

**This English version of the statutes is provided for convenience only  
and to be considered a draft and work in progress.**

**The only legally binding version of these statutes is the German version,  
available at <http://www.documentfoundation.org/satzung.pdf>**

## **Preamble**

The foundation's object is to further and develop office software that is free to use by everyone. The foundation furthers a sustainable, independent and meritocratic community which develops Free / Libre and Open Source Software based on open standards through international collaboration.

In particular the foundation will further the distribution of a repertoire of digital productivity and creativity tools (Office Suite, thus software for general office activities to create e.g. text documents, spreadsheets, presentations, drawings, pictures and diagrams). This software shall be made available for everyone (including companies and public authorities) freely and without restrictions to the intellectual property on one's own files, to guarantee full participation in a digital society.

## **§ 1 Name, legal form, domicile and business year**

- (1) The name of the foundation shall be „The Document Foundation“, a legally capable (German) civil law foundation.
- (2) It has its registered seat in Berlin. Business year is the calendar year.

## **§ 2 Object of the foundation**

- (1) By furthering free software the foundation entails the furthering of:

- national and vocational education,
- science and research, especially on the fields of computer sciences,
- civil engagement in favor of charitable objects.

- (2) The foundation furthers and supports a sustainable, independent and meritocratic community which develops Free / Libre Open Source Software (FLOSS) based on open standards formats (e.g. OpenDocument format).

FLOSS may be used, analyzed, adopted to own needs, distributed and enhanced for any purpose. Standards are open, if they are

- subject to full public assessment and use without constraints in a manner equally available to everybody;
- free of any components or extensions that have dependencies on formats or protocols that do not meet the definition of an Open Standard themselves;
- free from legal or technical clauses that limit its use by anybody
- managed and further developed independently of any single vendor in a process open to the equal participation of competitors and third parties and
- which are available in diverse complete implementations from different offerers, or as a single complete implementation available to all participants.

The object of the foundation is achieved, either directly or through intermediaries, in particular, but not limited to, via:

- assembling and publication of software
- spreading the philosophical and cultural ideals of FLOSS;
- idealistic and professional support of anybody who creates, furthers, distributes, translates the software or documentation for that software, or contributes in any other way to the software, including the creation and operation of communication platforms for mutual support and help;
- information, representation, counsel and training of users, authorities, private entities and the general public on the advantages the usage and the educational potential of the software, especially through seminars, workshops and idea conferences, but also by introducing children and adolescents to and awaken their interest in Free Software (e.g. via holiday camps teaching the software and creating bug reports)
- collaboration (excluding for-profit funding) and coordination with other organisations that at least partially share the same charitable objects;
- furthering of national, European and international collaboration in the field of the named software (e.g. by translating the software or its documentations);
- promotion and implementation of research and development projects (e.g. via supporting public tenders, or research into legal obstacles for Free Software deployments, or co-writing of open standards);

(3) The foundation can pursue its object nationally and abroad.

(4) The foundation does not need to pursue each object with the same effort. The foundation's board of directors decides which actual object will be pursued primarily.

(5) The foundation can provide financial or material resources to other tax-privileged bodies, institutions and foundations, or to appropriate public authorities, if these entities use the resources to further the foundation's objects according to paragraph 1 and 2.

### **§ 3 Non-Profit character**

(1) The foundation shall exclusively and directly pursue charitable objects as defined by the section “tax-beneficiary objects” of the German general tax code.

(2) The foundation acts altruistic. It does not primarily focus on economic objects for its own benefit.

(3) The foundation's funds may only be used for statutory objects.

(4) The foundation executes its tasks on its own or through auxiliary persons as defined in § 57 paragraph 1 sentence. 2 German general tax code, as long as the foundation's means permit, and the foundation is not acting on procurement of funds as per § 58 No. 1 German general tax code.

(5) In order to realize its objects, the foundation may operate special-purpose enterprises as long as the given purposes are in line with the objects under § 2.

(6) The foundation may act as trustee for dependent (not having legal capacity) foundations or manage other independent foundations (having legal capacity).

### **§ 4 Assets of the foundation**

(1) The assets granted to the foundation to fulfill its objects on a sustainable and continuing base, shall be kept undiminished. The assets of the foundation are defined in the act of formation.

(2) The assets shall be invested in a safe and profitable way, whereat ethic criteria shall be pursued. The foundation's assets must not be invested actively in shares to more than one third of the total assets.

(3) Regrouping of assets is permitted. Regrouping gains must be allocated to a regrouping reserve, which may be dissolved for re-compensation of regrouping loss, to raise the foundation's assets, or to be used for statutory objects.

