

Deed of Incorporation Fosstodon Foundation

Article 1 - Name and Seat

1. The foundation bears the name: Fosstodon Foundation.
2. It has its registered office in Amsterdam.

Article 2 - Objective

The foundation aims to:

enable and support an online community through an open and federated social network, with a friendly, accessible, and non-politically driven atmosphere. The foundation aims to provide space for discussions about technology, open source, and digital culture, and strives to create a safe and inclusive environment where people feel welcome, as well as everything directly or indirectly related or beneficial to this objective, in the broadest sense of the word.

Article 3 - Assets

1. The assets of the foundation will consist of:
 - a. gifts, inheritances, and legacies;
 - b. subsidies and donations;
 - c. all other acquisitions and revenues.
2. Inheritances can only be accepted under the privilege of inventory.

Article 4 - Board

1. The board consists of at least one member and is appointed for the first time by this deed. The number of members is determined unanimously by the board.
2. Board members are appointed, suspended, and dismissed by the board. Vacancies must be filled as soon as possible. If there is more than one board member, they elect a chair, secretary, and treasurer from among themselves. These roles may be held by one person.
3. A board member is appointed for a term of five (5) years. Retiring members can be reappointed indefinitely. A member appointed to a mid-term vacancy takes the place of their predecessor in the retirement schedule.
4. In the event of absence or inability of a board member, the remaining board members (or the remaining board member) temporarily manage the foundation. If all members are absent or unable, a person designated by the board will act. If no one is designated or refuses the appointment, the chair of the Royal Dutch Association of Civil-law Notaries will designate someone. Any interested party may submit a request to the chair for such an appointment.
5. If one or more members are missing for any reason, the remaining members still

constitute a legal board.

6. Board members receive no remuneration for their work. They are entitled to reimbursement of costs incurred.

Article 5 - Board Meetings and Resolutions

1. Board meetings are held in the city where the foundation is based, unless otherwise decided.
2. At least one meeting is held each calendar quarter.
3. Meetings are also held when deemed necessary by the chair or requested in writing by another board member. If the chair fails to respond within three weeks, the requester may convene a meeting.
4. Meetings are convened by the chair with at least seven days' notice (excluding the date of notice and the meeting).
5. The notice must state the location, time, and agenda.
6. If all current board members are present, valid decisions may be made unanimously, even without formal procedures.
7. Meetings are chaired by the chair; otherwise, the meeting elects a chair.
8. Minutes are taken by the secretary or another appointed person and signed by the acting chair and secretary.
9. Decisions may only be made if a majority of board members are present or represented.
A member may be represented by another board member with written proxy (one proxy per person).
10. Decisions may be made outside of meetings if all members can express their views in writing or via reproducible electronic means.
11. Each board member has one vote. Resolutions are adopted by a simple majority unless the statutes state otherwise.
12. Votes are oral unless a written vote is requested.
13. Blank votes are not counted.
14. The chair's statement on voting results is final unless immediately contested, in which case a new vote is held.
15. New votes void the original vote.
16. A board member must abstain from decisions involving personal conflicts of interest. If this prevents decision-making, the board documents the reasoning behind its decision.

Articles 6 & 7 - Board Authority and Representation

1. The board manages the foundation and acts in its best interest.
2. The board may enter into agreements concerning real estate or assume liabilities.
3. The foundation is represented by the full board or two jointly acting board members.

Article 8 - Termination of Board Membership

Membership ends:

- a. upon death;
- b. upon periodic retirement;
- c. upon loss of control over personal assets;
- d. upon resignation in writing;
- e. by legal dismissal under Civil Code article 2:298;
- f. by unanimous decision of all remaining board members, without vacancies.

Article 9 - Fiscal Year and Financial Statements

1. The fiscal year matches the calendar year.
2. At year-end, the books are closed, and the treasurer prepares financial statements within six months. These may be accompanied by an accountant's report.
3. The board approves the annual financial statements.

Article 10 - Internal Regulations

1. The board may adopt regulations for matters not addressed in these statutes.
2. Regulations must not conflict with law or these statutes.
3. The board may amend or revoke regulations at any time.
4. Article 11(1) also applies to these actions.

Article 11 - Amendments to the Statutes

1. The board may amend the statutes with a two-thirds majority, provided all members are present. If not, a second meeting may decide regardless of attendance.
2. Amendments must be enacted by notarial deed. Any board member may execute it.
3. A certified copy and the updated statutes must be filed with the Chamber of Commerce.

Article 12 - Dissolution and Liquidation

1. The board may dissolve the foundation, following article 11(1).
2. The foundation continues for liquidation purposes.
3. The board acts as liquidator.
4. Liquidation must be registered as in article 11(3).
5. Statutory provisions remain in effect during liquidation where possible.
6. The board determines how to allocate remaining assets upon dissolution.
7. After liquidation, records are kept for seven years by the youngest liquidator.

Article 13 - Final Provision

In all cases not covered by law or these statutes, the board shall decide.

Final Declarations

- a. The founder is appointed as the first board member with the title Chair.
- b. The foundation's first fiscal year ends on December 31, 2025.

The appearing person is known to me, notary. This deed was executed in Enschede on the date first mentioned. The contents of this deed were explained and summarized to the person, who declared to understand and agree, and waived full reading. After limited reading, this deed was signed by the appearing person and me, notary.