

Fundación PostgreSQL Estatutes

CHAPTER I

CONSTITUTION OF THE FOUNDATION

Article 1. Name, nature, address and scope of action.

1. The **Fundación PostgreSQL** is a nonprofit organization, which assets are affected in a lasting way to the development of public interest goals, as follows in current Statutes.
2. The Foundation is Spanish in nationality.
3. The Foundation will develop its activities in the whole national territory, without the prejudice of expanding into international scope activities as well.
4. The statutory registered address of the Foundation is Carretera de Fuencarral, number 44, Building 4B, Loft 33, postal district 28108, municipality of Alcobendas, Comunidad de Madrid. The Patronage is authorized to transfer the registered address of the Foundation to any other within national boundaries, by means of the required statutory modification, followed by its submission to the Protectorate. In the same way and to better meet the goals of the Foundation, the Patronage may open new offices and create new delegations in other national or foreign locations.

Article 2. Legal personality, beginning of actions and duration.

1. The Foundation has its own legal personality since the registration of its constitution deed at the suitable Registry of Foundations, and then began to operate.
2. The Foundation is established for an indefinite period of time. However, if at any time the Foundation's goals are reached or found impossible to reach, the Patronage may agree its dissolution on the basis of current legislation and Article 24 of current Statutes.

CHAPTER II

GOALS AND BENEFICIARIES OF THE FOUNDATION

Article 3. Goals.

1. To promote the Open Source software known as PostgreSQL (www.postgresql.org) at the national and international scope, with a special emphasis on the Spanish-speaking community.
2. To organize, group and represent Spanish and Spanish-speaking PostgreSQL users. To organize local (groups of PostgreSQL users, also known as "PUG"), national and international events. To encourage and channel the community participation of those.
3. To contribute to the publicity, code development, documentation, promotion and training in PostgreSQL Open Source technology and PostgreSQL supporting technologies, being those part of the PostgreSQL eco-system.
4. To support and foster PostgreSQL use by the users themselves and public and private entities.

Article 4. Activities.

In pursuit of its goals, the Foundation will carry out the following activities:

1. To foster, boost, organize and/or coordinate the organization of PostgreSQL local, national and/or international events, including seminars, talks, workshops and conferences.
2. To contribute to the development of PostgreSQL Open Source software and its documentation, particularly Spanish documentation. To contribute the same goals for PostgreSQL supporting technologies and software, provided that they are Open Source.
3. To promote, organize, coordinate, support and lead PostgreSQL publicity and education campaigns programs and projects.
4. To create, encourage and reinforce the support of specialists and both natural and legal persons in general, for PostgreSQL related publicity and education activities.
5. To channel the donated resources from both natural and legal persons for the Foundation's aims and goal achievement, provided that they do not generate any kind of profit.
6. To encourage programs, contest and competitions for sponsorship, partial or full grant of art works, expositions, editions and technological publication as an opportunity to reach the goals of the Foundation.
7. To promote social, cultural, institutional activities that allow the Foundation to raise funds, which must be used exclusively to reach its goals.
8. All the other activities measured by the General Assembly, provided that they do not oppose current Statutes, laws and regulations.

Article 5. Beneficiaries.

1. The goals of the Foundation are generally aimed at the following groups of persons:
 - User communities, developers, associations, companies and other PostgreSQL individuals and entities.
 - The Open Source software user community in general.
2. The Patronage will choose the beneficiaries of the activities of the Foundation on the basis of impartiality and non-discrimination criteria.

Article 6. Assets utilization towards goals achievement.

The Foundation will effectively allocate its assets and income for its founding goals achievement.

1. At the minimum 70 per 100 of the economic results, made up of both economic exploitations and any other profits earned under the terms of the current legislation, will be allocated for the founding goals achievement.
2. This duty must be met in the period of time between the beginning of the year in which those results were obtained and the coming four years since that financial year-end.

Article 7. Information

The Patronage will give enough information about the goals and activities of the Foundation to ensure the awareness of the beneficiaries and other stakeholders.

CHAPTER III

GOVERNANCE OF THE FOUNDATION

Article 8. Patronage.

1. The Patronage is the collegiate governing body and the legal representation of the Foundation.
2. It is the Patronage's duty to reach the founding goals and to diligently administer the goods and rights that make up the Foundation's assets, while keeping up its performance and utility.

Article 9. Composition of the Patronage.

