

## By-Laws of the registered society

### ILIAS open source e-Learning

(English translation from version of March 28, 2014)

#### **Preamble**

*Unimpeded access to education is fundamental to freedom, justice and peace around the world and is at the same time a basic human right according to the United Nations. Access to education also means access to the technologies that makes education and further education possible. Open-source software ensures that such access is possible for everybody and furthermore allows them to participate in the development and advancement of these technologies.*

*To realise these aims, the society "ILIAS open source e-Learning" promotes the use and development of the open and free learning platform, ILIAS, in all areas of education and further education. This is carried out as part of a mutual transfer of knowledge and the long-term cooperation of those involved. The goal of this is also to attune software-based learning and working environments to user-specific requirements and to strengthen the independence of centres of learning from commercial software companies.*

#### **§ 1 Name, location and business year of the society**

- (1) The society is called "ILIAS open source e-Learning e.V."
- (2) The society is registered with the Register of Associations at Amtsgericht Köln (district court).
- (3) The society is based in Cologne.
- (4) The business year of the society is the calendar year.

#### **§ 2 Purpose of the Society**

- (1) The society "ILIAS open source e-Learning", based in Cologne, is devoted exclusively and directly to charitable objectives, as per the section "tax-advantaged purposes" of the German Tax Code. The purpose of the society is

- the promotion of science, research and teaching
- the promotion of general- and work-related education.

The purpose of these by-laws can especially be fulfilled through:

- the strategic development of ILIAS, especially its core functions and central interfaces;
- coordination of the software development of the ILIAS learning management systems, especially the process design, requirements engineering, and quality control;
- Community support in forums and support for the developers, e.g. through seminars such as the 'Development Conference' or through guidelines, e.g. development guidelines;
- maintenance of the public image of the software and the community of developers, e.g. in the form of a website, the ILIAS-conference, making available information on the use of learning management systems as well as conferences and conference appearances;

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VR 16017 / Amtsgericht Köln

#### **Board:**

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2. Vorsitzender: Werner Willi  
Schatzmeisterin: Volker Reuschenbach

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- Making available information and initial consultations for interested users from the the areas of school, higher and further education;
  - Release-management, especially bug-tracking & coordination bug-fixing, release-policy, publication; coordination of documentation & language versions.
- (2) The society operates selflessly; its primary aims are not those of its own economic interests.
  - (3) Society funds are to be used only for purposes compliant with the by-laws. The members receive no benefits from the society funds.
  - (4) Nobody may receive remuneration from society funds for anything that is not in harmony with the purpose of the society or be remunerated disproportionately highly.

### **§ 3 Attainment of Membership**

- (1) Any natural or legal person that supports the goals of the society may become a full member. Institutional members and service providers decalre a natural person that represents the legal member and may take over functions in the society.
- (2) Any natural or legal person that is prepared to conceptually or materially support the goals of the society can become a supporting member. Supporting members have no right to vote or stand for election.
- (3) Membership applications are to be handed in in writing or recorded declaration to the chairman of the society. Decisions regarding membership are made by the board. Should the board refuse an application of membership, the applicant can demand that his/her case be heard at the next annual general meeting.

### **§ 4 Termination of Membership**

- (1) Membership ends
  - when a member leaves,
  - when a member is expelled from the society,
  - if the person dies or if a legal person or association of persons is terminated.
- (2) Leaving the society is only possible at the end of a business year. Resignation is to be handed in in writing or recorded declaration to the chairman of the society, with a notice period of 6 months.
- (3) A member can be expelled by board decision if he/she has seriously violated the interests of the society. The member has 14 days in which to justify him/herself to the board in writing or in person before a final decision is made. The member is to be informed in writing of the reasons for his/her expulsion. The member has the right to appeal to the general meeting of members against his/her expulsion. A member can also be expelled if he/she is one year's membership fee in arrears despite two reminders. At least 14 days must be allowed to pass between sending the second reminder and the expulsion of the member. The member must be informed in writing of his/her expulsion and this must be sent to his/her last known address.

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## § 5 Membership Fee

Society members are required to pay fees in the form of a yearly fee and in the form of a share of costs to be decided on an individual basis. Extra fees representing a share of the costs can only be levied once per calendar year and may not exceed the sum of the regular yearly fee. The size of the fees (and therefore the shared costs fees) are based upon a fees schedule that is decided upon by a simple majority of members in a general meeting. The general meeting of members can also decide to introduce a membership fee.

