

## **Extraordinary General Assembly of the Free Software Foundation Europe e.V.**

### **Location of the extraordinary general assembly:**

The original location of the extraordinary general assembly was changed through unanimous decision after all attending members had arrived. An FSFE staff stayed behind to direct any other arriving members to the new location:

Restaurant Friedrichskrone  
Kirchfeldstrasse 85  
40217 Düsseldorf

### **Friday 9 October 2009**

13:42 Opening by the chair

#### **Re 1. Welcome**

The chair welcomes the represented members and officially opens the extraordinary General Assembly.

#### **Re 2. Establishment of Resolutionability**

The invitation for the extraordinary General Assembly was sent out on 2 September 2009 and called for the assembly to take place on 9 October 2009. The following members agreed to a shortening of the invitation period through signed E-Mail to the president or in written form:

1. Georg Greve
2. Reinhard Müller
3. Shane Coughlan
4. Adriaan de Groot
5. Matthias Kirscher
6. Torsten Groot
7. Karsten Gerloff
8. Bernhard Reiter
9. Henrik Sandklef
10. Pablo Machón
11. Fernanda Weisen
12. Jonas Öberg

The shortening of the invitation period was thus agreed upon and in line with the rules defined in the constitution.

Members attending the extraordinary General Assembly:

1. Karsten Gerloff [Chair]
2. Bernhard Reiter
3. Adriaan de Groot
4. Werner Koch

#### **Members represented through designated votes:**

1. Georg Greve (Georg Greve designated his vote to Bernhard Reiter through a signed email to the president)
2. Jonas Öberg (Jonas Öberg designated his vote to Bernhard Reiter through a signed email to the president)
3. Reinhard Müller (Reinhard Müller designated his vote to Werner Koch through a signed email to the president)
4. Henrik Sandklef (Henrik Sandklef designated his vote to Karsten Gerloff through a signed email to the president)
5. Shane Coughlan (Shane Coughlan designated his vote to Karsten Gerloff through a signed email to the president)
6. Pablo Manchon (Pablo Manchon designated his vote to Adriaan de Groot through a signed email to the president)
7. Torsten Grote (Torsten Grote designated his vote to Werner Koch through a signed email to the president)

8. Patrick Ohnewein (Patrick Ohnewein designated his vote to Karsten Gerloff through a signed email to the president)
9. Fernanda Weiden (Fernanda Weiden designated her vote to Adriaan de Groot through a written letter to the president)
10. Matthias Kirschner (Matthias Kirschner designated his vote to Bernhard Reiter through a signed email to the president)

### **Guests:**

Christian Holz [minutes]  
Rainer Kersten

The chair notes that the invitation to the extraordinary General Assembly was sent out in line with the constitutional requirements and that 14 out of 15 members are represented at the Assembly. The chair therefore declares the General Assembly to be resolutionable.

### **Adoption of Agenda:**

The chair reads the agenda and asks for additions or change requests:

- 1) Greeting
- 2) Establishment of resolutionability
- 3) Vote on changes to the constitution
- 4) Vote on proposed resolutions
- 5) Closing

Bernhard Reiter requests the addition of one proposal for a resolution to agenda point 4. The wording shall be "As a budget clarification until the next full version is approved by the General Assembly, the annual gross salary of Karsten Gerloff may not exceed EUR 70.000." The chair notes the addition.

No other additions or changes are requested to the agenda.

### **Re 3. Proposed constitutional changes**

The members discuss the proposed changes to the constitution as included in the original invitation and as proposed by Matthias Kirschner in a follow up note to the president. After the discussion is finished, the following changes to the constitution are read by the chair in German and English and are put up for a vote:

Current Version	Proposed Changes
<p data-bbox="76 159 309 185">§ 5 Membership Fees</p> <p data-bbox="76 210 794 286">The members make contributions by ways of honorary activity or through holding a paid position in the association, for which the remuneration may not be disproportionately high.</p>	<p data-bbox="799 159 1203 185">§ 5 Membership Fees, Remuneration</p> <p data-bbox="799 210 1520 338">(1) The association may require annual dues from its members either in the form of financial payments or minimum amounts of rendered work. The amount of such dues as well as their due dates and collection and establishment procedures are decided upon by the General Assembly.</p> <p data-bbox="799 360 1520 734">(2) The president, the vice president, the financial officer, the executive director as well as other organs of the association, which have been assigned certain duties through the constitution of the association or through a decision of the General Assembly, may receive adequate remuneration and expense reimbursements for their services performed for the association. The appropriateness of such remuneration is determined by the overall financial situation of the association and by the specific tasks that need to be performed through the respective organ. Remuneration may not exceed the usual remuneration paid for freelance engagements for similar services rendered to comparable, non tax-exempt organisations, businesses, or governmental offices. The maximum remunerations paid to such organs will be defined as a part of the budgeting process through the General Assembly.</p> <p data-bbox="799 757 1520 1025">(3) Members and non-members can receive remuneration for activities performed in order to further constitutional purposes of the association if such activities are in line with the constitutional goals and the remuneration is appropriate. Appropriateness of such remuneration is defined as amounts not exceeding usual remuneration for comparable freelance work performed for other non tax-exempt organisations, businesses, or governmental offices. The preconditions and exact terms for remuneration for members and non-members, the actual amounts as well as all other conditions will be decided upon through the General Assembly or its defined representative.</p>

No secret vote was requested.

**Result of vote: 13 Yes/ 1 No/ 0 Abstentions**

The chair declares the proposed changes to be **accepted** by the General Assembly.

#### **Re 4. Miscellaneous**

The chair asks the General Assembly to vote on the following Resolutions:

- a. There will never be a remuneration for members of the association for any services provided that are purely administrative in nature. However, expenses that are incurred while providing administrative services to the association may be reimbursed.

The represented members of the General Assembly decide that in light of the constitutional changes made before, this resolution no longer is applicable and therefore forgo vote on this resolution.

- b. Any remuneration or compensation paid to members of the association is only provided for work related to projects, i.e. work related to the achievement of the actual constitutional purposes (strategic work, the operation of a business that pursues the purpose of the association, etc.).

The represented members of the General Assembly decide that in light of the constitutional changes made before, this resolution no longer is applicable and therefore forgo vote on this resolution.

- c. Remuneration or compensation can only be provided in exchange for clear and comprehensible reporting that would also be understandable by unassociated 3rd parties (e.g. reporting that includes times, work products, work focus and individual durations).

The represented members of the General Assembly decide that in light of the constitutional changes made before, this resolution no longer is applicable and therefore forgo vote on this resolution.

- d. The annual membership fees for members of the FSFE e.V. are defined as 50 EUR and will be collected annually at the beginning of each year. The first year such membership dues are collected is 2010.

The represented members of the General Assembly decide that in light of the constitutional changes made before, this resolution no longer is applicable and therefore forgo vote on this resolution.

- e. Membership dues may be rendered either in the form of financial payment or through work in line with the constitutional goals for the organization. These changes to the membership rules will take effect for the first time in 2009.

No secret vote was requested.

**Result of vote: 13 Yes/ 1 No/ 0 Abstentions**

The chair declares the proposed resolution to be **accepted** by the General Assembly.

- f. The financial membership due will be set to 60 EUR in arrears per calendar year. It cannot be split in individual payments.

No secret vote was requested.

**Result of vote: 13 Yes/ 1 No/ 0 Abstentions**

The chair declares the proposed resolution to be **accepted** by the General Assembly.

- g. Membership dues in form of performed work will be set to 12 hours per year. Performed work will need to be itemized annually and include the date and a description of the work performed by the member. Work can only be recognized if it is related to the constitutional goals and work of the association. Administrative tasks or fund raising cannot be considered.

No secret vote was requested.

**Result of vote: 13 Yes/ 1 No/ 0 Abstentions**

The chair declares the proposed resolution to be **accepted** by the General Assembly.

- h. If a member leaves the association during the fiscal year or if the association is dissolved, membership dues are payable immediately and on a pro-rata temporis basis.

No secret vote was requested.

**Result of vote: 12 Yes/ 2 No/ 0 Abstentions**

The chair declares the proposed resolution to be **accepted** by the General Assembly.

- i. Membership dues cannot be split between financial dues and rendered work.

No secret vote was requested.

**Result of vote: 13 Yes/ 1 No/ 0 Abstentions**

The chair declares the proposed resolution to be **accepted** by the General Assembly.

- j. As a budget clarification until the next full version is approved by the General Assembly, the annual gross salary of Karsten Gerloff may not exceed EUR 70.000.

No secret vote was requested.

**Result of vote: 14 Yes/ 0 No/ 0 Abstentions**

The chair declares the proposed resolution to be **accepted** by the General Assembly.

## **Re 5. Closing**

The chair closes the extraordinary General Assembly at 15:02.

Christian Holz  
[Minutes]

Karsten Gerloff  
[Chair]