

Drupal Association Statutes

December 4, 2006

Contents

1	Statutes	3
1.1	Chapter I: Denomination, Registered Office, Term and Goals	3
1.1.1	Article 1: Denomination	3
1.1.2	Article 2: Registered Office	4
1.1.3	Article 3: Term	4
1.1.4	Article 4: Goals	4
1.2	Chapter II: Members	6
1.2.1	Article 5: Structure	6
1.2.2	Article 6: Membership Dues	6
1.2.3	Article 7: Permanent Members	6
1.2.4	Article 8: Admitted Members	7
1.2.5	Article 9: Rights and Duties	8
1.3	Chapter III: General Assembly	8
1.3.1	Article 10: Composition	8
1.3.2	Article 11: Responsibilities	9
1.3.3	Article 12: Voting Procedure	10
1.3.4	Article 13: Additional General Assemblies	11
1.3.5	Article 14: Notice of Meeting	11

1.3.6	Article 15: Process	12
1.3.7	Article 16: Minutes	12
1.4	Chapter IV: Board of Directors	12
1.4.1	Article 17: Composition	12
1.4.2	Article 18: Appointment	13
1.4.3	Article 19: Applications	13
1.4.4	Article 20: Termination	13
1.4.5	Article 21: Announcements	14
1.4.6	Article 22: Responsibilities	14
1.4.7	Article 23: Voting Procedure	14
1.4.8	Article 24: Notice of Meeting	15
1.4.9	Article 25: Quorum of Directors	15
1.4.10	Article 26: Minutes	15
1.4.11	Article 27: Mandate	15
1.5	Chapter V: Budget and Accounts	15
1.5.1	Article 28: Fiscal Year	15
1.5.2	Article 29: Budget	16
1.6	Chapter VI: Dissolution and Trustees	16
1.6.1	Article 30: Dissolution	16
1.6.2	Article 31: Trustees	16
1.7	Chapter VII: Final Provisions	16
1.7.1	Article 32: Law	16
1.7.2	Article 33: Legal Validity	17

Chapter 1

Statutes

The founding members listed below, all natural persons:

- Dries Buytaert, Langveld 2, bus 12, 2600 Berchem, Belgium.
- Steven Wittens, Guldenasporenlaan 47, 2820 Bonheiden, Belgium.
- Dries Knapen, Alfons Wellensstraat 73, 2610 Wilrijk, Belgium.
- Karlijn van der Ven, Langveld 2, bus 12, 2600 Berchem, Belgium.

hereby establish an Association not for Profit as evidenced by this deed, whose statutes are hereby set forth as follows.

1.1 Chapter I: Denomination, Registered Office, Term and Goals

1.1.1 Article 1: Denomination

A “not-for-Profit association” is established and shall be named “Drupal” on December 4, 2006.

1.1.2 Article 2: Registered Office

The Registered Office shall be located at: Langveld 2, bus 12, 2600 Berchem, Belgium in the judicial district of Antwerp (B). The registered office may be moved to a different suitable location based in Belgium as the General Assembly may decide by simple majority (as may be authorized by resolution of the General Assembly).

1.1.3 Article 3: Term

The Association shall be registered for an unlimited duration.

1.1.4 Article 4: Goals

Section 1: Description

The purposes of the Association shall be for providing support in developing, communicating, promoting, distributing the Drupal project and in deploying an infrastructure in support of the Drupal project.

The scope of the “Drupal project” shall include the following specific issues: the Drupal open-source software system (<http://drupal.org>), the community of developers and users of this software and all associated activities and all infrastructures in their broadest sense considered to be required to further develop this project.

Section 2: Authority

The community of Drupal developers decides independently on the functionality on the one hand and on planning the development of the Drupal software on the other. The Association shall not have casting vote in such matters.

Section 3: Tasks

In order to achieve the objective, the Association shall be entitled to complete the following tasks:

- Accepting donations and grants
- Organizing and/or sponsoring Drupal project-specific events
- Representing the Drupal project at conferences and/or fairs, events, venues, such as by sending representatives
- Engaging in partnerships with both for-profit entities and non-for-profit entities
- Acquiring, sponsoring and/or managing infrastructures supporting the Drupal project
- Supporting projects and developments through awarding grants and/or by paying wages and/or by acquiring services from a third party whether for payment or not.
- Producing promotional materials and/or educational documents relating to the Drupal project
- Soliciting suitable fiscal, accounting or legal advice
- Preparing and releasing press releases
- Performing tasks appropriate to the goals, to the extent they are not contradictory to the law or terms and provisions as set forth by the Association

The above enumeration of items are examples only and not intended to be exhaustive.