(4) Endowment contributions (Zustiftungen) shall be allocated to the assets of the foundation. The foundation may accept such donations. Non-dedicated donations due to disposition mortis causa, as well as free reserves as of § 58 No. 7a German general tax code, may be reallocated to the foundation's assets.

## **§ 5 Usage of capital gains yield and donations**

(1) The foundation achieves its objects from the capital gains yield and from donations which are not explicitly dedicated to grow the foundation's assets. Creation of reserves or allocations to the foundation's assets as of § 58 No. 7a German general tax code are excepted.

(2) As necessary, the foundation may allocate its funds in whole or in part to a reserve, to be able to sustainably achieve its tax-exempt statutory objects, if there are concrete ideas or timely targets for the usage of the reserves, and if the tax-exempt status of the foundation will not be jeopardized.

(3) For long-term maintenance of value, and if in accordance with applicable tax laws, annual revenues may be re-invested into the capital stock or another reserve fund, to adjust for inflation.

(4) No legal right on foundation services shall be constituted, especially not to be accepted as member of the board of trustees, or the advisory board.

(5) No person may benefit from unreasonable high compensation or spendings that are not within the objects of the foundation. This especially applies to full-time staff of the foundation.

## **§ 6 Bodies of the foundation**

(1) Bodies of the foundation are:

- a.) the board of directors,
- b.) the board of trustees, as well as
- c.) the membership committee.

Additionally, an advisory board will be set up, which shall not form a body of the foundation.

(2) Working in the foundation's bodies shall be voluntary. Adequate expenses caused by activities for the foundation may be reimbursed, if foundation's means permit this and achievement of the foundation's objects is not significantly affected.

(3) Member of the board of directors or the membership committee can only become, who is already a member of the board of trustees, or is already a member of the mutual other body. Members of the board of directors or their deputies may not be members of the membership committee and vice versa. Members of the board of directors or their deputies and members of the membership committee may not be members of the advisory board and vice versa.

(4) The liability of the body's members towards the foundation is limited to intent and gross negligence. This limitation does not apply to the board of directors, starting with knowledge of a pending complaint or impeachment relative to board of directors actions, if the board of directors proceeds with the challenged actions before the complaint or impeachment is settled.

## **§ 7 Board of directors**

(1) The board of directors consists of natural persons and shall have seven members. The board of directors elects a chairperson and the chairperson's deputy among its members.

(2) The board of directors' term of office shall be two years, re-election is admissible. The board of directors shall be elected by the board of trustees; the election will be prepared and monitored by the membership committee. The board of directors members and (in case of an adequate number of candidates) up to three substitute members, will be elected simultaneously. The voting method to be used is a system designed to achieve proportional representation through

preferential voting(Single Transferable Vote system), employing the Meek method. Candidates with the highest preference are deemed to have been elected until the predefined number of board of directors members has been reached. The other elected candidates act as substitute members for departing board of directors members. Each candidate shall be running only for himself or herself. The members of the board of trustees are notified at least 45 days in advance of the elections, by e-mail or an equivalent medium to be made available to the members. The application as candidate is possible up to one week before the election. Only members of the board of trustees, who were already members before the election notice are entitled to vote.

(3) The membership in the board of directors ends after term of office after the appointment of a successor, by death or by resignation, which is permissible at any time. Departing board of directors members are replaced by the substitute member, who gained the next lowest preference in the elections. In case the number of board of directors members decreases below five, the board of directors must be replaced immediately by re-electing the board of directors. In this case, the remaining board of directors shall continue only urgent business of the day-to-day administration until assumption of office of the new board of directors.

(4) By way of derogation from the rules for voluntary work (§ 6 par. 2 first sentence), the board of directors can be commensurably refunded annually with up to 0.5% of the financial resources of the foundation, if otherwise the appropriate staffing of the board of directors is at risk in case the foundation's means permit this, and the ability to fulfill the foundation's objects is not substantially hampered. Further details are to be decided by the board of directors, need to be published immediately, and will enter into force not before one month after publication.

(5) The board of directors will adopt rules of procedure, which have to be published. Within those, the appointment and consultation of executive directors and further executive officers can be regulated.

(6) The initial board, the chairperson of the board and its deputy, and the substitute members of the board are named in the act of formation.

## **§ 8 Duties of the Board of directors**

(1) The board of directors decides in all principal matters, according to the statutes, on its own authority, and conducts the day-to-day administration of the Foundation. The board of directors acts as the legal representative, and represents the foundation in and out of court. The foundation is represented by two members of the board of directors jointly one of which must be the chairperson or its deputy. Inter se, the deputy of the chairmen is required to only act if the chairmen is incapable.

