



**ALASCA**

Verband für betriebsfähige, offene Cloud-Infrastrukturen e.V.

# **Statutes of ALASCA - Association for Operational Open Cloud Infrastructures e.V.**

## § 1 Name, registered office, registration, fiscal year

1. The name of the association shall be "ALASCA Verein für betriebsfähige, offene Cloud-Infrastrukturen" (Association for Operable, Open Cloud Infrastructures). It shall be entered in the register of associations and thereafter bear the suffix "e.V."
2. The Association has its registered office in Dresden.
3. The fiscal year is the calendar year.

## § 2 Purpose, tasks, non-profit status of the association

1. The Association exclusively and directly pursues charitable purposes in the sense of the section „Abgabenordnung“ (tax-privileged purposes) of the tax code.
2. The purpose of the Association is to promote research and development in the field of operational open-source software for digital infrastructures as well as the promotion of public and professional education in this field.

The purpose of the Statutes is realized in particular through

- a) Collaborative research on and development of novel open-source software for sovereign digital infrastructures.
  - b) Providing technological tools and creating the necessary conditions for the continuous development of the open-source software, as well as making the code and operable versions of the software available to non-members of the association.
  - c) Provision of freely accessible training material for the open-source software developed as part of the association's activities. In this context, particular attention is paid to users or organizations that have had little experience with open-source tools to date in order to facilitate their first steps in the operation of digital infrastructures, which serves, among other things, to avoid vendor lock-in effects. In addition, operators of open-source software can obtain certificates to prove their level of knowledge.
  - d) Building an open and inclusive community for the exchange of knowledge, experience and information between developers and other actors in the field of open source, promoting not only theoretical but also practical skills through the collaborative development of operational open-source software. In addition, collaborative cooperation with other players in the industry who are not part of the association is also sought.
  - e) Organization and implementation of internal and external events, such as regular summits or webinars.
  - f) Raising awareness through public work on the topics of digital sovereignty, data privacy and security, and the potential of open-source tools for organizations by developing articles, blogposts, videos, and other publications.
3. The Association is charitable in its activities; it does not primarily pursue its own economic purposes.
  4. Funds of the Association may only be used for the statutory purposes. Members shall not receive any benefits from the Association's funds. No person may be favored by disproportionately high remuneration or by expenses that are foreign to the purpose of the association.
  5. Members who work for the Association on behalf of the Association may, in addition to reimbursement of their expenses, receive annual compensation of up to the amount specified in § 3 number 26a EStG. The Board of Directors shall regulate the details.

6. The statutory officials of the Association may receive an appropriate remuneration for their activities. Further details shall be regulated by the General Meeting.

### § 3 Acquisition of membership

1. Any natural person of full age, any legal entity and any registered commercial partnership wishing to actively contribute to the objectives of the Association within the scope of its membership may become an ordinary member of the Association.
2. Legal entities and registered commercial partnerships shall exercise their membership rights through their legal representatives, unless they have authorized another member or an employee of the legal entity/registered commercial partnership to do so. The authorization must be reported to the association.
3. Membership becomes effective upon notification of admission by the Board of Directors.
4. The founding members are considered full members.
5. The application for admission to the association must be submitted in writing or via e-mail to the Board of Directors. The Board decides on the application for admission at its own discretion. The Board is not obliged to inform the applicant of the reasons for refusal.
6. Membership is voluntary.
7. Any person of full age, any legal entity and any registered commercial partnership may become a supporting member. It may participate in the General Meeting, but has no right to vote or to be elected.
8. Associations, federations, institutes and other organizations, but not companies or natural persons may become an associated member. It may participate in the General Meeting, but has no right to vote or to be elected.
9. 8. Upon proposal of the Board, the General Mssembly may admit deserving supporters of the Association to the Association as honorary members for life. The membership fee can be waived according to the decision of the General Meeting.

### § 4 Termination of membership

1. Membership in the Association ends by resignation or exclusion and furthermore automatically:
  - a) In the case of natural persons, by their death.
  - b) In the case of legal entities/registered commercial partnerships, by dissolution or insolvency.
2. The resignation is to be declared in writing by letter or e-mail to the Board of Directors. The resignation can only be declared with a notice period of three months to the end of the fiscal year.
3. A member may be excluded from the Association by resolution of the General Meeting or by the Board of Directors if they
  - a) have culpably damaged the reputation or the interests of the Association in a serious manner or have repeatedly violated the duties imposed on them by the Statutes of the Association, or
  - b) are more than three months in arrears with the payment of their membership fees and have not paid the arrears despite a written reminder under threat of exclusion.