1. The Patronage is made up of five elective Trustees, who will implement resolutions by the agreement of the majority of the Members, on the basis of current Statutes. The Patronage is authorized to modify the number of its own Members, by means of the approval of the Patronage itself, by agreement of a qualified majority of two thirds of its Members.
2. The Patronage membership is granted to any natural person with full capacity to perform legal actions and not disqualified from holding public office.
3. Legal persons can also become Members of the Patronage, but must appoint a natural person or persons to represent them.
4. The Trustees will perform their duty free of charge, without the prejudice to the right to be reimbursed any duly justified cost involved in the course of their duty.

Article 10. Member appointment and replacement procedures.

1. The appointment of the first Members of the Patronage will be made by the Founders, as provided in the constitution deed.
2. The appointment of new Members will be made by the Patronage inscribed in the suitable Registry of Foundations, and by agreement of the majority of its Members.
3. The Trustees must accept their appointment as required under current legislation, and their appointment will be notified to the Protectorate and registered at the Registry of Foundations.

4. The appointment will be for a period of 3 years.

Artículo 11. The President.

1. The Trustees will elect a President among its Members, who will act like the representative of the Foundation before all sorts of persons, authorities and public or private entities, call for the Patronage meetings and chair those, lead its discussions and, when applicable, implement agreements, being authorized to carry out all sorts of acts and to sign the necessary documents for that purpose.
2. The President has the casting vote at the Patronage so as to resolve the ties that could happen during the votes.

Article 12. The Secretary.

1. The Trustees will appoint a Secretary, whose position can be held by a person outside the Members, in which case will have voice but not vote.
2. It is the Secretary's duty to issue certification of the resolutions carried out by the Patronage, to custody all the documents of the Foundation, to draw the minutes of the Patronage meetings, to issue the necessary certifications and reports, and all the other duties expressly entrusted by the Patronage to him or her. In the case of illness, absence or vacancy, the youngest Member of the Patronage will occupy the functions of the Secretary.

Article 13. Honorary Members.

1. The Patronage may appoint as Honorary Members of the Foundation all those persons who are committed to collaborate in reaching the Foundation goals, as a result of their acknowledged prestige in the PostgreSQL world and the Open Source software, and/or their international presence. The Honorary Members can attend the acts of the Patronage, upon invitation and having voice but not vote.
2. The Founder, Mr. Alvaro Carlos Hernandez Tortosa, is Honorary Life Member as the Honorary President of the Foundation, appointment that is not incompatible with any other post at the Foundation or the Patronage. He can assist the Patronage acts with voice. He doesn't have the right to vote, unless his status of elected or founding Member of the Patronage applies.

Article 14. Powers of the Patronage.

Without the prejudice to the mandatory authorizations of the Protectorate, the powers granted to the Patronage are:

1. To rule and represent the Foundation, and to approve its management plans and periodic action programs.
2. To interpret and develop the Statutes and, when applicable, to agree on modifying those, as long as that serves the Foundation interests and helps reaching its goals.
3. To set the general guidelines on the distribution and use of the available funds among the goals of the Foundation.
4. To give representation powers.
5. To chose the beneficiaries of the founding provisions.
6. To approve the action plan and the annual accounts, which must be submitted to the Protectorate.
7. To agree on the opening and closure of its delegations.
8. To agree on the dissolution or merging of the Foundation in case of impossibility to reach its goals.
9. To delegate its powers to one or more Trustees, without being the purpose of delegation the approval of the annual accounts and the action plan, the modification of the Statutes, the merging and the dissolution of the Foundation, as well as all those actions that require the Protectorate's authorization.

Article 15. Duties of the Patronage.

During its performance, the Patronage must comply with the required under current legislation and the willingness of the Founder expressed in this Statutes.

Article 16. Responsibilities of the Trustees.

1. The Trustees must carry out their duties with the diligence of a loyal representative.
2. The Trustees will respond severally to the Foundation on the damages they may cause by acts that are contrary to the law or this Statutes, or by those intended without the due diligence.
3. The Trustees must attend the meetings and comply in their actions as required under current legal provisions and the current Statutes.

Article 17. Termination and suspension of Trustees.

1. The termination and suspension of the Foundation's Trustees will take place on the basis of outlined circumstances on article 18 of Law 50/2002 dated December 26, 2002, of Foundations, of current legislation.
2. The resignation as Trustee can be carried out under any means and through the required formalities for its acceptance.
3. The replacement, termination and suspension of Trustees will be registered at the suitable Registry of Foundations.