## § 6 Organisational Structure

The organisational structure of the society can be broken down into the following:

- General Meeting
- The Board
- Managing Director
- Head of Development
- Head of Help
- Advisory Council

## § 7 General Meeting

- (1) The general meeting of members takes place annually, normally in the first half of the year. Further general meetings are to be called if in the interest of the society, or if one quarter of the members request a meeting in writing, stating purpose and reasons.
- (2) Meetings are to be called by the board. Notification should be sent in writing to the last addresses (postal addresses, fax numbers, e-mail addresses) given to the board by the members. A period of four weeks should lie between the calling of a meeting and the date of the meeting. The invitation should include time, place and agenda of the meeting. Proposals for extra items to be added to the agenda should be handed in to the board in writing no later than two weeks before the date of the meeting. In this case, the board will provide the members with the extended agenda. No proposals for extra items to the agenda will be accepted at a later time or during the meeting itself.
- (3) The general meeting is to be chaired by the chairperson of the board or in his/her absence, another member of the board. If no member of the board is present or prepared to chair the meeting, then the meeting is chaired by a member as voted by the members of the general meeting.
- (4) The chair of the meeting decides on the method of voting. Votes must be carried out in a secret manner if this is required by at least one third of members present.
- (5) The general meeting is not public. The chair of the meeting may allow guests. This may be prevented if one third of the members present so require.
- (6) A quorum is reached if at least one quarter of all full members are present or represented. If a quorum cannot be reached then the board is required to call a new meeting within four weeks. This new meeting is considered to have reached a quorum irrespective of the number of members present if this is noted in the invitation.

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- (7) Every full member has a vote – supporting members do not have a vote. Decisions are reached in general meetings based on a simple majority of valid votes, unless the law or these by-laws proscribe a different majority. Abstentions are not counted. In the event of a tie, the motion is rejected. A majority of three quarters of the votes cast are required to change these by-laws including the purpose of the society, and to disband, merge or change the society.
- (8) The board may change the by-laws on their own insofar as the changes are merely editorial in nature or are required by regulatory, financial or administrative authorities or the register of associations. Such changes are then to be reported at the next general meeting.
- (9) The chair of the meeting appoints a keeper of the minutes who then takes the minutes of the meeting. These minutes should be signed by the chair of the meeting and the keeper of the minutes. They should include the time and place of the meeting, the names of the chair of the meeting and the keeper of the minutes, the number of members present, the agenda and the results of the individual votes. Changes to the by-laws should be noted in their exact wording.
- (10) Every member can allow himself/herself to be represented by another member in decision making processes. Written authorisation for this should be handed to the chair of the meeting.
- (11) The general meeting of members is responsible for the following matters:
  - Authorisation of the budget for the next year as put together by the board,
  - Authorisation of the annual financial statement, which is comprised of a statement of income and outgoings and a statement of assets and liabilities,
  - Election of the two annual accounts auditors,
  - Receipt of the report of the annual account auditors,
  - Setting the level and due-date of membership fees,
  - Election and dismissal of members of the board,
  - Election and dismissal of the Head of Development,
  - Receipt of the annual report of the board,
  - Approval of the actions of the members of the board for the previous year,
  - Changes to the by-laws and the disbandment of the society,
  - Decisions regarding the admittance or exclusion of members when said members have appealed against a decision made by the board.

## **§ 8 The Board**

- (1) The board of the society is made up of three positions, these are:
  - The chairperson,
  - The deputy chairperson,
  - The treasurer.
- (2) The society is represented both judicially and out of court by two members of the board acting together.
- (3) The board is responsible for all duties that are not allocated to a different body. A managing director, appointed by the board, is to deal with the day to day running of the society. Additionally, an office can be

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set up.

- (4) The members of the board are voted into office by the general meeting of members for a period of two years. A candidate needs an absolute majority of valid votes to be elected. Should no candidate get an absolute majority in the first ballot then a run-off ballot between the candidates with the most votes will take place. A simple majority is sufficient for election in the run-off ballot.  
The members of the board remain in office until a new board is appointed. Each member of the board is to be elected individually. Only members of the society are eligible for office. Should a member of the board leave office during their two year term, then the remaining members of the board vote for a replacement to take over his/her duties until the next election. Alternatively, the duties of the member who has left can be divided between the remaining board members until the next general meeting.
- (5) The board normally makes its decisions in board meetings. These meetings are called by the chairman or, if he is unavailable, the deputy chairman with at least two weeks notice. A quorum is reached if two members of the board are present. A majority of votes cast is needed to pass a resolution. The chairman chairs the board meeting unless hindered, in which case the meeting is chaired by the deputy chairman. A resolution can also be passed by the board by letter, e-mail, fax, or orally, as long as all members of the board agree to this method of passing resolutions. Resolutions passed are to be recorded in a suitable fashion.
- (6) The members of the board may be suitably compensated for their time. Travel costs and other costs that occur in the course of their duties are to be re-compensated, taking into account relevant tax regulations, as expenses as per § 670 BGB. Compensation for the duties as a board member is in accordance with the compensation guidelines, as determined by a simple majority at the general meeting of members.
- (7) The members of the board are only liable to the society for damages in cases of intent or gross negligence.

