Protocol General Assembly 2013

TYPO3 Association

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1   Opening of the GA

1.1. Welcome
Jürgen Egeling, the chairman of the TYPO3 Association, welcomes the attendees at the General Assembly 2013 in Basel, Switzerland. The assembly started at 14:00.

1.2. Attending Board, EAB and BCC members
All members of the Board, EAB and BCC are present, except Robert Meyer and Peter Pröll.

1.3. Formalities
1. The members appointed the chairman (Jürgen Egeling) as the president of the day. The president of the day opens the GA.
2. Election of the person in charge for counting the votes: Jochen Weiland. The vote was unanimous.
3. The presented agenda has been approved.
4. The invitation for the GA has been sent in time to the members and all formalities have been followed.

2   Protocol of the prior assembly

The protocol of 2012 was approved in unison.

3   Annual report by the chairman

Jürgen Egeling pointed out that in 2012 many changes have happened. The EAB was established and did a great job during the year.

Please see the annual report 2012 for further details.

4   Report of the EAB

4.1. Jumpstart into action
In 2012, the EAB came to action after its voting by the members of the TYPO3 Association. One of the tasks of this new body is to distribute the funds of the T3A, according to the bylaws. The 2012 budget was inherited from its predecessor: the steering committee. The EAB members are working on a non-paid basis and are only reimbursed for travel costs. As the actions of the TYPO3 Association have a wide range, the EAB distributed the responsibilities of its members in so called "field-of-responsibilities" (FOR).
- Administration & Legal: Peter Pröll
- Certification: Peter Pröll
- Events: Olivier Dobberkau
- Marketing & Communication: Olivier Dobberkau
- Security: Jonas Felix
- Server: Peter Pröll
- TER/PSL/DocTeam: Jan-Hendrik Heuing
- TYPO3 CMS: Jan-Hendrik Heuing & Olivier Dobberkau
- TYPO3 Extbase: Jonas Felix
- TYPO3 Neos & TYPO3 Flow: Michael Stucki & Jan-Hendrik Heuing

Each EAB member started the contact with the respective budget owners in their field of responsibility and

maintained a link to them, so questions regarding issues could be resolved in a fast and uncomplicated way.
The EAB meets regularly on a monthly base. Its working platform is on forge.typo3.org:
http://forge.typo3.org/projects/t3a-eab-public/

Additionally the EAB meets with the Board, in person, at least 3 times a year. Details about the members of the EAB can be found here:
http://association.typo3.org/expert-advisory-board/ref/assoc/

4.2. Personnel changes

Patrick Lobacher resigned from the EAB due to personal reasons, shortly after entering his position. He was replaced in an extraordinary voting by Eike Diestelkamp.

4.3. The budget process

The EAB main work was to set up the new budget process in the first half of the year. As the budget applications started in August, we have followed the process through the rest of the year. One goal of the budget process was to be as transparent as possible and to include the community to the fullest. This has been achieved by involving the members, asking them for feedback to the budget applications via forge.typo3.org, as well as asking for their priorities. You can find a description of the budget process and its dates here:
http://typo3.org/news/article/explanation-of-the-t3a-2013-budget/

4.4. The idea behind the budget decisions

One of the driving factors for the budget decisions was to reach out to as many community members as possible. We took into account the general direction given by the member's poll, whilst maintaining a certain continuity for long term projects.

For more details about the decisions of the EAB, please see:
https://typo3.org/news/article/explanation-of-the-t3a-2013-budget/

4.5. Outlook for 2013

Since the budget process has been set up in 2012, we will take our chance to improve it, with what we have learned so far. Besides the daily business, we will also concentrate further in strategical aspects of the Association and the TYPO3 project.

5   Report from the BCC

Report from the BCC for the general assembly of the TYPO3 Association regarding the bookkeeping 2012.
The BCC has reviewed the bookkeeping of 2012, on an accounting basis. Basis for this were accounting balance sheets for each account and the full access to the digital archive of all invoices. Ambiguous bookings and namings were clarified by the assistant of the cashier. The BCC wants to thank the assistant of the cashier, (Sandra Krieg) for helping and supporting the BCC. The communication with the TYPO3 Board has been improved since 2011, which supported the work of the BCC:

The bookkeeping is in good order, all problems which were found during this review have been solved by the TYPO3 Association.

During the review we have identified some issues:
- Open Invoices: At 21.01.2013 more than 190.000,-- Euro where open and not payed to the association. It has been reduced to 146.297,-- Euro on 01.02.2013. The Board has already taken action to reduce the amount of open invoices, this has to be improved. The members of the BCC have issued applications to this GA for an improvement of this process
- Invoices are sometimes submitted late to the TYPO3 Association. To have a realtime overview on the budgets this has to be improved
- Although the certification team should move to the central shop of the TYPO3 association, no steps have been taken to start this process. Since beginning of 2013 Pearson Vue will provide the certification, the

overall process of invoicing certifications must be redefined.

The BCC welcomes Roberto Torresani as a new member and thanks Robert Meyer and Georg Ringer for their contributions.

In 2013 the BCC will provide a monthly overview of the budgets for the EAB and will work with the TYPO3 Board and assistant of the cashier on further improving the processes.

