

Statutes of the TYPO3 Association

I. Name, legal form, registered office

Art. 1

Name, legal form

Under the name
TYPO3 Association

there exists an Association as stipulated in Art. 60 ff. of the Swiss Civil Code.

Art. 2

Registered office

The TYPO3 Association has its registered office in Baar (ZG) Switzerland.

II. Purpose and tasks

Art. 3

Purpose

The TYPO3 Association promotes the TYPO3 Project, which has the particular purpose of making free software available by issuing open source licenses. The Board reviews the permissible licenses on an annual basis. The TYPO3 Association serves the TYPO3 community. The TYPO3 Association does not strive to make a profit. It supports development of software and makes software products of third parties available to the public. To support further development, the Association charges membership fees and collects donations for development projects.

In addition, the Association is entitled to found subsidiaries and to invest in companies that further the purposes of the Association.

The Association shall be entitled to pursue all commercial, financial and other activities in connection with the purposes of the Association or management of the Association's funds. In particular, the Association shall be entitled to grant loans, guarantees, and

other types of financing and assurance for affiliated and related companies in Switzerland and abroad.

The TYPO3 Association is non-partisan and denominationally neutral.

Art. 4 Tasks

In particular the TYPO3 Association has the following tasks:

1. Organising events that provide information and continuing education courses
2. Providing internal and external communication for the dissemination of information and skills for use of the system;
3. Sustainable, in particular, long-term further development of the TYPO3 software project.
4. Securing trademark rights in the interests of the TYPO3 community.

III. Membership

Art. 5 Acceptance

On written request, new members shall be accepted through decision of the Association Board via immediate provisional acceptance. Definitive acceptance shall occur through the General Assembly.

If the Association refuses to grant acceptance, then the applicant can contest the decision within 30 days after the application is received by the Association Board for the attention of the General Assembly.

The Association Board and the General Assembly shall decide concerning the acceptance request at their own discretion. They shall not be obligated to provide the reasons for a rejection.

Art. 6 Member categories

Members shall be authorised to use the Association logo, to demonstrate their membership and their support for TYPO3. Except for this limited purpose, use of the logo shall not be permitted.

a. Members

Natural or legal persons shall be entitled to join the TYPO3 Association.

b. Honorary members

Members who have rendered particular service to the TYPO3 Association or its objectives can be elected as honorary members of the TYPO3 Association for life. Honorary members shall be exempt from the membership fee obligation; in all other aspects they are on equal terms with the members.

Art. 7

Leaving the Association

A member shall be entitled to leave the Association at the end of a calendar years by giving two months' notice. The intent to leave the Association board must be declared in writing. The obligations to the Association for the current year of membership must fulfilled.

Moreover, membership shall end upon dissolution of the legal person or death of the member.

Art. 8

Exclusion

Members, who violate statutes, regulations, resolutions, or otherwise act in a manner that is seriously contrary to the interests of the TYPO3 Association, or, who if after two months from the sending of the second written warning indicating exclusion, are still in arrears with payment of the membership fees, can be excluded by the Association Board with specification of the grounds for exclusion.

Before the resolution is passed the Association Board shall give the member an opportunity to state his position. The excluded member shall be entitled to dispute the decision of the Association Board within 30 days after receipt of the excluded member's disputation claim addressed to the General Assembly. In this case the decision of the General Assembly shall be definitive.

IV. Organisation

Art. 9

Governing bodies

- A General Assembly
- B The Association Board (Board)
- C Expert Advisory Board
- D Auditors
- E Business Control Committee
- F Committees

- A General Assembly

Art. 10

Ordinary General Assembly

The General Assembly is the supreme governing body of the Association. It is convened by the Association Board and takes place in the first half of every year. The Association Board invites the members in writing at the latest 30 days before the meeting (also via email), with specification of the agenda items. The notification period shall begin on the day following the sending of the letter of invitation. The letter of invitation shall be considered as delivered to the member, if it is sent to the most recent address or email address specified in writing by the member to the TYPO3 Association.