(2) The board of directors is obliged, within the bounds of German Foundation Law and these statutes, to fulfill the will of the donor as effectively as possible, as is manifest in the act of formation. The board of directors' duties are, among others: stewardship for the capital stock, handling the foundations' means, setting up a budget plan, proper financial accounting and collection of receipts, creation of the annual balance and activity report. The board of directors ensures that all facilities of the foundation-supported activities are provided in a satisfactory manner.

(3) The board of directors is obliged, via explicit publication in a generally used communication medium, to notify the public about:

- a.) all changes to the Community Bylaws, or operating mechanisms of the members board of trustees or the membership committee, else-wise those changes are void;
- b.) the composition of the board of directors, including its substitute members, , the members of the board of trustees, the membership committee and its chairperson, the advisory board, and all other, permanently established committees;
- c.) the proceedings, discussions, and decisions of the foundation, it's committees, the board of directors, and those potential executive directors, including meeting minutes. Under exceptional circumstances, those can be kept confidential, if justified by the subject matter. The resulting decisions though need to be published in due time, confidentiality end, once the reasons for confidentiality cease;
- d.) conflict of interest lasting longer than a month;
- e.) the decision on how to deal with a complaint.

(4) The board of directors prevents conflicts of interest within the Foundation. The board of directors is therefore obliged to ensure, that the board of directors itself, the membership committee, and the advisory board, at maximum have one third of their members being employed by a single company, organisation, entity or their respective affiliates of the aforementioned. The board of directors can expel one member per month from each of the foundations bodies, until the conflict of interest situation is either settled, or a re-election of the entity has been initiated. The board of directors can to resolve the conflict of interest by expelling the necessary number of members from other committee at once, and/or replace member by other members of such committee.

#### **§ 9 Resolutions of the Board of directors**

(1) Resolutions of the board of directors are taken in meetings, via phone, in writing (including via circulation procedure), unless the statutes provide for something else. Telegraph, telefax, email, or otherwise auditable electronical means for vote transmission shall be equivalent to the written form. The board of directors meets at least annually, otherwise if necessary, by invitation from the chairperson or its deputy including the agenda, at least two weeks in advance.. Board of directors meetings are further called in, if requested by at least three members of the board of directors.

(2) A member of the board of directors can be represented by another board of directors member or a substitute member, unless these statutes provide for personal presence. No member of the board of directors, or substitute member, can represent more than one other member.

(3) The board of directors is quorate if after correct invitation at least half of its members, or its representatives, are present, among them the chairperson or its deputy, unless the statutes provide for something else. Incorrect invitations are cured if all members are present and there is no objection. If a member incorrectly invited is not present, it can cure the mistake by retroactively approving the decisions by the affected member. For a vote conducted by phone or email, at least half of all members of the board of directors need to participate.

(4) The board of directors decides via simple majority of the present or represented members, or those participating in a vote conducted in writing or via phone, unless the statutes provide for something else. In the event of a tie, the vote of the chairperson shall be decisive, alternatively its deputy.

(5) Minutes of the Meetings of the Board of directors shall be prepared, (digitally) signed by the minute-taker and confirmed by the meeting chairperson. These have to be brought to the attention of all members of the board of directors and the membership committee.

(6) A board of directors member is barred from voting, if the vote contains any of the following subject matters:

- self-dealing with the member,
- the initiation or cessation of a lawsuit between the Foundation and the member, or
- grants from Foundation means towards the member, or an entity the member is a board member or a member of the executive body of another entity.

## **§ 10 Board of Trustees**

(1) Membership in the Board of Trustees is open to everyone, worldwide, at no cost. Membership is not required to otherwise further the object of the foundation. The board of trustees consists of natural persons, that are either members of one of the foundation's bodies, or:

a.) have verifiably contributed time and intellectual work for the Foundation's objects, over a time span of more than three months, and

b-) have after assessment by the membership committee, free of arbitrariness, verifiably, or testified by other members contributed non-trivially and not obviously immaterially Not-exhaustively listed this includes:

- programming;
- translation;
- producing or enhancing documentation;
- producing or enhancing marketing collaterals (including graphics);
- triage, analysis and verification of bug reports;
- market research, and research of user experience or wishes;
- representing one of the Foundation's projects in public, in press, or e.g. on trade fairs;
- operating and maintaining the technical infrastructure of the Foundation;
- functioning in other administrative tasks within the Foundation, and

c.) have applied for membership in the board of trustees, and

d.) have announced the intention to actively work towards the Foundation's object for at least 6 months.

