

Bylaws of Phosh.mobi e.V.

8.5.2025

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NOTE: This English text is a translation of the German "Satzung" for informative purposes. The Satzung remains the legally binding document.

1 Clarification of Terms

For the purpose of these bylaws, Free Software, also called “Open Source Software“, is computer source code which has been made available to the public for free by their creators in a non-retractable manner. The copyright-holder grants each third party the freedom to use the program for any purpose; to examine its functioning and adapt it to their needs; to make and distribute copies of it to others; and to improve the code and make these improvements available to the public.

Development of Free Software, for the purpose of these bylaws, consists of the development of theoretical foundations and concepts, as well as their realization through programming and testing of Free Software. In addition to the source code, it comprises the development and implementation of designs, graphics and audio files.

“Phosh“ is a graphical desktop environment and software collection, consisting of infrastructure for applications as well as applications including audio, images, documents and translations. It is developed as Free Software and made available to the general public for free. Its main focus is mobile devices, such as smartphones and tablets.

2 Preamble

Nowadays, mobile computer devices are ubiquitous and applications on these devices have huge influence on our actions. It is paramount to enable humans to use these devices according to their preferences and requirements. Educating people about the risks of using nonFree Software on mobile devices, as well as informing them about the opportunities and advantages through the use of Free Software is an important aspect of the association’s goals.

3 Name, Location, and Fiscal Year

The name of the association is Phosh.mobi e.V.

The association is based in Erpel. Unless a permanent office is established, the administration follows the place of residence of the respective board member who performs the management duties.

It is registered in the register of associations of the Montabaur District Court under number 29192.

The fiscal year is the calendar year.

4 Purpose of the Association

The association has made it its mission to support the promotion and distribution of free software for mobile devices (e.g., smartphones) in the spirit of free software, with particular emphasis on the software bundle “Phosh”.

4.1 The purpose of the association is

1. the promotion of general and vocational education
2. the promotion of science and research
3. to promote civic engagement for the benefit of charitable purposes

4.2 The purpose of the bylaws is achieved in particular

1. through the exchange of opinions and cooperation between users, developers, and researchers.
2. through research into the impact of free software on mobile devices and the concept of free software on society and science.
3. through discussion about the impact of free software on mobile devices and the impact of free software on society and science.
4. through further development and research on free software for mobile devices.
5. by providing free software for mobile devices, supporting images, sounds, data and documentation, as well as the promotion of their free availability and the creation and distribution of informational material about them.
6. by contributing to providing expert information to the public in the association’s area of activity and participation in trade fairs and congresses, in order to make the information accessible to a wider range of users.
7. through the organization of conferences and publicly accessible lectures for the further education of project participants and users.
8. by preserving the free rights of project participants to protect them from the commercial interests of third parties users and users.

9. providing hardware for development, training, and presentation purposes.

4.3 Non-profit status

1. Within the scope of its activities as defined in § 4.1 of the bylaws, the association pursues exclusively and directly charitable purposes within the meaning of the section on tax-privileged purposes of the German Fiscal Code (§§ 51 et seq. AO). It operates selflessly and does not primarily pursue its own economic interests.
2. The association's funds are to be used exclusively for purposes consistent with the bylaws. Members receive only reimbursement of incurred expenses, but no direct payments, from the association's funds.
3. No person may be favored by association expenditures that are unrelated to the association's purpose or by disproportionately high remuneration. For the reimbursement of expenses, the Federal Travel Expenses Act applies, unless other legal provisions are applicable.
4. An amendment to the association's purpose may only be made within the framework set out in § 4.2

5 Forms of Membership and Members of the Association

1. Natural and legal persons who wish to support and endorse the association's goals can become members. To reflect the international character of the association, and also to allow members the option to withdraw from actively supporting the development of Phosh without relinquishing their membership, the following types of membership are provided:
 - (a) **Active members** are natural persons who support the association's purpose and the realization of its goals through active participation and assume the full obligations of a member. In particular, they are expected to participate, attend general meetings, and exercise their voting rights.
 - (b) **Extraordinary members** are natural and legal persons who, through their membership in the association, declare their support

for the association's purpose and goals but waive the rights of active members, namely participation in general meetings and the exercise of voting rights. Legal entities appoint a natural person as their representative to exercise their remaining rights and obligations.

