the contrary, resolutions shall be adopted in an open fashion through a simple showing of hands with a simple majority of votes being required to pass a resolution. If there is a tie in a vote, the motion shall be considered to have been rejected.
5. Deviating from (4), in order to adopt amendments to the charter and resolutions regarding the dissolution of the association, 3/4 of the votes cast in the members' meeting, but nonetheless half of the votes of all active members of the association, are required.
6. An active member who does not personally appear at the members' meeting may be represented by another member who personally appears at the members' meeting. In addition to his own vote, the representative shall cast the vote of the member being represented. The representative shall legitimise himself at the beginning of the members' meeting by presenting a written power of attorney in its original form to the management board. A representative may represent a maximum of two members.

7. Responsibilities of the members' meeting

1. As the highest resolution-adopting body of the association, the members' meeting is fundamentally competent to fulfil all duties provided that certain duties have not been assigned to another body of the association in accordance with this charter.
2. The members' meeting shall select the management board from the ranks of active members. The persons shall be elected who receive the most votes.

3. The members' meeting may dismiss members of the management board. In this regard and in deviation from (2), it requires the majority of votes of all active members of the association.
4. The members' meeting shall rule upon the objections of members whom the management board intends to expel.
5. The members' meeting shall receive the annual business report of the management board and the auditing report of the auditor and discharge the management board.
6. The members' meeting reserves the right to rule upon amendments to the charter and the dissolution of the association.
7. Particularly the annual financial statements and the annual report must be submitted to it in order for it to adopt a resolution for approval of them and for the discharging of the management board. It shall appoint the two auditors who are neither members of the management board nor a body established by the management board and are also not employees of the association in order to audit the accounting including the annual financial statements and to report about the results to the members' meeting. The auditors shall have access to all bookkeeping and accounting documents of the association.
8. Furthermore, the members' meeting reserves the right to rule upon
   a) The purchase and sale as well as encumbrance of real property,
   b) Financial stakes in the companies as well as
   c) The taking-out of loans.

   In deviation from 6.4, the decision to take out a loan must be approved by a 3/4 majority of all active members.
9. It may adopt resolutions regarding other maters which are submitted to it by the management board or the membership.

8. Management board

1. The management board shall consist of three active members. Only natural persons may be members of the management board. Their terms on the management board shall be three years. It is possible to be re-elected. The respectively serving members of the management board shall remain in office after their terms expire until successors are elected.
2. The management board shall be composed of a chairman and two representatives. One of the representatives shall be the treasurer.
3. The management board's work, particularly provisions regarding the convening of management board meetings, their agendas and the holding of votes, shall be regulated by the by-laws of the management board which the management board shall unanimously adopt by resolution.

4. The management board shall adopt resolutions regarding all matters of the association provided that they do not require a resolution adopted by the members' meeting. It shall implement the resolutions of the members' meeting.
5. Each member of the management board shall be entitled to represent himself alone externally in the name of the association.
6. In the event that a management board member resigns during his term in office, the management board shall appoint a provisional management board member after an Internet vote of the active members is conducted. The provisional management board member shall remain in office until the next members' meeting. The members' meeting shall rule with finality upon a successor on the management board.
7. By means of a resolution, the management board may appoint a special representative as specified in §30 BGB **[Civil Code]** to be the full-time managing director who will manage the ongoing dealings of the association and to whom the full-time employees of the association will report. The management board reserves the right to rule on employment agreements, terminations as well as acceptance and exclusion of members.
8. The managing director has the obligation to attend members' meetings and the right as well as, upon the request of the management board, the obligation to attend management board meetings. He shall have a right to speak at all meetings and shall report to the association's bodies.
9. Amendments of the charter that are requested by the supervisory, court or financial governmental authorities owing to formal reasons may be undertaken by the management board without further ado. The amendments to the charter must be announced at the next members' meeting.
10. The management board is expressly forbidden from taking out loans for the association. The members' meeting shall be obliged to make such a decision.

9. Advisory council

1. The association may have an advisory council. The advisory council shall have the responsibility of advising and supporting the management board.
2. The advisory council shall be created and abolished by the management board. A member of the advisory council does not have to be an association member. The management board is not obliged to create an advisory council.
3. If an advisory council is created, an advisory council meeting shall take place at least once per year which is convened by the management board.

10. By-Laws

The by-laws shall regulate the details of the association's work beyond the parameters of the charter. The management board shall make the by-laws effective after their approval by the members. The approval of the members shall be made by an Internet vote with a simple majority of the active members being required for such approval.

11. Written minutes of the meeting

The resolutions of the management board and the members' meetings shall be fixed in writing and shall be provided to the members for their review.

12. Collective bargaining agreements

Before full-time employees are hired, the management board shall regulate their wages in the by-laws.

13. Financing of the association

1. The required financial funds of the association shall be obtained through
   a) Membership dues,
   b) Grants from the state, the municipalities and other public offices,
   c) Donations,
   d) Other third-party appropriations,
   e) Fees for activities of the association for charitable purposes such as for presentations.
2. The members shall pay dues in accordance with a resolution of the members' meeting or the active members through an Internet vote with a simple majority being required for approval. The regulation of the amount of the membership dues shall be a component of the by-laws.

14. Dissolution of the association, use of the association's assets

1. The dissolution of the association may be adopted by resolution only by a members' meeting specifically convened for this purpose. The dissolution resolution shall require a majority of two-thirds of the active members who are present. If less than half of the members entitled to vote are present, then the resolution shall require a majority of three-fourths of the active members who are present.
2. If the association is dissolved, after the settlement of all liabilities, the remaining assets of the association shall be bestowed upon an institution recognised as being a non-profit institution in accordance with § 61 AO **[Tax Code]**.

15. Other provisions

1. Communication among members and between the association and its members shall be carried out preferentially by electronic means. For this purpose, an "Information exchange system" (bulletin board or mailing list) has been set up. Members who are not linked to this system have no claim to receiving this information by other means (e.g. via the postal service). Within the parameters of this communication system, each member has been provided with only one access right.

2. The name of the association may be used only in conjunction with the association's activities.
3. Personal data as well as data regarding the members and other confidential messages may not be used for non-association purposes.
4. For an institutional member, all messages of the association as well as invitations to meetings and to the members' meeting shall be sent only to the respective natural person who has been designated as its representative.