Section 4: Means

The Association shall be empowered to adopt all necessary and proper, direct or indirect means to accomplish this goal which includes real estate acquisition and management.

1.2 Chapter II: Members

1.2.1 Article 5: Structure

The Association shall have the following two membership categories: Permanent Members and Admitted Members.

The minimum number of members shall be three (3). Holding permanent membership is reserved to natural persons only. There is no maximum number of Permanent Members.

No maximum or minimum number of Admitted Members shall be required. Both natural persons and legal persons may apply for admitted membership.

Permanent Members and Admitted Members qualify for admission regardless of their country of residence or nationality.

1.2.2 Article 6: Membership Dues

The Permanent Members shall not pay any membership dues. It follows that maximum membership dues as established pursuant to article 2 of the Act of May 2, 2002 shall be 0 euro.

Annual membership dues agreed to be paid by the various categories of Admitted Members shall be set by the Board of Directors and included in the Internal Regulations.

1.2.3 Article 7: Permanent Members

Section 1: Description

Permanent Members are those who have signed these statutes or those whose name is listed on the membership register, filed with the Office of the Clerk of the Commercial Court of the Association's judicial district. The membership register shall be subjected to an annual check for any changes of membership status relative to the latest filing. With every change in the membership register, a copy of the modified membership register shall be filed with the Clerk of the appropriate court at the latest, within thirty (30) days of the annual anniversary date of the filing the statutes.

The General Assembly shall consist of the Permanent Members. Voting at the General Assembly shall be restricted to Permanent Members only.

Permanent Members that are not a member of the Board of Directors are referred to as Community Ambassadors.

Section 2: Admission

Natural persons shall only be considered for a Permanent Member position on the recommendation of an existing permanent member. Next, recommended new candidate members shall submit their completed application form for membership in writing or electronically (via e-mail) to the President of the Board of Directors. The General Assembly shall, by a two-thirds (2/3) vote of the voting members, present in person or by proxy (by two-thirds majority of those present or of the proxy members), decide on the actual admission of the Permanent Member.

Section 3: Termination

Permanent Membership has an unlimited duration.

Permanent Members may end their membership at any one time provided the Board of Directors is notified in writing or electronically hereof (via e-mail).

A Permanent Member can only have his/her membership terminated upon a two-thirds (2/3) majority vote of the members present, in person or by proxy of the General Assembly.

1.2.4 Article 8: Admitted Members

Section 1: Description

Admitted Members shall be entitled to partake in the events and activities organized by the Drupal Association, but shall have no voting rights at the General Assembly.

Admitted Members shall be grouped into the following three categories: Advisory Members, Corporate Members and Individual Members. The admis-

sion of Advisory Members shall only be effected upon the recommendation of a member of the General Assembly. Admitted Members that are legal entities and that are not registered as Advisory Members, shall be automatically considered to be Corporate Members. Admitted Members that are natural persons and that are not registered as Advisory Members, shall be automatically considered to be Individual Members. The Internal Regulations may require different membership dues for each category.

Section 2: Admission

Admitted Members shall be accepted as such by the Board of Directors, only after the dues accrued, as set forth in the Association Internal Regulations, shall have been paid in full.

Section 3: Termination

Admitted Members may end their membership at any one time provided the Board of Directors is notified in writing or electronically hereof (via e-mail).

An Admitted Member can have his/her membership terminated by simple resolution of the Board of Directors.

1.2.5 Article 9: Rights and Duties

The rights and duties of the Admitted Members shall be set forth in the Internal Regulations, to the extent they are not specified in the statutes.

The number, the labels and the rights and duties of the various membership categories of Admitted Members may be changed by amendment of the Internal Regulations without the need for the statutes to be changed.

1.3 Chapter III: General Assembly

1.3.1 Article 10: Composition

The General Assembly shall be comprised of all the Association's Permanent Members.

Of the Admitted Members, only Advisory Members can be invited to attend the General Assembly. When this is the case, they shall have an advisory role and under no circumstances shall they hold a casting vote.

1.3.2 Article 11: Responsibilities

The General Assembly shall be summoned at least once each year, at most six months after the ending of the fiscal year. The accounts (books of all Association money received and spent) of the past year and the budget for the forthcoming year shall be submitted for approval by the annual General Assembly.

Also, the General Assembly shall be ultimately responsible for:

- Amending the statutes
- Appointment and removal of the Directors and determination of their remuneration when they are entitled to any such compensation.
- Appointment and removal of the Commissioners and determination of their remuneration when they are entitled to any such compensation.
- Discharge of the duties of the Directors and the Commissioners
- Dissolution of the Association
- Removal of a Permanent Member
- Changing the legal status from an association to a social enterprise
- All other cases covered by the statutes

It is the Board of Directors, not the General Assembly, which decides over the assignment of offices within the Board of Directors.

