

## **Referendum 2015**

(on the roles of Maemo Community Council and Maemo e.V.)

Dear Community,

in order to finalize our move from Hildon Foundation to the Maemo Community e.V. (MC eV), a referendum is called, which is supposed to fix deficiencies in the Council Election Rules as well as in the Articles of Association of MC eV. There will be two options:

- Yes, I accept MC eV Association Rules as our Community Council's Rules and I endorse the amendment of MC eV Articles of Association as described below.

- No, I do want Council rules to stay outside of MC eV and its ruleset and have them as originally described. I'm aware that Council then will have no say in any MC eV or maemo.org matters.

In other words...

...you vote option YES:

Rules around Maemo Community Council are adopted in order to fully incorporate Council as a body of MC eV.

...you vote NO on the referendum:

The original Council election rules will remain as is. Council then will be an interest grouping outside MC eV without a purpose, since there'll be nobody to (officially) address anymore. Council then will be suspended from MC eV bylaws.

Either way, the referendum means a change of MC eV Articles of Association as well as Association Rules, which can only be done by GA. The referendum basically is an avowal for MC eV, an approval of its bylaws and a mandate for MC eV to change them accordingly.

For those who did not follow the process, here's a short explanation in two parts (together with the affected rules, bylaws paragraphs):

## Part 1 - History & Council election rules:

Back in Nokia times, the purpose of Council was to give the community a voice towards Nokia representatives (Community Manager, whatever...). Then Nokia abandoned Maemo, donated servers and sold the rights to maemo.org and Maemo(TM) to Hildon Foundation, a maemo community driven organisation. In the process of this we learned that an US based organisation has its drawbacks/challenges and it was decided to form an entity based in Europe which is a German Registered Association now known as Maemo Community e.V. - instead of having a board assigned to manage the organization, only the association is now accepting regular members which have the final say in any matter. The association's board does handle day to day tasks like minor community requests, funds, buy hardware for our infrastructure, basically pay the bills and do minor steering only. That said, the associations regular members having the final say in any matter, this also applies to rules and regulations and their changes, including but not limited to the Council Election Rules. During the MC eV founding meeting, the existing (unified Maemo Community/HiFo) Council was nominated for the Council of MC eV. The MC eV members voted unanimously "yes" for all existing councilors who accepted the vote. By doing so, Council effectively accepted MC eV Council election rules (and all other other regulations) which were publicized earlier. To have this sanctioned by all of you, we need this referendum.

[MC eV Council election rules](#) differ to [original Council election rules](#) in the following points:

### Association Rules § 4.1 (Council Elections)

(6) *Nominees with a professional interest in Maemo, such as working for ~~Nokia—or any other~~ a company involved in Maemo-related software development - must declare their interest when advertising their nomination. Failure to do so may result in the ~~Nokia-Community-Manager Board of Directors~~, or the outgoing Council, declaring their nomination invalid and so bar them from standing in the current election."*

(9) *The election date must be publicised at least ~~1-month~~ 4 weeks in advance of the election.*

(11) *If there are less than 4 candidates when the nominations close, the election can't be held.*

a) *The nomination period will be extended by ~~1-month~~ 4 weeks and the election postponed similarly.*

b) *If, after ~~1-month~~ 4 weeks's delay, there are still fewer than 4 candidates; the outgoing council will decide - in conjunction with ~~Hildon-Foundation~~ Board of Directors - about how to proceed. The preferred solution is to encourage more members of the maemo.org community to participate and re-run the election, but all options are open.*

(12) *Changes to any of the above rules must be approved by a resolution of the Passive Members' Meeting (~~community referendum~~) or General Assembly.\**

a) *Voting in such, will be open to anyone eligible to vote in the respective meeting.*

b) *The referendum options must be debated for a minimum of ~~1-month~~ 4 weeks prior to the referendum.*

c) *Referendum voting will be open for the same length of time as the council elections.*