The Chair of the meeting shall announce supplementation of the agenda items to the General Assembly at the beginning of the meeting. The General Assembly shall definitively decide concerning requests to supplement the agenda items.

Art. 11

Extraordinary General Assembly

The Association Board shall be entitled to convene an extraordinary General Assembly at any time. One fifth of the members shall be entitled to request the convening of an extraordinary General Assembly in writing or electronically, with specification of the purpose and the reasons. In this case the Association Board shall be obligated to hold the extraordinary General Assembly within 3 months of the request.

Art. 12**Requests of the members**

Requests addressed to the General Assembly shall be submitted in writing and substantiated to the President at least 14 days before the General Assembly.

Art. 13**Business of the General Assembly**

The tasks and competencies of the General Assembly are as follows:

1. Approval of the minutes of the last General Assembly
2. Acceptance of the annual report drawn up by the Association Board
3. Acceptance of the annual financial statements and the reports of the Auditors, as well as of the Business Control Committee
4. Granting of discharge to the Association Board, Expert Advisory Board, Treasurer, Auditors, Business Control Committee and committees
5. Definitive acceptance of members
6. Review of the budget for the current year
7. Acceptance fee and annual fee of the members for the current membership year;
8. Election of
 - 8.1 the Expert Advisory Board
 - 8.2 the Auditors
 - 8.3 the members of the Business Control Committee
9. Processing of applications
 - 9.1 of the Expert Advisory Board, of the Association Board, and of the
 - 9.2 members
10. The activity program
11. Statute changes
12. Appointment of honorary members
13. Complaints against executive bodies, passing resolutions concerning the appeal against an exclusion decision or rejection of a current acceptance decision on the part of the Association Board.

Art. 14**Quorum, voting procedure, appeal**

Each General Assembly convened in accordance with the statutes shall constitute a quorum. It shall act by simple majority of the voting members present, if nothing to the contrary is stipulated in the statutes.

Participation in the General Assembly shall also possible without physical presence, via electronic transmission ("Internet General Assembly"). With the invitation to the General Assembly the Association Board shall specify whether this type of participation will be

offered. A member's request to participate electronically must be received by the Association Board 20 days before the meeting, at the latest. At the meeting location the Association Board shall ensure technically that the votes of the member can be transmitted simultaneously via word and image. Electronic participation in the meeting shall only apply as valid, if the member can be clearly identified. Votes submitted electronically shall be shown separately in the meeting minutes.

Instead of a meeting as a gathering, on request of the Association Board an exclusively electronic meeting can be conducted ("virtual General Assembly"). Such a meeting shall only be permitted if all members agree to this arrangement. The same provisions shall apply mutatis mutandi that apply for the General Assembly.

Instead of a meeting by gathering, ballot votes (written majority decisions concerning factual issues) shall also be permitted. For determination of the respectively required quorum, in this case only the valid votes submitted will be evaluated. Electronic voting shall be permitted as long as clear identification of the voting parties is ensured.

For votes of the Expert Advisory Board a two-thirds majority of the voting members present shall be required. For votes of the Auditors and of the Business Control Committee, in a first ballot the absolute majority, in the second ballot the relative majority of the voting members shall apply.

The General Assembly shall decide by open ballot in all cases, unless the General Assembly decides to conduct the vote by secret ballot. On request of a voting member this can be decided with two-thirds majority of the voting members present. In the case of an Internet General Assembly or virtual General Assembly, the Association Board shall ensure that the secret ballot procedure can occur electronically.

Each member shall be entitled to contest decisions that violate the law or the statutes, within 30 days after knowledge of such decisions is obtained.

