

DebConf13 association

Bylaws

Generalities

Article 1. Name

“DebConf13 association” is a non-profit association, governed by the present bylaws and, secondarily, by Articles 60 et seq. of the Swiss Civil Code. It is politically neutral and non-denominational.

Article 2. Aim

The association shall pursue the following aims:

- Organise the annual Debian Conference 2013 (DebConf13) in Switzerland;
- Support the Debian project.

Article 3. Seat

The legal seat of the association is located where the treasurer (as member of the “Board” , elected by the “General Meeting” of members) legally resides. If required the seat can be changed by a “Board” decision.

Article 4. Relation to Debian and DebConf

The Debian Conference is organized for the Debian Project and in cooperation with its DebConf Chairs and DebConf Team. The association does not take any major decision without consultation with the DebConf Chairs and the DebConf Team.

Members

Article 5. Membership

Any physical person may request to join if they are willing to pursue the goals of the association. Requests to become a member must be addressed to the “Board” . The “Board” admits new members and informs the “General Meeting” accordingly.

- A quarter of the existing members can appeal any membership decision;
- The appeal is ruled upon by the “General Meeting” but has no suspensive effect on the membership decision by the “Board” , either way.

Article 6. Ceasing

Membership ceases:

- on death;
- by resignation;
- by exclusion.

Resignation becomes effective as soon as properly communicated to the “Board” .

The exclusion of a member is a decision of the “Board” for a member who, through her attitude, behavior or actions, has put herself in contradiction with the goals of the association or for any cause determined to be of sufficient gravity by the “Board” .

The exclusion decision can be appealed to the “General Meeting” but has no suspensive effect. The “General Meeting” doesn’t have to justify of its final decision.

Resources and finances

Article 7. Subscription fees

The members of the association have no duty to pay subscriptions.

Article 8. Resources

The association’s resources come from:

- donations;
- legacies;
- private and public subsidies;
- any other resources allowed by law.

The funds shall be used in conformity with the association’s aims.

Article 9. Liability

The members of the association have no individual financial liability and the liability of the association is limited to its assets only. The members of the association have no right on the assets of the association.

Bodies

Article 10. Bodies

The association’s bodies are:

- the “General Meeting” of members;
- the “Board” .

General Meeting (GM)

Article 11. GM - Composition

The “General Meeting” of members is constituted by all the members of the association.

Article 12. GM - Powers

The “General Meeting” , in addition to powers attributed by law:

- appoints the members of the “Board” ;
- shall rule upon appeals regarding admission and expulsion of members;
- decides on any modification of the present bylaws;
- decides on the dissolution of the association.

Article 13. GM - Decision-making

Decisions of the “General Meeting” of members shall be taken by a majority vote of the members present. In case of deadlock, the President shall have the deciding vote.

Decisions concerning the amendment of the bylaws and the dissolution of the association must be approved by a two-third majority of the members present.

Board

Article 14. Board - Composition

The “Board” is constituted of members of the association, elected in their functions by the “General Meeting” :

- president
- treasurer
- secretary
- non-executive members (facultative)

Article 15. Board - Attributions

The “Board” , in addition to obligations defined by law, has the responsibility of:

- conducting the activities of the association in pursuit of its goals;
- the finances of the association;
- deciding upon membership requests;

The "Board" has to agree with a two-third majority and the "DebConf Team" has to be consulted before deciding:

- upon any expense above 1'000 CHF;
- to sign contracts in the name of the association, if the contract implies expenses above 1'000 CHF.

The President, the Treasurer and the Secretary are each entitled to sign contracts in the name of the association jointly together with at least one other member of the "Board".

Final considerations

Article 16. Representation

The “Board” is entitled and obliged to manage and represent the association.

Article 17. Commercial register entry

The association is not registered to the commercial register.

Article 18. Accounting year

The accounting year is the calendar year; the first accounting year ends on 31. December 2013.

Article 19. Assets in case of dissolution

In the case of the association being dissolved, the assets should be allotted to a non-profit organisation holding assets in trust for Debian or any organisation responsible for a future DebConf. The goods of the association cannot be returned to the founders or members, nor be used to their own profit. The decision has to be taken by a two-third majority of the present members.

Signatures

The present bylaws have been approved by the Founding “General Meeting” (FGM) on September 5. 2012 in Bern. In name of the association:

The FGM *Chairman* and
non-executive member of the Board of the
association

Gaudenz Steinlin

The FGM *Recording Secretary* and
Secretary of the association

Didier Raboud