

Protocol General Assembly 2015

TYP03 Association



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1 Opening of the General Assembly (GA)

1.1 Welcome

Olivier Dobberkau, the chairman of the TYPO3 Association, welcomed the attendees at the General Assembly 2015 in Essen, Germany. The assembly started at 13:20.

40 members attended the GA in person. With voting delegations, the GA had 77 valid votes.

1.2 Attending Board, EAB and BCC members

All members of the Board, EAB and BCC were present, except:

- Jonas Felix
- Frederic Gaus
- Jan-Hendrik Heuing
- Dominik Stankowski
- Roberto Torresani

1.3 Presentation of present Board Members

- Olivier Dobberkau: President
- Ric van Westhreenen: Vice-President
- Alain Veuve: Treasurer
- Stefan Busemann: Secretary
- Danijela Weissgraeber: 1st Assessor
- Naike Schulthess: Executive Secretary

1.4 Election of the person in charge for counting the votes

The General Assembly elected Mathias Schreiber as person in charge for counting the votes.

2 Acceptance of the GA protocol 2014

Stefan Busemann asked the attending members, if they accept the protocol of the GA 2014.

Result: 0 against, 64 accept, 12 abstain.

3 Annual report by Chairman

Olivier Dobberkau provided a short look back at 2014.

"Our key values are dialogue, participation, enablement."

For the TYPO3 Association it was a year of cleanup and preparation for further changes. The gathering of feedback of our members, contributors, and customers in the Agency Meetup Days lead us to a vision for the future of TYPO3 Association.

Olivier wishes a community full of dialogue – to achieve our common goal: *"stay relevant in the future"*.

4 Annual report by Expert Advisory Board (EAB)

Michael Stucki – chairman of the EAB:

In 2014 the EAB has been supporting the community teams in many ways. Help was given to the budget owners to make sure their money is not left unused at the end of the year. The EAB is happy to report that this goal could be reached almost to the point in 2014.

The budget for 2015 budget was prepared and announced in time. The budget owners were informed about their granted funds in December.

Jan-Hendrik Heuing and Jonas Felix have both decided that they won't run further as members of the EAB. Unfortunately, both could not attend the General Assembly. The EAB took the opportunity to thank them for the work that they have done for the TYPO3 Association during the past years.

Finally, two new members, Boris Hinzer and Chris Zepernick have been elected by the members and are warmly welcomed by the EAB.

5 Annual report by Business Control Committee (BCC)

Ingo Schmitt – chairman of the BCC:

The BCC has reviewed the bookkeeping of 2014 on an accounting basis for each month. 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 communication with the TYPO3 Board is on a stable and good workflow.

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

The amount of open invoices and the problems with the membership statistics were solved during 2014 by the cashier and the bookkeeping. The switch to the new bookkeeping system in April has improved the transparency and accuracy of the bookings.

The 2014 budgets did not exceed their applications.

- **The income from certifications was far less than expected. Since the amount of certifications has dropped dramatically. A major reason could be that the certification has not been updated for TYPO3 version 6.x, which makes re-certification after 3 years unattractive. The certification team is aware of this issue and is working with the marketing team and the board to increase the certifications in the next years.**
- **In some cases the BCC detected changes in the budget by reviewing the bookings before the EAB has sent the information about the change to the BCC. For 2015 the BCC wishes to have it the other way around.**
- **The BCC has figured out, due to a lack of communication between budget owner, team members and EAB, the goals for an extended budget application for the NEOS project were not met. Additionally the invoices for the project were not in line with the budget application and have been stripped down to the budget application.**

The BCC suggests that the communication between budget leaders and EAB contact should be intensified, there should be a review of the proposed and archived milestones according to the budget applications and budget agreements. The budget owners and the EAB contacts should give a final statement of the results of the project.

In 2015 the BCC will keep on providing a monthly overview of the budgets for the EAB and will work with the TYPO3 Board and assistant of the cashier for further improvements of 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. You can download the report from the GA 2015 page.

Alain Veuve reports that the balance sheet has been approved by the Board.

7 Disencumbering of members of the board, cashier, accountants and commissions

The members of the board were discharged with 75 votes by the members and one abstain.

The cashier was discharged with 75 votes by the members and one abstain.