If the exclusion is effected by resolution of the General Meeting, the member shall be given the opportunity to comment on the reasons for the exclusion at this General Meeting. These must be communicated to the member at least two weeks in advance.

If the exclusion is effected by the Board of Directors, the member shall have the opportunity to object in writing to the Board of Directors within one month. If the member does not exercise the right of objection within this period, they submit to the exclusion decision.

4. In the event of termination of membership, there shall be no claim for repayment of membership fees or against the assets of the Association.

## § 5 Rights and duties of members

1. Every member has the right to actively participate in the association and to take part in joint events. Each member has equal voting and election rights in the General Meeting.  
Exceptions to this are supporting and associated members, who may participate in the General Meeting, but have no voting or election rights. Honorary members retain the right to vote, provided that the member was already active in the Association as an ordinary member before being appointed. In other cases the Board of Directors decides.
2. Every member has the duty to promote the interests of the association, in particular to regularly pay their membership fees and to push the promotion, development and provision of open source software for digital infrastructures.

## § 6 Membership fees

1. Membership fees shall be paid annually by each member and shall be due in advance on January 15 of each year. In the event of entry during the calendar year, the membership fee shall be based on the number of months remaining in the calendar year (including the month of entry).
2. The amount of the membership fees is determined by the General Meeting. In doing so, the openness of the Association to the general public shall be adequately taken into account.
3. Honorary members may be exempted from membership fees by resolution of the General Meeting. If persons who are already full members of the Association are appointed honorary members, the exemption from membership fees shall apply from the time of appointment. A refund of the previously paid fees will not be granted.
4. If a parent company is already an ordinary member and one or more of its subsidiaries would like to become an ordinary member, the membership fee for the respective subsidiary shall be reduced by the rate stipulated in the membership fee regulations. If a subsidiary is already an ordinary member and the parent company joins the association as an ordinary member, the reduction in the membership fee for the subsidiary shall also take effect, but not until the start of the next calendar year. There will be no partial reimbursement of the membership fee previously paid. Further provisions are set out in the membership fee regulations.

## § 7 Organs of the Association

1. Organs of the Association are the Board of Directors and the General Meeting.

## § 8 Board of Directors

1. The Board of Directors of the Association is responsible for the representation of the Association according to § 26 BGB and the management of its operations. In particular, it has the following tasks:
  - a) convening and preparing the General Meetings, including the preparation of the agenda,
  - b) the execution of resolutions of the General Meeting,
  - c) the management of the Association's assets and the preparation of the annual report,
  - d) the admission and exclusion (§ 4 para. 3 sentence 3) of members,
  - e) report to the General Meeting on the essential matters of the Association at least once a year.
2. the Board of Directors consists of the chairman, the vice-chair and the treasurer. Furthermore, the number of Board members is to be determined by the General Meeting.
3. The Association is always represented jointly by two members of the Board of Directors.
4. The members of the Board are elected individually by the General Meeting for a period of two years. Only members of the Association can be members of the board. If the member of the Association is a natural person, then the natural person shall join the board; in the case of a legal person/registered commercial partnership, the legal person/registered commercial partnership shall send a representative who shall then act as a member of the Board. With the membership in the Association also the membership in the board ends.

The re-election or early dismissal of a member by the General Meeting is allowed.

A member shall remain in office after the expiry of the regular term of office until the election of their successor. If a member leaves the Board prior to the end of their regular term, the remaining members are entitled to elect a member of the Association to the Board until the election of their successor by the General Meeting.

5. Each member of the Association shall not be represented on the Board by more than one person. In the case of a legal entity/registered commercial partnership, only one delegated representative may serve on the Board. Should an elected or legal representative of a legal person/registered commercial partnership work for more than one company on the Board, they are only allowed to be delegated by one of these companies. The representation must be notified to the Association in accordance with § 3 Para. 2..

If the delegated Board member is no longer part of the legal entity/registered commercial partnership (e.g. due to termination) or if the membership of the legal entity/registered commercial partnership expires for reasons stated in § 4 par. 1 and 3, the Board member is permitted to apply for membership of the Association as a natural person in accordance with the specifications in § 3 par. 5. The General Meeting shall decide on the continued execution of the Board position of this person.

6. The Board of Directors shall meet as required. The meetings shall be convened by the chairman or, if they are prevented from doing so, by the vice-chair. A notice period of one week shall be observed. The Board has a quorum if at least two members are present. The majority of the valid votes cast shall be decisive in the passing of resolutions. In the event of a tie, the chairman or, if they are unable to attend, the vice-chair shall have the casting vote.
7. The resolutions of the Board of Directors shall be documented in the minutes. The minutes shall be signed by the keeper of the minutes and by the chairman or, if they are prevented from doing so, by the vice-chair or another member of the board.