Article 18. Deliberation and adoption of resolutions.

1. The Patronage will meet, at least, twice a year, and as many times as needed to ensure the smooth functioning of the Foundation. It is the President's duty to call for those meetings, on its own initiative or when requested by, at least, one third of the Members.

The call for the meeting will be made available to all the Members with, at least, five days in advance from the meeting date, by a mean capable of leaving record of its receipt. The call for the meeting must state the place, day and time of that meeting, as well as the agenda.

The prior call for the meeting will not be necessary if all the Trustees are present and approve unanimously to hold the meeting.

2. The Patronage will be validly set up with the presence of at last half of its Members plus one.
3. The resolutions will be implemented by the agreement of the majority of the Members, except when the Statutes or current legislation establish qualified majorities.
4. The Secretary will draw the minutes of the Patronage meetings, which will be subject of the present Member's approval. These minutes will be recorded in the suitable book and will be signed by the Secretary with the President's approval.
5. The Trustee who is not a natural person must exercise this duty personally, or chose another Trustee to act on his or her behalf and representation. This action will always be for specific acts and must follow, if such is the case, the written instructions given by the represented Trustee.

CHAPTER IV

FINANCIAL REGIME OF THE FOUNDATION

Article 19. Assets.

1. The Foundation's assets are made up of all the goods, rights and duties that can be measured economically incorporated in the endowment, as well as all those acquired by the Foundation following its constitution, whether those affect the endowment or not.
2. The Foundation must be registered as the holder of all the goods and rights that comprise its assets, which must appear in its annual inventory.
3. The Patronage will foster, under its responsibility, the registration to the name of the Foundation the goods and rights that make up its assets, at the suitable public Registries.

Article 20. Financing.

1. The Foundation's activities will be financed by own resources granted from return on assets and, when applicable, through other aids, subsidies and donations received from public or private persons or entities. The Foundation may also obtain income from its activities, provided this does not involve an unjustified limitation on the scope of its potential beneficiaries.
2. The Patronage is authorized to introduce the necessary variations into the Foundation assets, given the current economic situation and without the prejudice to request the proper authorization or to timely notifying the Protectorate.
3. The Foundation's financial period coincide with the calendar year.
4. The Foundation will keep its accounting organized and appropriate, which allows the chronological tracking of its transactions. To this end, the Foundation will keep a General Journal, an Inventory Book and an Annual Accounts Book, as well as all those required under current legislation.
5. In its economic-financial management, the Foundation will be governed by the general principles and criteria required under current legislation.

Article 21. Annual accounts and action plan.

1. The annual accounts must be approved by the Patronage within the maximum period of six months from the financial year-end, not being able the Patronage to delegate this responsibility to any other bodies of the Foundation, and submitted to the Protectorate within ten working days following approval.
2. The Patronage must approve and submit an action plan, including the goals and activities to be developed over the following year, to the Protectorate during the last three months of each financial year. The Patronage can not delegate this responsibility to any other bodies of the Foundation.

CHAPTER V

MODIFICATION, MERGER AND DISSOLUTION

Article 22. Modification

1. The Patronage is authorized to modify the current Statutes, as long as that serves the Foundation interests. In any case, the Statutes will be modified when the circumstances that preceded the constitution of the Foundation have changed in a way that the Foundation can no longer perform successfully on the basis of current Statutes.
2. The resolutions on statutory modifications will be implemented by the agreement of the majority of the Patronage Members.
3. The agreed modification or rewording of Statutes by the Patronage will be submitted to the Protectorate, and must be formalized by public deed and registered at the suitable Registry of Foundations.

Article 23. Merger.

1. The Patronage may agree the merger of the Foundation with another Foundation, as long as that serves the Foundation interests.
2. The resolutions on merger will be implemented by the agreement of the majority of the Patronage Members.

Article 24. Dissolution.

1. The Foundation will be dissolved for the reasons and as required under current legislation.
2. The dissolution of the Foundation will determine the opening of the winding-up proceedings, which will be carried out by the Patronage under the supervision of the Protectorate.
3. All the goods and rights arising from the winding-up proceedings will be allocated to the Foundations or non-profit private entities that pursue general interest goals and have their assets affected, even in the event of dissolution, to the reaching of those, and such as are considered as benefiting entities of the sponsorship under current legislation, or to non-foundational nature public entities that pursue general interest goals. The Patronage is specifically authorized to commit such application.