

Protocol General Assembly 2016

TYP03 Association



Table of contents

1 Opening of the General Assembly (GA)	4
1.1 Welcome.....	4
1.2 Attending Board, EAB and BCC members.....	4
1.3 Presentation of present Board Members.....	4
1.4 Election of the person in charge for counting the votes.....	4
2 Acceptance of the GA protocol 2014	4
3 Annual report by Chairman	4
4 Annual report by Expert Advisory Board (EAB)	5
5 Annual report by Business Control Committee (BCC)	5
6 Annual balance sheet and report by the cashier	6
7 Disencumbering of members of the board, cashier, accountants and commissions	6
8 Admission and suspension of members	6
9 Budget for the running year	6
10 Determination of admission fees and annual dues for all types of members	7
10.1 Introduction of a wooden membership:.....	7
10.2 New membership fees.....	8
11 Elections	9
11.1 Board (Vice Chairman, second Assessor and treasurer).....	9
11.2 EAB.....	9
11.3 BCC.....	10
12 Petitions	11
12.1 Petitions of the members.....	11
12.2 Petitions from the Board.....	12
13 Program of activities	15
14 Changes to the bylaws	15
14.1 Change article 3 of the by-laws.....	15
14.2 Change article 15: Stimmkraft, Stichentscheid des Vorsitzenden, Losentscheid bei Wahlen.....	16
14.3 Change Article 18 Limit re-election for positions in the Board of the TYPO3 Association.....	16
15 Appointment of Honorary Members	17
16 Complaints about administrative bodies, decisions on dismissing members of the board, or any ordinary member, or any application for membership	17
17 Various other topics, not assigned to another body	17
17.1 Goodbye.....	17

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 2016 in Essen, Germany. The assembly started at 13:30.

46 members attended the GA in person. With voting delegations, the GA had 79 valid votes.

1.2 Attending Board, EAB and BCC members

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

- Danijela Weißgräber
- Roberto Torresani

1.3 Election of the person in charge for counting the votes

The General Assembly elected Fabian Stein as person in charge for counting the votes.

2 Acceptance of the GA protocol 2015

Stefan Busemann asked the attending members, if they accept the protocol of the GA 2015.

Result: 0 against, 79 accept, 0 abstain.

3 Annual report by Chairman

Olivier Dobberkau provided a short look back at 2015.

The main focus of the Board were the preparation of "TYPO3.inc" plan, which were decided in the General Assembly. Many meetings were held, to create the concept and business plan. A special thank goes to Alain Veuve, who did the planning.

At the beginning of 2015 a new membership system was introduced, to get a stable base for all bookkeeping processes. The transition phase has successfully ended.

Out Agency Meetup Day series were continued during the whole year. We collected a lot of input for our product and for our plans with TYPO3.inc.

A difficult topic was the NEOS Split. This was a very hard decision to take. At the end, the Association received a lot of positive feedback about the result and the way the communication was done.

Our last focus was the definition of a trademarks process. Our Vice president Ric van Westhreenen set up the trademark guidelines and we are currently resolving old cases. It is planned to have a trademark campaign this year.

The Board had four quarterly meetings with personal attendance and our 20 online hangouts.

We like to thank Danijela Weißgräber for her work in the last two years. She leaves the Board due to her maternity.

4 Annual report by Expert Advisory Board (EAB)

Michael Stucki – chairman of the EAB:

“Helping budget owners to reach their financial goals was the main focus in 2016. We also supported the teams with non-financial requests.

The EAB prepared the 2016 budget process, reviewed the applications and decided on the final budget for 2016 in December 2015. The budget approvals were sent out late this time, however the budget applicants were all informed in time.

Martin Wiederkehr and me will leave the EAB. I'd like to congratulate Dominik Stankowski for being elected for another two years. I also want to congratulate Rino Razzi and Robert Lindh for being elected as new members.”

5 Annual report by Business Control Committee (BCC)

Ingo Schmitt – chairman of the BCC:

“Report from the BCC for the general assembly of the TYPO3 Association regarding the bookkeeping for 2015.

The BCC has reviewed the bookkeeping from 2015 on an accounting basis for each month. The basis for this was 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.

Overall in 2015 the spending has been in line with the granted budgets.

The income from the ELTS program has allowed an increase to the budget for the TYPO3 CMS development. Therefore the spending was significantly higher than in the original granted budget.

The income from the TYPO3 Conference was far less than expected, the costs for the TYPO3 Conference were also lower. Together with the income from the TYPO3 Award, the Conference, and the costs for the Event Manager a total loss for these three budgets of 41.078,-- € is recorded. An income of 60.450,-- € was expected.

The costs from the T3DD were 21.129,-- € higher than expected resulting in a total loss of 15.974,-- €.

In previous years the TYPO3 Events provided an income to the total budget, in 2015 we had a loss in total.

The booking and the invoices especially for the T3CON budget are often not clear and give room for interpretation. For this year we have to find a way to improve this and to have an overall clearance for this budget. The TYPO3 backoffice could help budget owners on providing this.

Due to lack of manpower the tasks of the education committee (T3 Campus) were not brought forward as expected, therefore the expenses were 78% (112.158,-- €) lower than granted. As a result the income from this project was significantly lower than expected (64.899,-- €).