6   Annual balance sheet and report by the cashier

Alain Veuve went through the annual report and balance sheet and explained the numbers. He mentioned that all the numbers are in Euro. Further he reported that Christof Baettig, representing the revising company, recommended the approval of the financial statements to the board.

Alain Veuve reported that the balance sheet has been approved by the board.

The financial report for 2012 has been approved by the members, in unison.

6.1. Disencumbering of members of the board, cashier, accountants and commissions

The members of the board were disencumbered unisonous by the members.
The cashier was disencumbered unisonous by the members.
The accountant was disencumbered by the members unisonous.
The commissions are disencumbered by the members unisonous.

7   Admission and suspension of members

None regarding the members.

8   Budget for the running year

Oliver Doberkau presented the budget for 2013. The EAB had the difficult task to allocate the budget. More than one million euro had been applied for, by all projects. Biggest task was to provide continuity in the development, while improving existing functionality at the same time. In the area of Neos / Flow the budget polling made clear, that the members want changes. Nevertheless, the EAB sees that this development is important.

The final budget can be found here: http://typo3.org/news/article/explanation-of-the-t3a-2013-budget/

Questions regarding the budget were discussed.

9   Determination of admission fees and annual dues for all types of members

No changes.

10   Elections

10.1. Board (Vice Chairman, second Assessor and cashier)

The Board is elected by the EAB. The EAB has 6 votes in addition.

The following positions on the board have been elected for a 2-year period:

Vice Chairmen:
Ric van Westhreenen – 3 votes
Dominik Stankowski – 2 votes
1 abstention

Ric van Westhreenen is the new Vice Chairmen of the TYPO3 Association.

Second Assessor: Frederic Gaus was re-elected in unison.
Cashier: Alain Veuve was re-elected in unison.

All voted persons accept their election.

10.2. EAB

Three of the six positions in the EAB are elected alternating each year. The online voting started on Fri, 18 Jan 2013 00:00:00 and ended Fri, 01 Feb 2013 23:59:00. 172 valid votes are counted. The General Assembly approves the online voting in unison.

Votes (172 total votes):

Show/hide comments

Image	Name	Website	Votes
	Peter Pröll	https://plus.google.com/104739556363011414201/about	45
	Jonas Felix	http://association.typo3.org/expert-advisory-board/ref/assoc/#c1298	40
	Jan-Hendrik Heuing	https://www.xing.com/profile/JanHendrik_Heuing	33
	Dominik Stankowski	http://www.web-essentials.asia/dominik/	17
	Ric van Westhreenen	www.alternet.nl	16
	Roberto Torresani	www.torresani.eu	9
	Marco Klawonn	http://www.hmmh.de	7
	Hrishikesh Shashikant Lele	www.lelesys.com	5

Peter Pröll, Jonas Felix and Jan-Hendrik Heuing were re-elected until 2015.

All voted persons accept their election.

10.3. BCC

Two of the four positions in the BCC are elected alternating each year. The online voting started at Fri, 18 Jan 2013 00:00:00 and ended Fri, 01 Feb 2013 23:59:00. 173 valid votes were counted. The General Assembly approves the online voting unisonous.

Votes (173 total votes):

Image	Name	Website	Votes
	Ingo Schmitt	https://www.xing.com/profile/Ingo_Schmitt	109
	Roberto Torresani	www.torresani.eu	39
	Ove Hansgeorg Franck	www.e-net.info	25

Ingo Schmitt was re-elected until 2015.
Roberto Torresani was elected until 2015.

All the voted persons accept their election.

10.4. Accountants

No changes this year.

The members approved the BDO as accountants with 1 abstention.

10.5. Revisor

The members approved and the board approved the Revisor 1 abstention.

10.6. Members of Commissions

Jürgen Egeling announced a change in the lead of the event committee. Volker Graubaum succeeds Thomas Hempel as leader of the event committee.

The Board elected Volker Graubaum in unison.

11   Petitions

11.1. Report of the cashier regarding "aged accounts receivables" (Jochen Weiland / BCC)

The BCC desires a report of the cashier regarding "aged accounts receivables" (Altersgliederung der Forderungen) showing which invoices (e.g. membership fees) are overdue 3/6/9/12/24 months. What is the collection status (written reminders, exclusion of members)? What is going to happen with the open invoices that are considered "uncollectable"?.