Art. 15

Voting power, final ballot of the Chair, decisions by lot

Each member shall have one vote in the General Assembly. Another member can be authorised in writing to exercise the voting right. The authorisation shall be granted separately for each General Assembly; however one member shall not represent more than the votes of 3 other members. In the case of a tied vote, for property transactions the Chair of the meeting (President, Vice President, or selected Chair for that day shall cast the deciding vote; elections shall be decided by lot.

Art. 16

Passive eligibility

Double functions on the Association Board, Expert Advisory Board and Business Control Committee shall be excluded. Per legal person a maximum of only one person can take a place on the Association Board, Expert Advisory Board or on the Business Control Committee. Persons who execute paid orders of the Association shall be excluded from passive eligibility.

B Association Board

Art. 17

Make up of Association Board

The Association Board shall consist of the President, the Vice President, the Treasurer and two Associate Members.

Art. 18

Election procedure and term of office

The term of office of the Association Board shall be two years. Re-election is permitted. The President, the Vice President, the Actuary and the two Associate Members shall be elected by the Expert Advisory Board. Election shall occur with simple majority of the members of the Expert Advisory Board present.

Only members of the Association can be elected to serve as members of the Association Board. With termination of membership in the Association the term of office of a member of the Association Board shall also be terminated. In the case of by-elections during the term of office, the newly elected member of the Association Board shall complete the term of office of the predecessor. In even years President, Actuary, and first Associate Member shall be elected, in odd years Vice President, Treasurer, and second Associate Member shall be elected.

Art. 19**Business of the Association Board**

The Association Board shall be responsible for arranging the Association's affairs.

In particular, the Association Board shall be responsible for

1. External representation of the TYPO3 Association;
2. Preparation of the business of the General Assembly
3. Execution of the decisions of the General Assembly
4. Deployment of committees and individual persons without decision-making authority for special tasks
5. Budget submission to the Expert Advisory Board
6. Drawing up the annual financial statement
7. Deciding on provisional acceptance and exclusion of members
8. Deciding on other matters of particular significance at the request of the Association Board.

The Association Board shall issue Rules of Procedure and shall regulate its tasks and division of responsibility therein. Each year the Association Board shall prepare an annual report concerning its activity.

Art. 20**Convocation, minutes**

Meetings shall be convened by the President of the Association Board, as often as business matters so require. Each member of the Association Board shall be entitled to request a meeting. In this case the meeting must be held within three weeks. The Association Board shall keep minutes of resolutions. By order of the President or on request of a member of the Association Board, votes that have been taken shall be summarised and recorded in the minutes.

Art. 21**Quorum, decision of the President, circular resolution, consulting and resolution**

The Association Board shall constitute a quorum if at least four of the members of Association Board are present. The Chair can execute circular resolutions. A circular resolution shall only be valid with unanimity of all members of the Association Board.

The Association Board shall strive for consensus in its decisions. The Association Board shall decide through majority vote of the members of the Association Board present. If the vote is tied the President shall cast the deciding vote. On request of a member of

the Association Board a vote by secret ballot shall be conducted. Each member of the Association Board shall be authorised to provide a minority opinion to be included in the minutes.

Art. 22

Signature policy

A joint signature of two members of the Association Board shall be required. The President or, in the event that he is hindered, the Vice President together with an additional member of the Association Board, shall sign in each case.

Art. 23

President

Usually the President presides over the meeting of the Association, and chairs the Association Board. He monitors the TYPO3 Association activity within the framework of the resolutions of the General Assembly and of the Association Board.

Art. 24

Treasurer

The Treasurer ensures the entire accounting and manages the TYPO3 Association's assets. As part of his activity he signs jointly with the President, with the Vice President or with another member of the Association Board.

C Expert Advisory Board

Art. 25

Make-up of the Expert Advisory Board

The Expert Advisory Board consists of six members. It is subject to its own organisation and elects one of its members as Chairman. The Chairman of the Expert Advisory Board presides over the meeting of the Expert Advisory Board. He monitors and coordinates the activity within the framework of the decisions of the Expert Advisory Board and its activity description. He draws up the annual report for his area.