Every member is deemed to treat fellow members and end users with politeness, indulgence, objectivity, liberality, friendliness, understanding, and goodwill.

(2) Members of the board of trustees are appointed for one year, effective from the beginning of the quarter following the approval of the membership committee, and as such have equal status and rights. Membership ceases after that time, or by exclusion, death or resignation, which is permitted at any time. Admittance to the board of trustees is decided on by the membership committee. There is no legal requirement for a decision within a definitive time, though a decision will typically be taken within a quarter. Likewise, the membership committee, after consulting the member, decides upon exclusion due to counter-statutinal behaviour, following a motion from either the board of directors or from another member of the board of trustees.

(3) Further details on admittance or exclusion from the board of trustees shall be regulated in the community bylaws, which are enacted by the board of directors. Changes to these bylaws need to be decided by the board of directors and require the affirmative vote by the Board of Trustees members to come into effect. The members of the initial Board of Trustees are named in the act of formation.

## **§ 11 Duties and Decision-Making of the Board of Trustees**

(1) The Board of Trustees elects the Board of Directors and the Membership Committee. The Board of Trustees can vote on any topic desired by the board of directors. Members of the Board of Trustees can, according to these statutes, issue a complaint against the Board of Directors, and request impeachment.

(2) The Board of Trustees' decisions are taken by a simple majority regardless of the number of present or participating members, unless the statutes provide for something else. The voting method to be used is a system designed to achieve proportional representation through preferential voting (Single Transferable Vote system), employing the Meek method. Members of the Board of Trustees are duty-bound only to their conscience. Third parties may not determine the voting behaviour of members of the board of trustees, verifiable violation can lead to exclusion. All elections, except for simple votes, are prepared and conducted by the Membership Committee. The proof of proper decision making of the Board of Trustees is a formal declaration of the then-current chair of the membership committee, according to §12, paragraph 2 sentence 4. This also applies to the composition of the membership committee.

(3) A complaint expresses the demand by members of the board of trustees concerning either an election, or an impending or already taken resolution of the board of directors regarding the board of directors itself, the membership committee, or the advisory board. The complaint needs explain in detail the substantial disagreement with the board of directors, and needs to specify in detail what is requested for a conflict resolution. Complaints must be filed jointly by at least 30% of the members of the board of trustees; and need to be (digitally) signed by at least ten members (quorum). The membership committee validates the requirements of the complaint, including the quorum, within one month, and notifies both appellants and the board of directors immediately. Beyond that, the membership committee notifies the board of directors immediately after reception about the contents of filed complaints. The board of directors can, within a month after resolution of the membership committee, comply with the complaint, or reject to comply. From reception of the complaint by the membership committee until resolution by the board of directors, or in case of incomplete resolution until conclusion of an impeachment procedure, the board of directors cannot modify the community bylaws; in this case the community bylaws stay in effect in their respective version from before the complaint.

(4) Impeachment of the board of directors is only permissible, if the complaint was not fully settled. Members of the board of trustees can then, within a month, request a vote for initiating an impeachment aiming for a full re-election of the board of directors, if that request is supported by at least 30% of the members, and (digitally) signed by at least ten members. The board of directors must then call the members for a vote about this request as soon as the membership committee confirmed that quorum. The membership committee has to validate the quorum requirements within a month, immediate notification of the result has to be made to the board of directors and all members of the board of trustees. If a majority of the members of the board of trustees (not only the majority of voting members) then vote for re-election of the board of directors, the membership committee needs to initiate this election immediately.

## **§ 12 Composition and duties of the Membership Committee**

(1) The Membership Committee represents the Foundation judicially in and out of court against the members of the board of directors. It prepares and monitors the board of directors elections. It acknowledges complaints from the Board of Trustees against the board of directors and initiates the board of directors impeachment procedure in case the respective conditions are met. Decisions of the Membership Committee shall be prepared, (digitally) signed by the minute-taker and confirmed by the chairperson of the Membership Committee. These have to be brought to the attention of all members of the committee and the board of directors.