During the last GA we asked the EAB for a better communication to the BCC regarding the budgets and reaching the goals of the budgets. However we did not see an improvement in communications, so we repeat our suggestions:

- *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.*
- *The BCC suggests that the communication between budget leader and EAB contact should be intensified, and that there should be a review of the proposed and archived milestones according to the budget application and budget agreement. The budget owner and the EAB contact should give a final statement of the results of the project.*
- *The budget handling processes for 2016 were often not met. If a detailed timeline is communicated, we must stick to it!*
- *For the future we recommend that budget owners and their EAB contact for significant projects (more than 50.000 Euro) should be present at the Q&A Session and general assembly to report on the projects and answer any questions.*

In 2016 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 2016 page (<https://typo3.org/association/how-it-works/general-assembly/2016/>).

Main facts:

- In 2015 our income was higher than expected, mostly because of our ELTS program.
- The income was fully invested into our product development
- The members income get now a more conservative valuation. Therefore it is shown with a smaller number
- The amount of memberships is slowly growing (697 in April 2015 to 783 in Apr 2016).

Revenue

	2015	2014
Memberships	493.508	584.566
Miscellaneous	343.165	32.116
Donations	6.848	10.143
Events	237.482	239.433
Reductions in earnings	2.583	-7.738
Total	1.083.586	858.522

Cost

	2015	2014
Events	311.460	217.851
Research & Development	423.513	287.583
Marketing	134.908	182.208
Management & Administration	155.153	102.552
Product Infrastructure	6.338	10.343
Staff	72.576	59.187
Operation expenses	2.973	1.023
Total Operational Expenses	1.106.973	860.749

Financial Results 2015

	2015	2014
Operating profit	-23.386	-2.227
Miscellaneous cost	-18.159	-8.523
Year 2015 result	-41.545	6.296

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 79 votes by the members.

The cashier was discharged with 79 votes by the members.

The accountant was discharged with 79 votes by the members.

The commissions are discharged with 79 votes by the members.

8 Admission and suspension of members

None this year.

9 Budget for the running year

Michael Stucki presented the budget for 2016:

- We communicated about that in a blog post
- We received applications for 1.9 Mio EUR (2015: 1.3 Mio EUR)
- The expected income is 580.000 EUR + 80.000 from stock = 660.000 EUR

- The budget includes a substantial increase of the CMS team budget compared to last years. This is to help the CMS team continue their development at the same pace like last year, even though there is no ELTS programme in this year (it's still there for TYPO3 4.5 but with fewer participants).
- The budget is subject to change in the case that the TYPO3 Inc. is going to happen.

You can download the complete Budget from the GA Page (<https://typo3.org/association/how-it-works/general-assembly/2016/>).

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

No changes this year.

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.

Five members of the EAB are attending, so there are five votes.

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

President:

Olivier Dobberkau – 5 votes

Secretary

Stefan Busemann – 5 votes

1st Assessor:

The position is currently vacant, as there were no applicants. As soon as the EAB get an appropriate application, the election will be held.

11.2 EAB

Three of the six positions in the EAB are elected alternating each year.

The online voting started on Sat, 23 Mar 2016 00:00:00 and ended at Sun, 03 Apr 2016 23:59:00. 395 valid votes were counted.

Image	Name	Website	Votes
	Dominik Stankowski	https://forge.typo3.org/boards/34/topics/812	101
	Robert Lindh	https://forge.typo3.org/boards/34/topics/811	88
	Rino Razzi	https://forge.typo3.org/boards/34/topics/815	75

The General Assembly approves the online voting with 2 abstains.

11.3 BCC

Two of the four positions in the BCC are elected alternating each year. The online voting started on Wed, 23 Mar 2016 00:00:00 (-14 days) and ended on Sun, 03 Apr 2016 23:59:00. 321 valid votes were counted.

Image	Name	Website	Votes
	Jochen Weiland	https://forge.typo3.org/boards/34/topics/816	149
	Marco Klawonn	https://forge.typo3.org/boards/34/topics/817	72

The General Assembly approves the online voting with 2 abstains.

12 Petitions

12.1 Petitions of the members

None this year.

12.2 Petitions from the Board

Alain Veuve presented the plans to found a TYPO3.inc in a separate session before the GA. The plans can be found as an attachment at <https://typo3.org/association/how-it-works/general-assembly/2016/>

The Board asks the General Assembly: Shall the TYPO3 Association proceed with the plans of founding typo3.inc?

Result of the voting for the TYPO3 Inc:

For founding: 78 votes

Against: 0 votes

Abstain: 1 vote

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/>).

14 Changes to the bylaws

Notes: Due to swiss law, our by-laws are written in German.

14.1 Change article 3 of the by-laws

At the General Assembly 2015, the GA decided to change article 3 of the by-laws. The lawyer of the TYPO3 Association

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 TYPO3, **welches insbesondere die Zurverfügungstellung freier Software unter Vergabe von Open Source Lizenzen bezweckt. Der Vorstand überprüft jährlich die zulässigen Lizenzen. Sie dient der TYPO3 Community. Die TYPO3 Association erstrebt keinen Gewinn. Sie unterstützt die Entwicklung von Software und stellt der Öffentlichkeit Softwareprodukte Dritter zur Verfügung.** Um die Weiterentwicklung zu finanzieren erhebt der Verein Mitgliedsbeiträge und sammelt Spenden für Entwicklungsprojekte. Die TYPO3 Association ist parteipolitisch und konfessionell neutral. **Ferner kann der Verein Tochtergesellschaften gründen und sich an Unternehmen beteiligen, die dem Vereinszweck dienen.**

Results of votings:

Against: 0

Abstain: 0

Agree: unanimous



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 in April 2017.

The chairman of the TYPO3 Association thanks for the various inputs from the members and closes the GA 2015 at 14:55.

April 7th 2016
Stefan Busemann
Secretary of the TYPO3 Association

<http://association.typo3.org>

TYPO3 Association, Sihlbruggstrasse 105, CH-6340 Baar, Switzerland