Alain Veuve shows a current report of "aged accounts receivables":
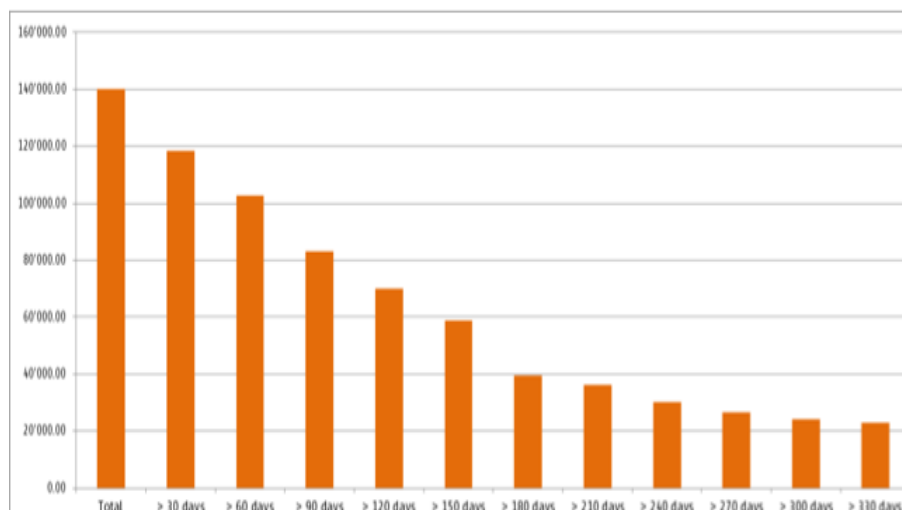
The Board started a new process to prevent those numbers in future:

Reminders have been sent via E-Mail to all
> Payments have been made

No members have been excluded so far
> Reminding via E-Mail is not very good
> We have to clean the open invoice list first

Uncollectable Membership fees
> Uncollectable Membership fees will be deleted from the system
> As we are not accounting open membership fees in our assets, deleting memberships will not have any financial implications

11.2. Request to change article 8 of the by-laws (Jochen Weiland / BCC)

Request to change article 8 of the by-laws to the following:
"Mitglieder, welche Statuten, Reglemente, Beschlüsse verletzen oder sonst den
Interessen der TYPO3 Association in schwerwiegender Weise zuwiderhandeln,
können vom Vereinsvorstand unter Angabe der Gründe ausgeschlossen werden.
Vor der Beschlussfassung muss der Vereinsvorstand dem Mitglied Gelegenheit
zur Stellungnahme geben. Das ausgeschlossene Mitglied kann den Entscheid
des Vereinsvorstands innert 30 Tagen seit Zustellung beim Vereinsvorstand
zuhanden der Generalversammlung anfechten. Über den Ausschluss
entscheidet diesfalls die Generalversammlung endgültig.

Mitglieder, die mit der Zahlung von Mitgliedsbeiträgen mehr als 12 Monate im Rückstand sind, werden von der Association ausgeschlossen. Eine Bestätigung des Ausschlusses durch die Generalversammlung ist nicht erforderlich. Ein Wiedereintritt in die Association ist nur nach Zahlung der ausstehenden Beiträge und erneuter Zahlung der Aufnahmegebühr möglich."

The Board recommends the retention of the paragraph due to the following reasons:
   • A new dunning process is implemented
   • A complete automatism is bad

The General Assembly rejected the change of the by-laws:
3 votes for

18 against
6 abstention

11.3. Change the online Voting

Volker Graubaum suggests to change the online voting, so that a member has as many votes, as positions should be elected. Stefan Busemann answers that the Board will change the online voting procedure until the next election. The whole process will get a public documentation. Usability improvements are planned for the voting tool.

11.4. List only members, which paid their Registration fee (Ingo Schmitt / BCC)

Alain Veuve tells the General Assembly, that the membership system will be changed. In future the registration and the first invoice has to be paid, until a member is listed.

The amendment is withdrawn by Ingo Schmitt.

12   Program of activities

In 2013, official events are planned:
  • The Snowboard Tour will start at the 15th of February 2013.
  • T3CON USA will take place at 30th / 31st may 2013 in San Francisco
  • The Date of the DevDays 2013 is not fixed yet, but it will take place most probably at the end of June / beginning of July.
  • The T3CON Europe will take place from 29th to 31st of October 2013 in Stuttgart again.

13   Appointment of Honorary Members

Jürgen suggested Gina Steiner as a Honorary Member. He points out, that Gina did a great job for the Association the last years. The members accepted Gina Steiner as a Honorary Member with one abstention.

14   Complaints about administrative bodies, decisions on dismissing members of the board, or any ordinary member, or any application for membership

No complaints.

15   Various other topics, not assigned to another body

Jürgen Egeling suggests that in 2014 the QA session should take place on the same day of the GA. So the new schedule could look like this:
  • QA: 10am – 12am
  • GA: 1om – 4pm

Change the scheduling of the GA
Volker Graubaum proposeed to bring the GA forward to December. Alain replies that the discharge of the Board must take place in the first 6 months of the new year. Therefore, the GA needs to be held between 1.1. and 6.30. .

The budget process is pulled as far forward as possible. The budgets are decided by the EAB and the GA just takes notice of them. Once the accounting is completed, the Board decides how much money can be spent in the new year. This process provides for some budget problems (e.g. The Snowboard Tour, because of prepayments for the hotel). The Board and the EAB are working on that issue for the next budget period.

The next GA is planned to take place on the 31st and 1st of February 2014.

15.1. Goodbye
The president of the day thanks for the various inputs from the members and closes the GA 2013 at 16:34.

March 3rd 2013
Stefan Busemann
Secretary of the TYPO3 Association, http://association.typo3.org
TYPO3 Association, Sihlbruggstrasse 105, CH-6340 Baar, Switzerland