The accountant was discharged with 75 votes by the members and one abstain.

The commissions are discharged with 75 votes by the members and one abstain.

8 Admission and suspension of members

In 2014 the TYPO3 Association had to end ~100 memberships. Most of them were not considered members from the starting point, because the initial invoices were never settled. Some memberships have been deleted on the basis of the inability to reach them (by mail, electronically, by phone). This is documented by the Back Office. This had no direct financial impact for the bookkeeping as they were never booked into the system.

9 Budget for the running year

Michael Stucki presented the budget for 2015.

- **Sum of applications: 1.3 Mio Euro (vs. 0.82 Mio in 2014). This is a good sign, as many ideas like to be funded.**
- **Number of budgets: 48**
- **Sum of budgets distributed: 613.281 Euro – this was possible by using part of the stock derived by Membership fees.**

The motto of 2015 is "*Committed to contribution*".

You can download the complete Budget from the GA Page.

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

10.1 Introduction of a wooden membership:

Stefan Busemann presented the idea of introducing a wooden membership. The main goals are to involve more people in decisions of the TYPO3 Association and to decrease barriers to participating in what happens in the TYPO3 Association. Furthermore, it is a possibility for people in other regions than Europe to afford a membership. This kind of membership will not allow to receive a price reduction for events and trainings and people won't have a link at the membership listing.

Proposal:

- **Admission fee (one time): 25 Euro**
- **Yearly fee: 1 Euro**
- **Available only via new shop and paypal.**

As every membership type, the Board has the possibility to refuse a membership, if it sees any kind of manipulation.

Questions & Answers

Q: 1 Euro – more handling costs than incoming.

A: No – only via paypal, and if members don't pay they will be deleted automatically. Profit is not the goal, participation is our goal.

Q: Decisions taken online or only in person (at GA)?

A: For legal reasons the online voting of GA is still not possible. The T3A wants to democratize the ecosystem even more. So it is planned, to have more decisions with our voting system.

Q: Does this have influence on tickets for events/additional benefits?

A: No – the wooden membership is about votings and not about benefits. The TYPO3 Association wants access to more people.

Q: A person that pays 1 Euro has the same voting rights of members that pay much more for their fees. 1 Euro lowers the value of the membership.

A: If the decision cannot be taken we can leave the conversation going. The TYPO3 Association wants to extend outside of Europe and lower barriers of accessibility.

Results of votings:

Against: 12

Abstain: 21

In favour: 44

Decision: As there were additional ideas for the wooden membership, the Board decided to continue a dialogue with our members, before an introduction of this new membership type.

10.2 New membership fees

The Board suggested to raise the membership fees, beginning from Jan 1st 2016. The Board is expecting, that our income will increase at least 100.000 €. As we had budget applications for 1.2 Mio € for 2015, this is one possibility to close the gap between applications and possible budget.

| | One time fee | Current yearly fee | New yearly fee | Absolute difference | Change in % |
|----------|--------------|--------------------|----------------|---------------------|-------------|
| Bronze | 100 € | 105 € | 125 € | +25 € | +19% |
| Silver | 500 € | 770 € | 1.000 € | + 230 € | +30% |
| Gold | 500 € | 2.100 € | 2.750 € | + 650 € | +31% |
| Platinum | 500 € | 10.500 € | 12.500 € | + 2000 € | +19% |

Bernd Wilke suggested to raise the membership fees evenly for 10%.

The members decided as followed:

Results of votings:

Option 1: Raise membership fees as suggested by Board

YES: 55

Option 2: Raise membership fees only 10%

YES: 10

Option 3: do nothing

YES: 2

Abstain: 10

Decision: The membership fees will be raised from Jan 1st 2016 as proposed by the Board.

11 Elections

11.1 Board (Vice Chairman, second Assessor and treasurer)

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-President:

Ric van Westhreenen – 6 votes

2ⁿ Assessor:

Peter Kraume – 6 votes








Treasurer:

Alain Veuve – 6 votes

11.2 EAB

Three of the six positions in the EAB are elected alternating each year. The online voting started on Sat, 21 Mar 2015 00:00:00 and ended at Sat, 04 Apr 2015 23:59:00. 469 valid votes were counted.