- (c) **Supporting members** are associate members who promote the association's purpose and objectives, particularly through a financial or in-kind contribution. They are listed on the association's website at their own request and have the right to attend the general meeting without acquiring voting rights.

2. Active membership is acquired upon the proposal of an active member with the consent of two other active members by a resolution of the general meeting or by the active members by online voting with a simple majority.

The main criterion for admission shall be the commitment shown by the candidates over a longer period and the contribution made in line with the association's objectives.

An active member may, upon their own application to the board, change to associate membership. If an active member fails to fulfill the aforementioned obligations over two consecutive ordinary general meetings, their membership automatically changes to associate membership. An associate member who is not a supporting member may apply to the board for active membership. The board decides on the admission of supporting members.

3. Membership ends through resignation, expulsion, or death; in the case of legal entities, also through loss of legal personality. A member may only resign as of December 31st of each year. Resignation is effected by submitting a written declaration to the board of directors, observing a notice period of four weeks.
4. The instrument of expulsion from the association is reserved for critical situations whereby, in principle, priority must be given to amicable resolution.

Expulsion takes effect immediately upon a decision of the board. Grounds for expulsion may include:

- (a) A serious violation by a member of the provisions set forth in

these bylaws, as well as the aims and purposes of the association, after an unsuccessful attempt at clarification, and

- (b) Arrears in membership fees for a period of 12 months despite repeated reminders.

The member must be given the opportunity to justify their actions or provide a statement before a decision is made. An appeal against the exclusion can be lodged with the board within four weeks, and the next general meeting will decide on the appeal. Until the general meeting's decision, the member's rights and obligations are suspended.

5. Upon a member's departure from the association or upon dissolution of the association, there is no entitlement to a refund of any contributed assets.

6 Organs of the Association

The organs of the association are:

- the general meeting and
- the board of directors.

7 General Assembly

1. All active members of the association are members of the general meeting, each with one vote.
2. The general meeting of members shall be held at least once a year. It shall be convened by the board of directors in writing by post or email, stating the preliminary agenda. The notice period is six weeks. The period begins on the day following the dispatch of the invitation. The date of the postmark or the date of dispatch of the email shall apply. The invitation shall be deemed to have been received if it is sent to the last address provided in writing by the member to the association. Members may submit further agenda items to the board of directors in writing or electronically up to two weeks before the meeting. The date of receipt by post or email shall apply. The board of directors shall publish the final agenda on the internet; the address shall be provided in the written invitation. The general meeting of members may be held entirely virtually (e.g., by video conference).

3. An extraordinary general meeting must be convened if the interests of the association so require. Upon written request from at least 20% of all members, the board must convene an extraordinary general meeting within six weeks. The members' request must specify the desired agenda item.
4. The general meeting is quorate if properly convened, regardless of the number of members present. It elects a chairperson from among its members. Resolutions are passed by a simple majority vote, unless the meeting decides otherwise, by a show of hands. In the event of a tie, a motion is considered rejected.
5. Notwithstanding paragraph (4), amendments to the bylaws and resolutions concerning the dissolution of the association require 3/4 of the votes cast at the general meeting, but at least half of the votes of all active members of the association.
6. An active member who does not attend the General Assembly in person may be represented by another member who is personally present at the General Assembly. The representative exercises the voting rights of the represented member alongside their own. The representative must identify themselves at the beginning of the General Assembly by presenting an original written power of attorney to the board. One representative may represent a maximum of two additional members.

8 Tasks of the General Assembly

1. The General Assembly, as the supreme decision-making body of the association, is responsible for all tasks unless specific tasks have been assigned to another body of the association in accordance with these statutes.

The General Assembly elects the board from among the active members. Those persons who receive the most votes are elected.
2. The General Assembly may remove members of the board of directors. In deviation from (1), this requires a majority of the votes of all active members of the association.
3. The General Assembly decides on appeals from members whom the board intends to exclude.