(2) The members of the Board of Trustees shall elect the membership committee among its members, for a period of two years. The membership committee consists of at least three individuals and a maximum of 10% of the members of the Board of Trustees, but always be staffed with an odd number. The election is prepared and conducted by the Board of directors. Re-election is admissible. The membership committee elects a chairperson among its members. The election of the members of the membership committee and of the substitute members proceeds using the same procedure as for the

board of directors. Candidates with the highest preference are deemed to have been elected until the predefined number of committee members including substitute members has been reached. Departing members of the membership committee are substituted by the respective candidates with the next lowest preference in the elections.. Each candidate shall be running only for himself or herself. The members of the board of trustees are notified by the board of directors at least 45 days in advance of the elections, by e-mail or an equivalent medium available to the members. The application as candidate is possible up to one week before the election. Only members of the board of trustees, who were already members before the election notice are entitled to vote.

(3) The membership in the membership committee ends after term of office after the appointment of a successor, by exclusion from the board of trustees, by death or by resignation, which is permissible at any time. In such cases, the remaining members shall be the membership committee. In case the number of members decreases below the minimum number, the remaining members of the membership committee shall continue to process only tasks that cannot be delayed until to the assumption of office of the successors. In case the number of members of the membership committee falls below the defined minimum, elections must be initiated promptly. A member of the membership committee can on important grounds be dismissed by vote of the board of trustees at any time after consultation with the board of directors and the respective member. This decision requires a majority of all members of the Board of Trustees, not only of the voting members. The member concerned is not entitled to vote.

(4) By way of derogation from the rules for voluntary work (§ 6 paragraph 2 sentence 1), the members of the membership committee can be commensurably refunded with up to 0.5% of the financial resources of the foundation, if otherwise its appropriate staffing is at risk– in case the foundation's means permit this, and the ability to fulfill the foundation's objects is not substantially hampered. Further details are to be decided by the board of directors, need to be published immediately, and will enter into force not before one month after publication.

(5) Details on admittance and exclusion from the membership committee shall be regulated in the bylaws which are enacted by the board of directors. Changes to these bylaws need to be decided by the board of directors and require the affirmative vote by the Board of Trustees members to come into effect. The members of the initial membership committee and its chairperson are named in the act of formation.

### **§ 13 Advisory board**

(1) The advisory board counsels, supports, and submits proposals to the board of directors. The board of directors shall consider the advisory board statements, but is not bound to them. Advisory board and board of directors shall have one joint annual meeting.

(2) The advisory board consists of representatives from organisations (companies, authorities, trade interest groups), that have substantially contributed to the Foundation, and are appointed by the board of directors. Each of those organisations can post one representative to the advisory board, in exchange for an annual contribution, determined by the board of directors.

### **§ 14 Minor changes to the statutes**

(1) The board of directors can change the statute, if the Foundation's objects remain unaltered, and don't materially affect the original character of the Foundation, or if the change facilitates the fulfillment of the Foundation's objects.



(2) Resolutions modifying the statutes need approval of the Foundation Authorities, prior to becoming effective. They Tax Authorities have to be informed accompanied by a statement.

### **§ 15 Expansion and change of objects, Merger, Liquidation, Conversion, and other changes to the statutes**

(1) The Foundation organs can add further objects to the Foundation, if they are related to the original object, and the continued and sustainable pursue of those objects are not hampering the original objects- provided the Foundation's general foundations assets or revenues are only in part required for the fulfillment of the original objects.

(2) Change of Scope, Merging, Liquidation, and the conversion into a European Foundation are reserved.

(3) Resolutions about changes other than those mentioned in §14 paragraph 1, including those according to §15 paragraphs 1 and 2 can only be conducted via in-person meetings of the entire board of directors. Those resolutions need unanimous consent of the entire board of directors, and a simple majority of all members of the board of trustees (not only the voting ones). The equal status of the members of the board of trustees is not modifiable. §14 paragraph 2 is to be respected.

### **§ 16 Devolution of Property**

Upon abolition or dissolution of the Foundation, or upon cancellation of its charitable status, the property shall devolute to the Freies Office Deutschland e.V., in case of non-existence to the Free Software Foundation Europe e.V., both of which shall use it immediately and exclusively for national and vocational education via deployment of Free Software, as outlined in these statutes.

### **§ 17 Supervision of the Foundation**

(1) The Foundation is subject to government supervision according to the respective foundation laws in the Federal State of Berlin, Germany.

(2) The Foundation's supervisory authority is the Senatsverwaltung für Justiz in Berlin, Germany.

(3) The Foundation supervisory authority is, on request as mandated by law, to be informed about Foundation matters at any time. Reports about changes in the Foundation's bodies, the annual balance sheet and the annual activity report shall be sent in without request.

Wiesbaden, 7.2.2012

Thomas Krumbein

Jacqueline Rahemipour

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(Members of the Board, Freies Office Deutschland e.V.)