Votes (469 total votes):

| Image | Name | Website | Votes |
|---|--------------------------|---|-------|
|  | Boris Hinzer | - | 104 |
|  | Peter Pröll | https://www.xing.com/profile/Peter_Proell | 96 |
|  | Chris Zepernick | - | 75 |
|  | Robert Lindh | - | 70 |
|  | Philipp Gampe | https://forge.typo3.org/boards/25/topics/682 | 69 |
|  | Christopher Hlubek | - | 53 |
|  | Ravishankar Lalman Patel | - | 2 |

The General Assembly approves the online voting in unison (1 abstain).

11.3 BCC

Two of the four positions in the BCC are elected alternating each year. The online voting started on **Sat, 21 Mar 2015 00:00:00** and ended at **Sat, 04 Apr 2015 23:59:00**. 280 valid votes were counted.

Votes (280 total votes):

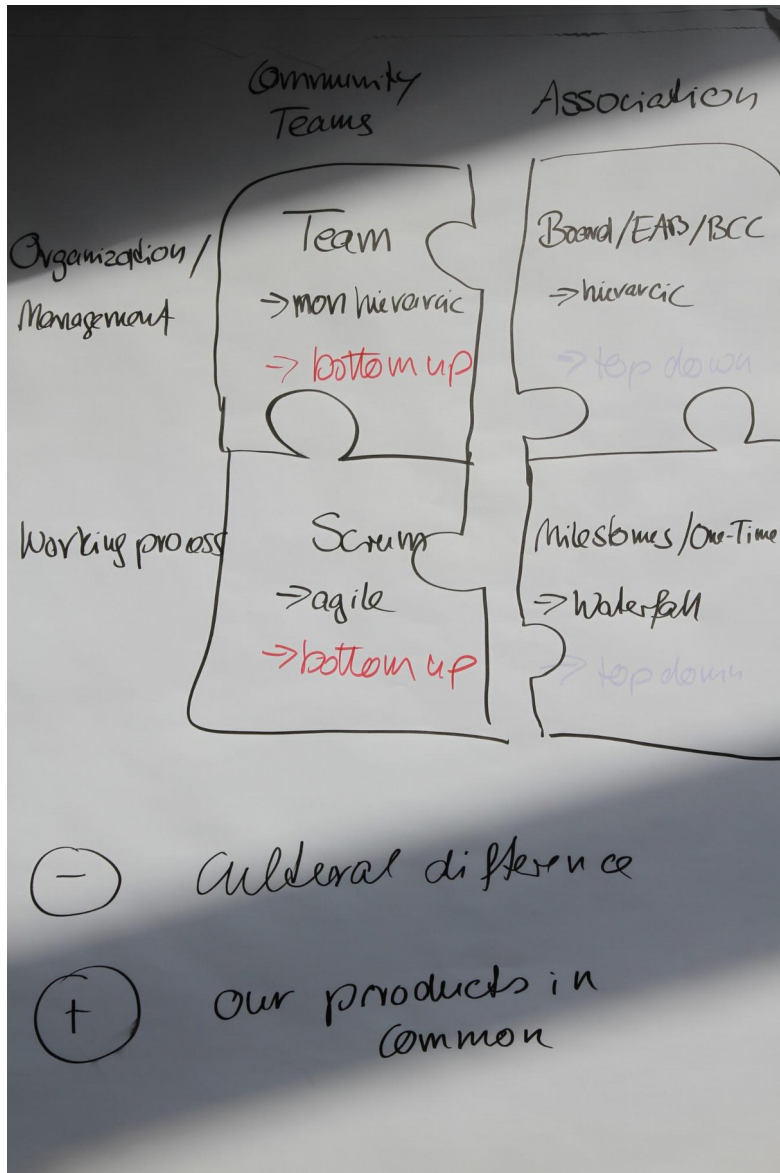
| Image | Name | Website | Votes |
|---|-------------------|---------|-------|
|  | Ingo Schmitt | - | 166 |
|  | Roberto Torresani | - | 114 |

The General Assembly approved the online voting unisonous.