4. The General Assembly receives the annual business report of the board of directors and the audit report of the auditors and grants discharge to the board of directors.
5. The General Assembly has the right to decide on amendments to the statutes and the dissolution of the association.
6. The annual accounts and the annual report must be submitted to the General Assembly in writing for a resolution on their approval and the discharge of the Board. The General Assembly appoints two auditors, who are neither members of the Board nor of any committee appointed by the Board, and are not employees of the association, to audit the accounting records, including the annual financial statements, and to report on the results to the General Assembly. The auditors have access to all of the association's accounting and financial records.
7. The following decisions remain reserved for the General Assembly:
 - (a) the purchase, sale, and encumbrance of real estate,
 - (b) financial participation in companies, and
 - (c) the taking out of loans exceeding €10,000.
8. It may decide on other matters submitted to it by the Board or by the membership.

9 Board of Directors

1. The board consists of three persons, and only natural persons may be members. The term of office is two years. Re-election is permitted. The current board members remain in office after the expiration of their term until successors are elected.
2. The board elects from among its members a chairperson, a deputy chairperson, and a treasurer. Re-election is permitted.
3. The work of the board, in particular regulations concerning the convening of board meetings, their procedure and the conduct of voting, is governed by rules of procedure of the board, which the board adopts unanimously.

4. The board decides on all matters of the association, insofar as they do not require a resolution of the general meeting. It implements the resolutions of the general meeting.
5. Each member of the board of directors is individually authorized to represent the association externally.
6. In the event of a board member leaving office during their term of office, the board shall appoint an interim board member by online election of the active members. The interim board member shall remain in office until the next general meeting. The general meeting shall decide on a permanent successor to the board.
7. The board of directors may, by resolution, appoint a full-time managing director as a special representative pursuant to §30 of the German Civil Code (BGB), who conducts the day-to-day business of the association and is the supervisor of the full-time association employees. Decisions regarding employment contracts, dismissals, as well as the admission and expulsion of members, remain the prerogative of the board of directors.
8. The managing director has the duty to attend the general meetings and the right, and upon request of the board, the duty, to attend board meetings. He has the right to speak at all meetings and is accountable to the association's bodies.
9. Amendments to the articles of association that are required by supervisory, judicial, or financial authorities for formal reasons may be made by the board of directors on its own initiative. These amendments must be reported to the next general meeting of members.
10. Members of the board may receive remuneration. The amount of remuneration is decided by the General Assembly.

10 Rules of Procedure

The rules of procedure govern details of the association's work that go beyond the scope of the statutes. The board of directors puts the rules of procedure into effect after approval by the members. Member approval is obtained through an online vote with a simple majority of the active members.

11 Protocols

The resolutions of the board and the general meetings are recorded in writing and are available for members to inspect. The minutes are signed by the meeting chair and the secretary.

12 Terms of Payment

Before hiring full-time employees, the board of directors regulates their remuneration in the rules of procedure.

13 Finances

1. The association's necessary financial resources are obtained through:
 - (a) Membership fees,
 - (b) Grants from the state, municipalities, and other public bodies,
 - (c) Donations,
 - (d) Other contributions from third parties,
 - (e) Fees for the association's activities within the scope of its non-profit status, including, but not limited to, lectures,
 - (f) Commercial operations, e.g., through the sale of promotional materials (such as T-shirts and other items), revenue from participation fees for events organized by the association in accordance with its statutes, etc.
2. Members pay fees in accordance with a resolution passed by the General Association or by active members via online voting by simple majority. The regulations regarding the amount of membership fees will form part of the rules of procedure.
3. In the event of the dissolution or winding up of the association, or in the event of the cessation of its tax-exempt purposes, the assets of the association shall be transferred to the Free Software Foundation Europe e.V. (Registered at the Hamburg Local Court, VR 17030) or, in the event of its cessation, to Ärzte ohne Grenzen e.V., Schwedenstraße 9, 13359 Berlin, Germany (Registered at the Charlottenburg Local Court, VR 21575 B) which shall use them directly and exclusively for charitable or benevolent purposes.

14 Validity

These bylaws take effect upon the resolution by the membership assembly on May 08, 2025.