The General Assembly can only make decisions regarding topics that are mentioned on the agenda.

1.3.3 Article 12: Voting Procedure

Section 1: Distribution of Votes

Each Permanent Member shall be entitled to one vote. Permanent Members shall have the right to be represented by another Permanent Member. No representative shall be allowed to cast more than one proxy vote. It follows that at the General Assembly each member shall be permitted a maximum of two votes.

Section 2: Normal Decisions

In typical cases, a simple majority of the present or represented members shall be sufficient to constitute valid and binding decisions of the General Assembly. For certain decisions, this majority is not sufficient, and a special majority must be reached.

Section 3: Special Decisions without Quorum

The appointment and termination of a Permanent Member requires a two-thirds ($2/3$) majority of the present or represented members of the General Assembly.

Section 4: Special Decisions with Quorum

For the following decisions, a quorum of two-thirds ($2/3$) of the Permanent Members is required:

- Changing or amending the statutes
- Changing or amending the Association's goals
- Dissolving the Association, including the conversion to an Association for social benefit.

In the absence of the required quorum of members, a second General Assembly may be held having full voting rights upon a vote of a two-thirds ($2/3$) majority of the votes cast, whatever the number of members, present or

represented by proxy. This second General Assembly shall be scheduled no earlier than fifteen (15) days after the first General Assembly. The agenda remains unchanged in this case.

Additionally, the cases above require a special majority:

- Changing or amending the statutes: two-thirds ($2/3$) of the present or represented members.
- Changing or amending the Association's goal: unanimity of the present or represented members.
- Dissolving the Association, including the conversion to an Association for social benefit: four-fifths ($2/3$) of the present or represented members.

1.3.4 Article 13: Additional General Assemblies

The Board of Directors shall have the power to call an additional General Assembly to meet into a session as is necessary to the conduct of its business.

A meeting of the General Assembly shall be held if a least one-fifth ($1/5$) of the Permanent Members request it. When this is the case, the Board of Directors shall hold such meeting within one (1) month following the request.

1.3.5 Article 14: Notice of Meeting

Written or electronic (e-mail) notice shall be given to all members by the Board of Directors to attend the General Assembly, at least ten (10) days prior to the designated time of such meeting of the General Assembly. In addition, this invitation letter shall state the preliminary agenda of the meeting of the General Assembly. The agenda shall be prepared by the Board of Directors and shall also include any proposals signed by at least one-twentieth ($1/20$) of the Permanent Members. This notice of meeting shall also be posted on the Association's web site.

1.3.6 Article 15: Process

The holding of meetings of the General Assembly shall be valid by or through the use of any electronic means of communication, including IRC (Internet Relay Chat), VOIP (Voice over IP), video conferencing, ...

The General Assembly shall be presided over by the President of the Board of Directors, or in his/her absence by the Secretary, or in his/her absence by the Treasurer.

1.3.7 Article 16: Minutes

A report of the decisions made by the General Assembly shall be made electronically. The meeting minutes shall be sent by regular mail or electronic mail (via e-mail) to the members. Likewise, the meeting minutes shall be posted on a page of the Association's web site, whose access is open to at least Permanent Members.

What's more, the meeting records of the General Assembly shall be made available for inspection at all times at the Association's registered office.

Interested third parties can be notified of the decisions made by the General Assembly by making a request in writing and providing a reason for the request to the Association's President.

1.4 Chapter IV: Board of Directors

1.4.1 Article 17: Composition

The Association shall be governed by the Board of Directors comprised of at least three (3) members who shall be Permanent Members of the Association. The number of members of the Board of Directors shall always be inferior to the total number of Permanent Members, conform to first section of article 13 of the Act of June 27, 1921, as amended by the Act of May 2, 2002.

1.4.2 Article 18: Appointment

The members of the Board of Directors shall be appointed by the General Assembly and may be removed at any time by the General Assembly. For both cases, a two-thirds ($2/3$) majority vote of the present or represented members is required.

The vote to appoint or remove Directors shall be by open ballot, unless any present or represented member objects. The Board of Directors shall elect from its members a President, a Treasurer and a Secretary and such other officers as it deems appropriate for the proper operation of the Association.

An appointed office is valid for a renewable term of two (2) years for the President, Treasurer and Secretary, and for one (1) year for other offices. This term starts immediately after the General Assembly during which the office was appointed and ends after the General Assembly held in the year in which the term ends, excluding the provisions of article 20.