12 Petitions

12.1 Petitions of the members

a.) Community Working Group: state their opinion on the TYPO3 company (scenario 3)



Gina Steiner spoke on behalf of the TYPO3 Community Working Group (Ben van 't Ende, Christian Müller, Benni Mack) about the TYPO3 Association, the TYPO3 Teams and the three options which were offered by the TYPO3 Association this day for voting.

She did an analysis on the management/organization and the working mode/process of the TYPO3 Association compared to a generic, representative TYPO3 Community Team.

The working process and the management in both cases is consistent and more or less working, one is hierarchic thus top down, the other non hierarchic thus bottom up. Since there seem to be a problem which is intended to be solved by one of the 3 offered options this analysis was made. Both "entities" (TYPO3 Association and TYPO3 Teams) seem to be consistent and working more or less, the problem seems to lie within the connection, the interface.

This seems to be a cultural difference and if we count this in as a minus, we also can count in as an plus, that both care for the same products, so this is what they have in common.

Option 3 now puts a lot of effort and money into the change of the internal structure, which does not seem to be the

major problem. 38% of the available budget is planned to go into management (and change of the internal structure). Compared to other non profit organization this is very high, they strive for 5%. In the opinion of the CWG we should also strive for 5%, 10% would be ok. Changing the structure seems not to enhance the connection/interface thus the CWG thinks that this will not solve the major problem.

Moneywise the CWG suggests we should focus on the thing we have in common: the product. Structure Wise we should focus on the non working part, the cultural difference.

There are some external open source examples which manage well to

1. Keep the management part lean and invest in the product (Drupal Association)
2. Manage to overcome cultural differences (Apache Foundation)

So the CWG suggests not to put the focus/money in changing the structure in a way it contradicts this working examples. Here she referred to the meeting on 2nd of April 2015 in Düsseldorf where the TYPO3 Association met with some Neos and CMS representatives (all CWG members were present) to talk about the past and the future. There it got clear that we should move in the direction of the Apache Foundation which, in the opinion of the CWG, is the opposite of the offered option 3 at the GA.

So the CWG suggested to:

- leave the structure as it is (option 1) since it seems to be adaptable (since it is very flexible)
- focus on fostering the product

She also mentioned that option 3 is totally missing at least a rough business model.

In addition she clarified the "urban legend" that paying code is the historic behaviour of the TYPO3 Association which in fact is the opposite. The TYPO3 Association was founded to pay code and did this for lots of years.

b.) Sven Ditz (Sitegeist): Adding an additional option for the orientation of the T3A

Thank you to the Board for creating the three scenarios. It is important to start talking about a change.

Sven presents a scenario – where products are the center and budget is invested in coding. The structure of the T3A would remain.

Saving a future for TYPO3 through an investment in the heart of the project. To the continuing downward trend for years of TYPO3 to stop and become competitive again in the future we have to:

- * invest in the product
- * means to pay for code

What else should stop the negative trend?

The breakdown of revenue should be:

- 10% administration
- 45% TYPO3 cms
- 45% Neos and Flow

12.2 Petitions from the Board

Presentation of the three strategic scenarios from the Board

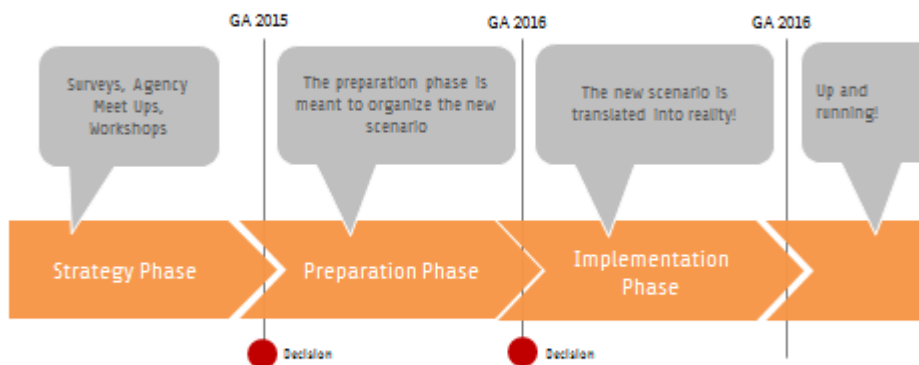
Alain Veuve presents the Overall process for a fundamental change in the TYPO3 Association.