## **§ 9 Management**

The society can have an office. The board can appoint a managing director as a special representative as per § 30 BGB. The managing director runs the office and deals with the day-to-day running of the society. The managing director sits in on board meetings but does not have a voting right. The managing director can be an employee of the society. The board is responsible for the conclusion of the employment contract. The board issues rules of procedure for the managing director and the office.

## **§ 10 Head of Development**

- (1) The general meeting elects the head of development every two years with simple majority. Elected could be every society member and members representing an institutional member or service provider.
- (2) The head of development is controlling the quality management of the ILIAS software development and guiding the release management. Together with the managing director, the head of development coordinates the development process of ILIAS and assists the managing director in software related topics and questions.

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- (3) The head of development is working in an honorary capacity. The board can decide to pay the head of development for her or his activities with an appropriate amount. In case of a payment, the board has to write bylaws for the head of development's activities which have to be accepted by the next regular general meeting.

### **§ 11 Head of Help**

- (1) The general meeting elects the head of help every two years with simple majority. Elected could be every society member and members representing an institutional member or service provider.
- (2) The head of help is coordinating the creation and maintenance of the ILIAS online help, develops and keep records of the editorial process and is planning the release cycle of the online help in coordination with head of development and the general manager.
- (3) The head of help is working in an honorary capacity. The board can decide to pay the head of help for her or his activities with an appropriate amount.

### **§ 12 Advisory Council**

- (1) The advisory council represents the interests of the juridical society members. These members together make up the advisory council. The juridical members are, according to the scale of fees, all ILIAS-using businesses, statutory corporations and public institutions, as well as ILIAS service partners that commercially offer services related to ILIAS. Natural persons are not members of the advisory council. .
- (2) The advisory council advises the board of directors and the management in strategic and financial questions. From within the society budget, the advisory council will have a budget for software development, the disposal of which, the advisory council will decide upon on a yearly basis.
- (3) The advisory council meets for discussions and decision making upon being invited to do so by the chairperson of the advisory council. The managing director and the head of software development sit in on meetings but do not have a vote.
- (4) Every two years, the advisory council votes for a chairperson of the advisory council and two deputies. These act as contacts for the managing director and the board. The chairperson and deputies of the advisory council represent the advisory council externally and also at joint meetings with the board of directors. Society members that already hold an office within the society may not also hold the position of chairperson or deputy of the advisory council.
- (5) All decisions made in the advisory council are passed on a simple majority of votes present. Each advisory council member has a number of votes according to their annual membership fee. The exact correlation between fees and votes is governed by the by-laws of the advisory council.
- (6) The management and the board of directors can ask the advisory council to vote on matters concerning the society and the further development of ILIAS. The advisory council is not authorized to give instructions to the management or the board of directors. Suggestions for software development can be submitted to the advisory council by all organs of the society.

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- (7) The advisory council can call a general meeting of members if the majority of the advisory council so wishes.
- (8) Involvement on the advisory council is honorary and unsalaried.

### **§ 13 Annual Financial Statement and Auditing of Accounts**

- (1) The board is required to issue an annual financial statement within six months of the end of a business year and to present it to the general meeting of members for approval.
- (2) The annual financial statement is to be checked by two annual accounts auditors and marked with an indication of the results of the audit. The results of the audit are then to be reported at the general meeting of members.
- (3) The annual accounts auditors are elected individually for a period of two years by the general meeting of members. Auditors may not simultaneously be members of the board. A candidate needs an absolute majority of valid votes to be elected. Should no candidate get an absolute majority in the first ballot then a run-off ballot between the candidates with the most votes will take place. A simple majority is sufficient for election in the run-off ballot.

### **§ 14 Disbandment of the Society**

- (1) The society can only be disbanded by an extraordinary general meeting called especially for this purpose. Three quarters of the members present are necessary. The general meeting of members names two liquidators to wind up the society's affairs.
- (2) In case of disbandment or abolishment of the society or in case of loss of tax-advantaged objectives, the assets of the society go to the society 'OpenOffice.org Deutschland e.V.', based in Wiesbaden. This society is to use these assets directly and exclusively for charitable/non-profitable purposes.

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