1.4.3 Article 19: Applications

Permanent Members can apply for a Board position by submitting an application in writing or electronic form (e-mail) to the President of the Board of Directors. The invitation notice for the General Assembly for which appointing new Directors is on the agenda, shall contain the name and motivation of the applicants. Directors who wish to renew their term must reapply.

1.4.4 Article 20: Termination

Any member of the Board of Directors shall be entitled to resign voluntarily by notifying the President of the Board of Directors by registered letter.

If a mandate on the Board of Directors becomes available, the General Assembly can appoint a new Director during its next meeting who shall complete the remaining period of the term.

If, subsequent to a voluntary resignation, removal, or any other cause, the number of members of the Board of Directors has fallen below the mandatory minimum quorum as required by law, the Directors shall continue in office until their successors are appointed. If, in this case, a Director is unable to continue their office, the General Assembly shall be summoned to appoint

a substitute.

1.4.5 Article 21: Announcements

Appointments, re-elections, dismissals, resignations and removals of any one member of the Board of Directors, shall, at the earliest opportunity after decision conveyed by a deed and using the appropriate forms, be filed with the Office of the Clerk of the Commercial Court of the judicial district of the Association.

1.4.6 Article 22: Responsibilities

The Board of Directors shall be vested with all powers except those that are conferred by the Act of June 27, 1921, as amended by the Act of May 2, 2002, or by the statutes to the General Assembly.

The Board of Directors shall be entitled to empower a Director, a member of the Association or any third party, a nonmember, to conduct part or all of the Association's day to day business. The Board of Directors shall have the right to terminate this appointment at any point in time. The scope of the powers granted to the persons authorized and the manner in which they exercise their powers, shall be provided in the respective associated deed which shall be prepared on the start date of the issuance of the authorization.

The Board of Directors shall govern, represent and bind the Association, without additional authorization from the General Assembly, including both judicial and non-judicial actions.

The Board of Directors shall appear in court as defendant or plaintiff in all lawsuits and shall decide whether or not to pursue all remedies at law.

The Board of Directors, at its discretion, shall establish all provisions of the Internal Regulations whenever they may deemed necessary.

1.4.7 Article 23: Voting Procedure

All decisions put to a vote by the Board of Directors shall be approved by a simple majority vote of the votes cast. Each Director shall be entitled to one vote. The Board of Directors' decisions are made as a whole rather than

as individuals.

1.4.8 Article 24: Notice of Meeting

The Board of Directors shall be convened by the President or by two Directors. Members shall be notified in writing or electronically (via e-mail), at least eight (8) days prior to any such meeting.

1.4.9 Article 25: Quorum of Directors

The decisions of the Board of Directors shall be valid and binding when at least half the number of Directors is present.

1.4.10 Article 26: Minutes

The minutes of each meeting of the Board of Directors shall be sent in writing or by e-mail to each member.

1.4.11 Article 27: Mandate

Each member of the Board of Directors shall be responsible for holding their office, but shall not be personally liable for any obligation incurred by the Association.

A Director's office is considered a personal commitment. It follows that Directors cannot be represented by proxy.

A Director shall receive no remuneration unless otherwise decided by the General Assembly.

1.5 Chapter V: Budget and Accounts

1.5.1 Article 28: Fiscal Year

The Association's fiscal year shall commence on January 1 and shall end on December 31. The only exception to this shall be the first fiscal year,

where it shall extend from the day the association shall be established to December 31, 2006.

1.5.2 Article 29: Budget

The Board of Directors shall submit a statement of the Association's accounts of the past fiscal year together with the budget for the current fiscal year for review by the General Assembly on an annual basis. On December 31 each year, the accounts of the past fiscal year shall be closed and a balance sheet of the new year shall be prepared.

1.6 Chapter VI: Dissolution and Trustees

1.6.1 Article 30: Dissolution

Upon the dissolution of this Association all the Association's assets remaining shall be turned over to an Association not for Profit with like or similar nonprofit purposes.

1.6.2 Article 31: Trustees

Upon voluntary dissolution the General Assembly or, in the absence thereof, the court shall designate one or two trustees who shall act within the powers granted to them by the General Assembly.

1.7 Chapter VII: Final Provisions

1.7.1 Article 32: Law

In the event of any issue not clearly defined within these statutes or the Internal Regulations, the Act of June 27, 1921, as amended up-to-date and the Act of June 26, 2003 shall both apply.

1.7.2 Article 33: Legal Validity

Only the original Dutch source text of the statutes shall be legally valid and legally binding. An English translation of the present statutes shall be submitted to non-Dutch speaking members for information purposes only.