Aim: provide the community and the teams with a structure/infrastructure.

With this vote, participants give an order to the Board and EAB to do something in the upcoming months (preparation phase).



Process and Timeline



The first step is to choose one scenario, so the Board and the EAB can begin preparation of the measures needed. The application comes attached to a budget request in order to get the preparatory tasks done.

The finding of the right business model needs a lot of work and time. This is part of the implementation phase for later on.

Scenario 1: continue with the same structure

- Integrate T3A in the community and act as a bridge builder
- Streamline budgeting process
- Optimize administration

Scenario #1: «Continue with the same structures»

In this scenario we would not change the structure of the TYP03 Association. This means that, in future there still would be the EAB and the Board.

We would work toward the defined goals with the existing structure.

Scenario 2: same structure as now with an additional professional workforce layer

- ❑ In this scenario the Association would end the traditional budgets and aim to have dedicated full time workforce for: Executive Secretary, Marketing, Fundraising, Education, Product Owners, Events
- ❑ Full time employees arrange sprints, material, etc from own budget

Scenario #2: «Same structures as now with an additional professional workforce layer»



In this scenario the Association would end the traditional budgets but aim to have dedicated fulltime workforces for:

- Executive Secretary
- Marketing
- Fundraising
- Education
- Product-Product-Owners
- Events

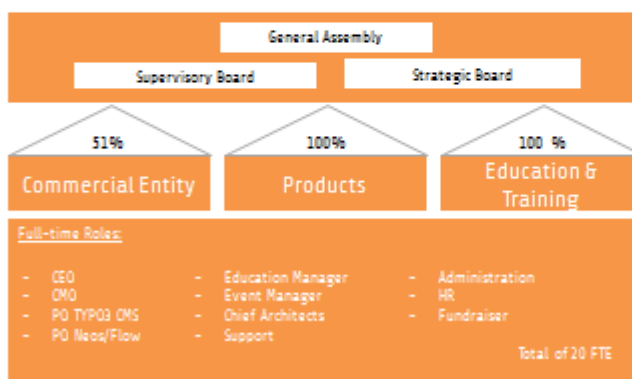
The money coming in would be distributed to the full-time managers. These people need to organize sprints, material, etc. on their own budgets. They are not obliged to work in agencies or at competitors. It's really meant to be a fulltime position.

Scenario 3: the TYP03 Company

- ❑ Three companies: two owned by T3A and one commercial entity.
- ❑ Events: separate due to their risk level
- ❑ TYP03 house: the meet up place – live the community – learn – share – get inspired. This would keep the community spirit while the product would still be at the centre



Scenario #3: «The TYP03 Company»



The Company model is the most radical one. The basic idea is that the TYP03 Association would be organized like a company and would provide all key services to the TYP03 community.

The structure on the left would be implemented. See next page for explanation.

Results of votings:

Scenario 1: 8

Scenario 2: 13

Scenario 3: 53

Abstain: 6

Decision: The GA decides to support scenario 3.

13 Program of activities

In 2014 the TYPO3 Association started a new format for its activities. "The diary of the TYPO3 Association". These reports are available typo3.org (<http://typo3.org/news/diary-of-the-typo3-association/>).

Besides that, Ben's "This week in TYPO3": reports are available on typo3.org. There is the possibility to sponsor this by talking to Ben.

14 Changes to the bylaws

Notes: Numbers of votings are lower for this part of the GA, because some participants left. Due to swiss law, our by-laws are written in German.

14.1 Change article 3 of the by-laws

The TYPO3 Association is currently changing in many directions. Therefore the Board suggests to change to By-laws, that it fits to the reality.

Current article 3:

Die TYPO3 Association fördert das Projekt der freien Software TYPO3 unter der GNU GPL (GNU General Public Licence). Sie dient der TYPO3 Community. Die TYPO3 Association ist gemeinnützig, indem sie Software-Entwicklungen durch Dritte der Öffentlichkeit kostenfrei zur Verfügung stellt. Um die Weiterentwicklung zu finanzieren erhebt der Verein Mitgliedsbeiträge und sammelt Spenden für Entwicklungsprojekte. Die TYPO3 Association ist parteipolitisch und konfessionell neutral.

