

# Constitution

(With changes as of March 3, 2017)

## Präambel

Selflessly we want to weigh in in government and society for the improvement of Data-Protection, Data-Sovereignty and Customer-Protection, in the global networked society. We are convinced that with these goals we will improve the common good and the freedom of mankind. We want to especially improve and support the development and distribution of Free Software <sup>1</sup> for Data-Security, Data-Protection and Data-Sovereignty. For this we also want to do international cooperation with People and Organisations who share our goals. The effort for freedom and equality in this society serves the goals of international cooperation.

## Disclaimer on translated versions

This version of the constitution was translated from the German version of the constitution. This translation is unofficial and not legally binding.

The word „Verein“ is left untranslated as it is part of the name. The meaning of „Verein“ is roughly equivalent to „Association“ or „Society“.

## § 1 Name, Seat, Business Year

- (1) The Verein takes the name „GnuPG“. After official registration it will use the extension „e.V.“.
- (2) The Verein is seated in Düsseldorf.
- (3) The business year is the calendar year. The first business year ends at December 31. of the founding year.
- (4) The yearly business report has to be finished by the board until 31. March of each year for the previous business year.

## § 2 Purpose and use for the common good

- (1) To globally further Data-Sovereignty and Data-Protection the Verein supports the development and distribution of Free Software for electronic communication and Data-Encryption.
- (2) The Verein supports education for all people.
- (3) The goals of the Verein shall be reached through the following measures:

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<sup>1</sup><https://freie-software.org/freie-software>

1. Targeted support of Free Software, especially for users without special training, that enables private communication.
2. Publicity in every media.
3. The offer of educational material.
4. Hosting conferences and supporting meetings, congresses and conferences.
5. Ideological support of government officials that are tasked with enforcing or advising on data protection laws and other public/private institutions that advise in questions of Data-Protection.
6. The collaboration and common contribution with other associations which share the same goals.
7. Support and advice in questions relating to Free Software and open standards for Data-Protection.

(4) The Verein exclusively supports goals that have an immediate effect as stated in Section „Steuerbegünstigte Zwecke“ in the „Abgabenordnung (§§ 51 ff.)“ as they are currently in effect and exclusively supports goals which are in the common good.

(5) The Verein may make no profits, it is selfless and does not try to archive goals that are only in its own commercial interest. The assets of the Verein will be used exclusively to further its goals. Members don't get any profit shares or any other profits for their role as members. No one may profit from expenses, which are not related to the Verein's goals or from excessively high expenses.

### **§ 3 Membership**

- (1) Every legal entity or natural person may become a member.
- (2) The membership application happens in a written form addressing the board. The confirmation of the application is decided by the board. The board can revoke the membership without any given reason. The membership starts with the acceptance of the application.
- (3) The membership ends with the exit or exclusion from the Verein, or with the death of the person or alternatively with the litigation of other legal entities.
- (4) The exit happens by a written letter of intend addressed to the board.
- (5) The board can revoke membership if members blatantly work against the goals of the constitutions or if they break rules imposed by the members assembly. A membership can also be revoked if members hurt the public image of the Verein.

### **§ 4 Supporting members**

- (1) Any natural person or legal entity can become a supporting member.
- (2) To gain supporting member status the same rules as provided in Sect. § 3 apply.
- (3) Supportive members have no rights regarding the constitution of the Verein.

## **§ 5 Membership fees**

- (1) A financial membership fee will be collected.
- (2) The board can impose a regulation for membership fees. Such a regulation requires the approval of the members assembly.

## **§ 6 Entities**

The separate entities of the Verein are:

1. the general meeting,
2. the board,
3. the chairperson.

## **§ 7 Membership assembly**

- (1) The ultimate decisions are made by the membership assembly. It is solely responsible for:
  1. Electing, firing and confirming board members.
  2. Approval of the Financial Report,
  3. Invoking Financial audits,
  4. Changes to the constitution of the Verein,
  5. Approval of changes to membership fees,
  6. Decisions about requests of the board or members,
  7. the dissolution of the Verein.
- (2) In the membership assembly every regular member has a vote. The voting right can be delegated in written form to any other member. The delegation of voting rights has to happen for each membership assembly in particular. A single member can't represent the votes of more then three other members.
- (3) The membership assembly can impose rules on itself.
- (4) A regular membership assembly happens every year. Extraordinary assemblies can be invoked by the board or, if the interests of the Verein require this, by a written request of at least ten percent of the members.
- (5) The board is responsible to invite all members to the membership assembly at least four weeks before the assembly. The invitation needs to happen in written form and shall contain the agenda and any necessary information for the assembly.
- (6) For elections and votes the absolute majority of votes is required.
- (7) To change the constitution or to dissolve the Verein at least two thirds of casted votes are required.

(8) A protocol shall be created for each assembly. The protocol will be signed by the elected keeper of the minutes; hypothetically and in the alternative by the chairperson.

## **§ 8 Board**

The board consists of three members:

1. the Chairperson,
2. the Vice Chairperson,
3. the Treasurer.

(1) All board members are solely granted the right to represent the Verein legally in the spirit of § 26 Abs. 1 of the „Bürgerlichen Gesetzbuches“.

(2) A board member is elected for two years. Reelection is possible. After the election period is over a board member stays in power until another board member is elected.

(3) The board can delegate tasks.

(4) The CFO has to aim for responsible and economical budgets. With the end of a business year he should immediately create a budget and asset overview.

(5) The board members generally work pro bono but they have a right to get reimbursements for necessary expenses.

(6) The board can impose rules on itself about which it has to inform the next membership assembly.

## **§ 9 Dissolution of the Verein**

If the Verein is dissolved or changes its goals so that it's goals are no longer deemed to be for the common good any assets of the Verein will fall to another Verein or Entity that serves the common good and has a similar tax exempt status that the Verein previously had.

## **§ 10 Formalities**

(1) The entities of the Verein can create acts in written form.

(2) E-Mails with an advanced signature are treated as written form or written documents in the sense of this constitution.