

# Articles of Association

## Article 1

### **Name, registered office and financial year**

- (1) The association bears the name "JabRef e.V."
- (2) The association is registered in the Stuttgart register of associations.
- (3) The association has its registered office in Sindelfingen. If no permanent office has been set up, the administration follows the place of residence of the respective member of the Board of Directors who is responsible for management.
- (4) The financial year is the calendar year.

## Article 2

### **Purpose**

- (1) The purpose of the association is to promote science and research, education, public and vocational training, including student support.
- (2) The purpose is realized in particular by
  - a) the development and provision of "free software" as defined by the "Open Source Initiative (OSI)" for knowledge management and library administration, in particular through the "JabRef" software application,
  - b) the promotion of education, the exchange of opinions and cooperation between users and developers,
  - c) Advising students and lecturers on the use and development of free software and development tools,
  - d) Organization and implementation of lectures, training courses and workshops,
  - e) Informing the public in the association's area of activity,
  - f) Representing the interests of its members vis-à-vis authorities, associations and the press.

## Article 3

### **Non-profit status**

- (1) Within the scope of its activities in accordance with Article 2 (Purpose) of these Articles of Association, the association pursues exclusively and directly charitable purposes within the meaning of the tax-privileged purposes section of the German Tax Code (§§ 51ff. AO). It is selflessly active and does not primarily pursue its own economic purposes. It is politically and ideologically neutral.
- (2) The association's funds are to be used exclusively for statutory purposes. The Executive Board may decide on remuneration in accordance with Section 3 No. 26a of the German Income Tax Act (EStG) (lump-sum allowance for voluntary work) or Section 3 No. 26 EStG (lump-sum allowance for trainers), as well as other expense allowances.
- (3) No one may benefit from association expenses that are not related to the purpose of the association or from disproportionately high remuneration. Members of the association shall not receive any benefits from the association's funds.
- (4) A change in the purpose of the association is only permitted within the framework of Article

3 (non-profit status).

## **Article 4**

### **Membership**

#### *Species*

(1) Natural and legal persons who support the objectives of the association and submit a written application for membership can become members of the association.

(2) A distinction is made between different types of membership:

- a) Active members are natural persons who actively support the purpose of the association through their work.
- b) Supporting members are natural and legal persons who support the purpose of the association ideally, financially or through contributions in kind.

#### *Acquisition and loss*

(3) Membership is acquired

- a) as an active member by resolution of the General Meeting,
- b) as a supporting member by resolution of the Board of Directors.

(4) An Active Member shall change to the status of a Supporting Member by written declaration without authorization or by resolution of three quarters of the votes of the General Meeting.

(5) Membership of the association ends through death, resignation or exclusion, and in the case of legal entities also through loss of legal personality. Resignation is effected by written declaration to the Executive Board. The General Assembly decides on expulsion with a majority of three quarters of the valid votes. If a member resigns or the association is dissolved, there is no entitlement to reimbursement of any assets contributed.

## **Article 5**

### **Organs of the Association**

The bodies of the association are the General Meeting and the Executive Board.

## **Article 6**

### **The general meeting**

#### *Tasks and composition*

(1) The General Meeting is the highest decision-making body of the association. The following are reserved for it

- a) the determination of membership fees and levies,
- b) the election and discharge of the Executive Board,
- c) the election of at least one auditor,
- d) the removal of members of the Executive Board,
- e) the definition of principles for the activities of the Board of Directors,
- f) Amendments to the Articles of Association,
- g) the dissolution of the association,
- h) the admission of active members,
- i) the change in the type of membership in accordance with Article 4 (Membership) paragraph 4,
- j) the decision on the purchase, sale and encumbrance of real estate,
- k) the financial participation in companies, and
- l) taking out loans from EUR 500.

(2) All active members are entitled to one vote at the General Meeting. An active member can combine up to one additional vote by transferring voting rights. The other members are entitled to participate without voting rights.

#### *Resolution*

(3) The General Meeting has a quorum regardless of the number of active members present. It passes its resolutions by a simple majority. In the event of a tie, the Chairman shall cast the deciding vote; in the election procedure, the lot shall be drawn. Abstentions and invalid votes are not counted.