Suggestion for article 3 by the Board:

Die TYPO3 Association fördert das Projekt ~~unter der freien Software~~ TYPO3. **Dabei insbesondere freie Software unter Open Source Lizenz. Der Vorstand überprüft jährlich die zulässigen Lizenzen.** ~~unter der GNU GPL (GNU General Public Licence).~~ Sie dient der TYPO3 Community. ~~Die TYPO3 Association ist gemeinnützig, indem sie~~ Die TYPO3 Association ist nicht Gewinn anstrebend. Sie stellt Software-Entwicklungen durch Dritte der Öffentlichkeit ~~kostenfrei~~ zur Verfügung. Um die Weiterentwicklung zu finanzieren erhebt der Verein Mitgliedsbeiträge und sammelt Spenden für Entwicklungsprojekte. Die TYPO3 Association ist parteipolitisch und konfessionell neutral.

Important note: The final text will be revised by a lawyer.

Results of votings:

Against: 0

Abstain: 0

Agree: unanimous

14.2 Change article 15: Stimmkraft, Stichentscheid des Vorsitzenden, Losentscheid bei Wahlen

Theoretically a few people could use delegated votes to overrule the GA. There the Board suggests to change the article 15.

Current version:

Jedes Mitglied hat an der Generalversammlung eine Stimme. Zur Ausübung des Stimmrechts kann ein anderes Mitglied schriftlich bevollmächtigt werden. Die Bevollmächtigung ist für jede Generalversammlung gesondert zu erteilen; ein Mitglied darf jedoch nicht mehr als 20 fremde Stimmen vertreten. Bei Stimmgleichheit entscheidet bei Sachgeschäften die Stimme des Versammlungsleiters (Präsident, Vize-Präsident oder gewählter Tagesvorsitzender), bei Wahlen das Los.

Suggestion by the Board:

Jedes Mitglied hat an der Generalversammlung eine Stimme. Zur Ausübung des Stimmrechts kann ein anderes Mitglied schriftlich bevollmächtigt werden. Die Bevollmächtigung ist für jede Generalversammlung gesondert zu erteilen; ein Mitglied darf jedoch nicht mehr als 3 fremde Stimmen vertreten. Bei Stimmgleichheit entscheidet bei Sachgeschäften die Stimme des Versammlungsleiters (Präsident, Vize-Präsident oder gewählter Tagesvorsitzender), bei Wahlen das Los.

The GA suggested two changes:

- limit the number of delegated votes to a maximum of five delegations
- limit the number of delegated votes to a maximum of ten delegations

The Board accepted the recommendation of the GA and changed the suggestion of delegate votes to a maximum of five votes.

Therefore there were three options:

- keep it as it is (change nothing): 6 Votes of the GA
- change to five delegated votes: 39 votes of the GA (majority)
- change to ten delegated votes: 17 votes of the GA
- abstains 1

14.3 Change Article 18 Limit re-election for positions in the Board of the TYP03 Association

As the Board is not elected by the members directly, it considered limiting the amount of re-elections per active board member. This is a suggestion derived from the fact the Board received this input by members; the Board also believes that it could be in this way forced to take care of looking for appropriate successors.

Current: Art. 18: Wahlverfahren und Amtsdauer

Die Amtsdauer des Vereinsvorstands beträgt zwei Jahre. Wiederwahl ist zulässig.

Suggestion by the Board:

Art. 18: Wahlverfahren und Amtsdauer

Die Amtsdauer des Vereinsvorstands beträgt zwei Jahre. Wiederwahl ist **einmal** zulässig.

Results of votings:

Change nothing: 40 (majority)

The majority of the GA decided to change nothing.

Changing according to Board: n/a

Changing in all Boards (participants proposal): n/a

15 Appointment of Honorary Members

No appointments this year.

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

No complaints.

17 Various other topics, not assigned to another body

Nothing.

17.1 Goodbye

The next GA is planned to take place on April 13, 2016.

The chairman of the TYPO3 Association thanks for the various inputs from the members and closes the GA 2015 at 17:55.

April 29 2015
Stefan Busemann
Secretary of the TYPO3 Association

Naike Schulthess
Executive Secretary of the TYPO3 Association

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