\* [community referendum \(aka resolution of the Passive Members' Meeting\)](#) is already granted by [Articles of Association § 10](#) and [Association Rules § 1.1](#)

Now in order to grant sovereignty over Council election rules to community, the following changes to MC eV Association Rules shall be introduced:

### Association Rules § 1.1 (Amendments)

(1) *These association rules can be changed or dismissed by the General Assembly.*

*(2) § 4.1 (Council election rules) of these association rules can be changed or dismissed with a referendum by the Passive Members' Meeting. Changes to these election rules by the General Assembly must be confirmed by a resolution of the passive members meeting (referendum). Should the amendment be rejected by the passive members meeting, the proposed amendment can be revised and brought again to the vote.*

*(2) § 4.1 (Vorstandsratswahlen) dieser Vereinsordnung kann durch ein Referendum der passiven Mitgliederversammlung geändert oder aufgehoben werden. Änderungen dieser Wahlordnung durch die aktive Mitgliederversammlung müssen durch Beschluss der passiven Mitgliederversammlung bestätigt werden (Referendum). Sollte die Änderung von der passiven Mitgliederversammlung abgelehnt werden, kann der Änderungsvorschlag überarbeitet und erneut zur Abstimmung gebracht werden.*

(please see [MC eV Orga-chart](#) for who can actually change what)

## Part 2 - Council role & MC eV Bylaws:

MC eV Articles of Association have a drawback which lies within the fact that councils responsibility is not adequately described so far, Council may contradict GA resolutions or even try to "force" Board into anything. Therefore, the following changes to MC eV Articles of Association shall be introduced:

### § 7 (Board of directors)

(5) *The Board of Directors ~~executes~~ carries out the resolutions of the General Assembly and of the Council insofar as this decision jurisdiction is delegated to Council according to the statutes.*

(5) *Der Vorstand führt die Beschlüsse der aktiven Mitgliederversammlung und der des Vorstandsrats aus, sofern ihm diese Entscheidungshoheit laut Satzung oder Vereinsordnung eingeräumt wird.*

### § 8 (Council)

(4) ~~The council has the duty to execute elections of all kinds.~~ *The council's duties, rules to announce council meetings, their proceedings and executions of votes are regulated by the Association Rules.*

(4) ~~Der Vorstandsrat ist insbesondere für die Durchführung aller Wahlen zuständig.~~ *Aufgaben des Vorstandsrats sowie Regelungen zur dessen Arbeit inklusive der Einberufung von Vorstandsratssitzungen, deren Ablauf und die Durchführung von Abstimmungen, ~~wird-~~ durch die sind in der Vereinsordnung geregelt festgelegt.*

This outsources the definition of Council responsibility from Articles of Association to Association Rules (which might be altered without the need to register those changes at court, avoiding hassle and fees). Accordingly, a new paragraph will be added to the Association Rules:

### § 3.2 Vorstandsrat (council)

(8) Tasks and competences of the Council are as follows:

- (a) *Representation of the associated members (garage account) and their interests.*
- (b) *Counseling of the Board of directors in general matters*
- c) *Council is responsible to execute all elections*

(8) Aufgaben und Zuständigkeiten des Vorstandsrats sind wie folgt:

- (a) *Vertretung der assoziierten Mitglieder und ihrer Interessen*
- (b) *Beratung des Vorstands in allgemeinen Belangen*
- c) *Der Vorstandsrat ist für die Durchführung aller Wahlen zuständig*

Please note that according to Articles of Association, General Assembly can decide on literally anything, as of

### § 9 (General Assembly)

(4) *The General Assembly as the superior decision-making body of the association is by default responsible for all tasks unless certain tasks are delegated to other bodies of the association in accordance with these articles of incorporation.*

Coincidence or not, the last paragraph somewhat closes a circle... everybody can have his share of power by simply becoming a member. Get involved yourself instead of just electing representatives (Council).

So in one month the voting booth will open and you can decide on above mentioned changes and if Council will be recognized as a group within the Maemo Community e.V. or not.