(4) Resolutions can be passed outside of a general meeting by written circulation procedure. This does not apply to decisions on amendments to the Articles of Association and the dissolution of the Association. For the circulation procedure to be effective, the majority of those entitled to vote must participate and cast a vote. A deadline of up to seven days must be set for participation.

(5) Notwithstanding paragraph 3, amendments to the articles of association and the dissolution of the association must be approved by at least half of the active members with three quarters of the valid votes cast. If less than half of the Active Members have taken part in the vote, the Executive Board may convene a further General Meeting within 60 days, for which only three quarters of the valid votes of those present are sufficient to pass a resolution.

#### *Shape*

(6) The Executive Board shall convene an ordinary General Meeting at least once a year. It may convene an extraordinary general meeting if the interests of the association so require.

(7) At the written request of at least twenty percent of the active members, the Executive Board must convene an extraordinary general meeting within 60 days. The members' request must include the desired agenda item and the reasons for it.

(8) A General Meeting may be held virtually in a conference call or video chat unless more than half of those entitled to vote have objected in writing no later than one week after the invitation has been sent out. The objection can be made informally by email. Resolutions of virtual general meetings on the dissolution of the association and amendments to the articles of association are invalid.

#### *Load*

(9) The invitation must state the date and place of the meeting as well as a provisional agenda. Amendments to the Articles of Association must be specifically marked in the agenda. Members may submit further requests for agenda items to the Board of Directors in writing up to 10 days before the specified date. The date of receipt by post or e-mail is decisive.

(10) The invitation to a General Meeting shall be sent in writing by post or e-mail to the last address provided by the member in writing and shall be deemed to have been received upon dispatch.

(11) The notice period for a General Meeting is 28 days. It begins on the day following the dispatch of the invitation letter. The date of the postmark or dispatch of the e-mail is decisive.

**Article 7**  
**The**  
**Executive**  
**Board**

- (1) The Executive Board is responsible for all tasks unless the Articles of Association expressly reserve these for another body. It is accountable to the General Meeting for the management of the company.
- (2) The Executive Board of the association consists of a chairman, the first deputy chairman and the second deputy chairman. One member of the Executive Board assumes the duties of the treasurer. The members of the Executive Board are each authorized to represent the association externally on their own behalf.
- (3) Only an active member may be elected as a member of the Board of Directors. Notwithstanding paragraph (2), another member of the association may also be appointed to perform the duties of treasurer. This member has the right to speak on the Board, but no voting rights.
- (3) The term of office is three years, calculated from the date of election. Re-election is permitted. The incumbent members of the Board of Directors remain in office until successors are elected.
- (4) The Board of Directors passes its resolutions by simple majority. In the event of a tie, the Chairman has the casting vote. If he is unable to do so, his deputy shall have the casting vote.
- (5) If a member of the Board of Directors resigns prematurely or is permanently incapacitated, the Board of Directors may elect a deputy for the remaining term of office of the resigning member.

**Article 8**  
**Meeting reports**

- (1) Minutes must be taken and kept of the meetings of the Board of Directors and General Meetings. They must be signed by the Chairman or one of his deputies and the secretary.
- (2) The minutes are available for inspection by the members.

**Article 9**  
**Financing**

- (1) The necessary financial resources of the association are raised by
  - a) Membership fees,
  - b) Grants from the state, the municipality or other public bodies,
  - c) Donations,
  - d) other grants from third parties,
  - e) Fees for activities of the association within the scope of its non-profit status.
- (2) The membership fee regulations are determined by the General Meeting.
- (3) If the association is dissolved or if tax-privileged purposes cease to exist, the assets of the association shall be transferred to the association "DANTE, Deutschsprachige Anwendervereinigung TEX e.V.", Postfach 11 03 61, 69072 Heidelberg, which shall use them exclusively and directly for charitable purposes in accordance with these Articles of Association.

**Article 10**  
**Data**  
**protection**

(1) Personal data of members is collected, processed and stored in order to fulfill the purposes and tasks of the association.

(2) Members' personal data is only published internally and externally following a decision by the General Assembly. This does not apply to the data of members who have objected to publication in writing.