## § 9 General Meeting

1. The General Meeting is responsible for decisions in the following matters:
  - a) changes to the Statutes,
  - b) dissolution of the Association,
  - c) nomination of honorary members as well as the exclusion of members from the Association (§ 4 para. 3 sentence 2),
  - d) election and dismissal of members of the Board of Directors,
  - e) the acceptance of the annual report and the relief of the Board of Directors,
  - f) determination of admission fees and membership fees.
2. At least once a year, if possible in the first quarter, an ordinary General Meeting shall be convened by the Board of Directors through the chairman or, if they are prevented from doing so, the vice-chair. The meeting shall be convened in writing or by e-mail, giving two weeks' notice and stating the agenda.
3. The agenda is set by the Board of Directors. Each member of the Association can request an addition to the agenda in writing or by e-mail to the Board no later than one week before the General Meeting. The Board decides on the request. The General Meeting shall decide on proposals for the agenda which have not been included by the Board of Directors or which are put forward for the first time at the General Meeting by a majority of the votes cast; this shall not apply to proposals which relate to an amendment to the Statutes, the dissolution of the Association or changes to membership fees.
4. The Board of Directors shall convene an extraordinary General Meeting by the chairman or, if they are prevented from doing so, by the vice-chair, if the interests of the Association demand it or if a quarter of the members request this in writing or by e-mail to the chairman of the Board of Directors, stating the purpose and the reasons. Insofar as circumstances permit, a notice period of two weeks must be kept and the agenda must be announced with the invitation
5. The General Meeting shall be chaired by the chairman or, if they are prevented from doing so, by the vice-chair and, if they are prevented from doing so, by a chairman elected by the General Meeting.
6. The General Meeting has a quorum if at least one third of all members of the Association are present or represented. In the event of a lack of quorum, the Board of Directors is obliged to convene a second General Meeting with the same agenda within four weeks by the chairman or, if they are prevented from doing so, by the vice-chair. This meeting has a quorum regardless of the number of members present. This must be pointed out in the invitation.
7. Each founding member and each ordinary member shall be entitled to one vote. In the case of legal entities and registered commercial partnerships, the legal representative shall be entitled to vote. If the legal entity/registered commercial partnership has several legal representatives, only one of these representatives may cast the vote for the legal entity/registered commercial partnership. If the legal entity/registered commercial partnership has authorized a representative in accordance with § 3 (2) of the Association's Statutes, then the voting right provision shall apply accordingly to this representative.

Supporting and associated members are not entitled to vote.

Honorary members who were already active as full members before their appointment retain their voting rights. In other cases, the Board of Directors decides.

8. The General Meeting shall decide by open ballot with a majority of the votes cast. If no candidate can win the majority of the votes cast, a run-off election shall be held. Resolutions on changes to the Statutes, as well as resolutions on the dissolution of the Association, require a majority of three quarters of the votes cast.
9. Minutes shall be taken of the proceedings of the General Meeting and the resolutions adopted. These are to be signed by the keeper of the minutes and the chairman of the meeting.

## **§ 10 Dissolution of the Association, termination for other reasons, elimination of tax-privileged purposes**

1. The dissolution of the Association may be decided only in a General Meeting convened for this purpose and in the form provided for in § 9, para. 8.
2. In the event of the dissolution of the Association, the chairman of the Board of Directors and the vice-chair shall be jointly authorized liquidators, if the General Meeting does not designate any other persons.
3. In the event of the dissolution or annulment of the Association or in the event of the elimination of tax-privileged purposes, the assets of the Association shall pass to a legal entity under public law or to another tax-privileged corporation for the purpose of promoting research and development or public and professional education.
4. The aforementioned provisions shall apply accordingly if the Association is dissolved for any other reason or loses its legal capacity.
5. Should individual provisions of these Statutes be or become legally invalid, this shall not affect the validity of all other provisions.
6. For a legally ineffective provision, the General Meeting shall adopt a legally effective provision that corresponds in its effect to the meaning of the original provision as far as legally permissible.

## **§ 11 Restriction of information exchange and antitrust compliance**

1. The Association and its members are explicitly committed to compliance with anti-trust regulations.
2. The members of the Association agree that they will limit the exchange of information to the information necessary for the execution of the Association's purposes. In particular, the members of the Association are aware and assure that they will not exchange any competitively sensitive information, e.g. business secrets/strategic information such as prices, markets, customers with each other.