If there is a hindrance the member appointed by the Chairman of the Expert Advisory Board shall take over the function of the Chairman in his absence.

Art. 26**Term of office**

The term of office of the Expert Advisory Board shall be two years. Re-election is permitted. The Chairman of the Expert Advisory Board shall be elected by the members of the Expert Advisory Board themselves. Only members of the Association can be elected to serve as members of the Expert Advisory Board. With termination of membership in the Association the office of a member of the Expert Advisory Board shall also be terminated. In the case of by-elections during the term of office, the newly elected member of the Expert Advisory Board shall complete the term of office of the predecessor. In even years the first half of the members of the Expert Advisory Board shall be elected, in odd years the second half of the members shall be elected

Art. 27**Business of the Expert Advisory Board**

The Expert Advisory Board shall be responsible for arranging the Association's affairs within the framework of legislation and the Association's statutes.

In particular the Expert Advisory Board shall be subject to the

1. Strategy of the TYPO3 Association
2. Election of the Association Board and staffing of the Association Board duties
3. Budget of the TYPO3 Association Negotiation (with due consideration of the member survey), preparation, substantiation and resolution
4. Review of the annual financial statement
5. Execution of the decisions of the General Assembly
6. Definition of the application procedure for project contributions
7. Review of the content of the project applications
8. Verification of the approved projects

The Expert Advisory Board shall issue Rules of Procedure and shall regulate its tasks and the division of responsibility therein.

Art. 28**Convocation, minutes**

Meetings shall be convened by the Chairman of the Expert Advisory Board, as often as business matters so require. Each member of the Expert Advisory Board shall be entitled to request a meeting. In this case the meeting must be held within three weeks. The Expert Advisory Board shall keep minutes of resolutions. By order of the President or on request of a member of the Expert Advisory Board, votes that have been taken shall be summarised and recorded in the minutes.

Art. 29**Quorum, decision of the Chairman, circular resolution, consulting and resolution**

The Expert Advisory Board shall constitute a quorum if at least two thirds of all members are present. The Chair of the Expert Advisory Board shall be entitled to execute circular resolutions. A circular resolution shall only be valid with unanimity of the members the Expert Advisory Board.

The Expert Advisory Board shall strive for consensus in its decisions. The Expert Advisory Board shall decide through majority vote of the members present. If the vote is tied the Chair of the Expert Advisory Board shall cast the deciding vote. On request of a member of the Expert Advisory Board a vote by secret ballot shall be executed. Each member shall be authorised to provide a minority opinion to the minutes.

Art. 30**Signature policy**

A joint signature of two members of the members the Expert Advisory Board shall be required. The Chair together with another member of the Expert Advisory Board shall sign in each case.

D Auditors (audit authority)**Art. 31****Make-up, term of office**

The General Assembly shall elect for a term of office of one year, a recognised trust agency as auditing authority, which has been approved in accordance with the regulations of the Swiss Audit Supervision Act of 12/16/2005. Even without legal obligation, the Association shall commission the audit authority to conduct an unrestricted audit in accordance with provisions of Art. 729-729c OR. Through resolution of the General Assembly, the General Assembly can dispense with an unrestricted audit of the following Association year.

The audit authority shall audit the bookkeeping, and shall report in writing to the General Assembly and refuse or grant discharge relative to the Treasurer and the Association Board.

E Business Control Committee

Art. 32

Make-up, term of office

The Business Control Committee shall consist of 4 members.

The term of office of the Business Control Committee shall be two years. Election shall occur through the General Assembly. Re-election is permitted. Only members of the Association can be elected to serve as members of the Business Control Committee. With termination of membership in the Association the office of a member of the Business Control Committee shall also be terminated. In the case of by-elections during the term of office, the newly elected member of the Business Control Committee shall complete the term of office of the predecessor. In even years the first half of the members of the Business Control Committee shall be elected, in odd years the second half of the members shall be elected.

The Business Control Committee shall be entitled to review all project loans for expenditure agreement with the loan application, achievement of the cited objectives and cost-efficient project fulfillment. It shall report to the Expert Advisory Board and to the Association Board quarterly and shall report to the General Assembly annually in writing.

The Business Control Committee shall issue Rules of Procedure and shall regulate its tasks and division of responsibility therein.

F Committees

Art. 33

Committees

The Expert Advisory Board and the Association Board shall be entitled to utilise advisory committees or individual persons without decision-making authority for special tasks.

V. Finances

Art. 34

Fiscal year and membership year

The calendar year shall apply as the fiscal year.

The membership year deviates from the fiscal year. The membership year shall apply individually for each individual member. It shall start with the decision of the Association Board concerning the written membership application.

Art. 35

Association funds

The TYPO3 Association procures its funds from:

- Acceptance fees of the members
- Annual fees of the members
- Proceeds from events
- Interest
- Donations and other revenues

The acceptance fees, as well as the annual fees, are specified by the General Assembly. Increases in fees shall apply effective immediately for all invoices starting from the time of the increase. In exceptional cases, the Association Board shall be entitled to waive fees in whole or in part or defer fees.

At any time, members and third parties shall be entitled to inject funds that Association can freely dispose of for achievement of the Association's objectives (in particular via fund-raising activities).

The Association's expenditures shall be specified with the budget. The budget shall show the appropriated amounts per legal transaction. The budget shall be prepared and decided on by the Expert Advisory Board. Prior to preparing the budget a survey of the members shall be conducted (also possible via electronic means) concerning the project applications. Budget applications shall be formally reviewed by the Treasurer.

Art. 36

Competence credit of the Association Board

In exceptional cases, the Association Board can decide on budget excesses of a maximum of 5% of the total budget amount.

Art. 37
Compensation

A compensation can be granted to the members of the Association Board of the Expert Advisory Board and of the Business Control Committee. This must be specified in the budget.

Art. 38
Exclusive liability of the Association assets

For liabilities on the part of the TYP03 Association, Association assets shall be exclusively liable. The individual member shall only be obligated to pay the acceptance fee as well as the membership fee.

Art. 39
Claims to assets

Members who leave the Association or are excluded from the Association shall lose any claim to the Association assets.

VI. Final provisions**Art. 40**
Statutory obligation

Each member shall be given a copy of the statutes. With admission to the club, a member shall acknowledge these statutes and shall be obligated to comply with and honour the resolutions and directives of the responsible governing bodies of the Association.

Art. 41

Statute amendment

Amendment of the applicable statutes can be decided by the General Assembly or by an extraordinary General Assembly. Such resolutions shall require the approval of the two thirds of the members present.

Art. 42

Dissolution of the association

For dissolution of the Association, two thirds of the voting members of the TYPO3 Association must be present at an extraordinary General Assembly convened for this purpose. The dissolution shall be effected if three fourths of the voting members present shall approve.

If two thirds of the voting members of the TYPO3 Association are not present, then after 30 days a second extraordinary General Assembly shall be convened. The dissolution shall be effected if four fifths of the voting members present shall approve.

If nothing to the contrary is decided by the extraordinary General Assembly, the Chairman and the Treasurer jointly shall be authorised liquidators. The assets remaining after liquidation is concluded shall be donated to a charitable organization that shall be determined by the extraordinary General Assembly. The provisions above shall apply accordingly if the Association is dissolved for a different reason or loses its legal capacity.

Mergers shall not apply as dissolution of the Association.

Art. 43

Place of jurisdiction

The place of jurisdiction for all disputes affecting the membership shall be the court responsible for the registered office of the Association.

Art. 44
Effective date

The statutes have been approved by the ordinary General Assembly of 20/11/2016 and shall enter into force immediately. They shall replace the statutes of 04/02/2012.

Basel, 22/11/2016

TYPO3 Association