Bylaws of the ConTEXt group

Article 1: Name and Registered Office

- The association bears the name: "ConTEXt group" hereinafter referred to as: "the association".
- It is established in the municipality of Sluis, the Netherlands.
- The association is established for an indefinite period.

Article 2: Objectives

The objectives of the association are:

- Promotion of the ConTEXt layout system.
- Provide infrastructure and information to its users.
- Promote its development.
- Support ConTEXt-related software.
- Provide a platform for discussing high-quality structured and automated markup.
- Be a meeting place for people who want to mark up documents in different languages and writing systems as well as possible.

To this end, the association may:

- Organize conferences and tutorials for ConTEXt users and developers to meet each other.
- Provide financial support to people involved in documenting or developing ConTEXt, including, but not limited to, sponsoring participants in conferences on ConTEXt and related topics.
- Produce and offer printed materials on ConTEXt.
- Produce and offer articles promoting ConTEXt.

Article 3: Membership

Anyone, whether a natural person or a legal entity, can become a member of the association. Members can be residents of any country in the world.

Different categories of membership and membership fees can be established by the general meeting of members. Each member is obliged to pay the membership fee for their category.

The membership period is one year, and is automatically renewed.

Article 4: Termination of Membership

Membership is terminated by:

- Death or dissolution of the legal entity of the member.
- Termination by the member.
- Termination by the board. Reasons for this may include: non-payment of membership fees, inappropriate behavior within the association, or another serious reason. In the last two cases,

the member is given one calendar month to explain their behavior to the board. Until the termination decision has been finalized or reversed, the member is not in good standing.

Terminations become effective as of the next membership period. The board may decide to waive the financial obligations of the member for the current membership period.

Article 5: Assets

The assets of the association include:

- Membership fees
- Potential government subsidies
- Sponsorship
- Income from activities pursued in accordance with the objectives specified in article 2.

Article 6: Language

The working language of the association is English.

These bylaws are written in Dutch and English. In case of inconsistency between the two versions, the Dutch version shall prevail. They may be translated into any other language for informational purposes.

The association welcomes communication in any language and will make reasonable efforts to promote linguistic diversity.

Due to its highly international structure, the association reserves the right to use any language to produce documents for official use with local authorities. Such documents are fully binding on the association, but do not affect the language the association uses to communicate with its members.

Article 7: Board

The association is governed by a board of at least three members, each elected for a four-year term. At least one of the board members has to have the Dutch nationality and reside in the Netherlands. There is no limit to the number of consecutive terms. The board is free to organize itself as it deems appropriate and may, but is not required to, appoint various roles among itself, including but not limited to a chair, secretary, treasurer, or other titles.

Any member in good standing may be elected to the board. Each board member may serve a maximum of three consecutive terms on the board. Board members may only be removed from the board by a vote of at least two-thirds of all members, excluding the person of interest.

A board member whose term is about to expire must look for a successor to help with the transfer of their board duties.

The board keeps a register of the members and an overview of the activities and finances of the association. It is also responsible for organizing the board elections and can propose candidates from the members of the association. It can use electronic means for its meetings.

Board decisions are made by a simple majority of at least half of all board members, with the exception of termination decisions, which are made by a supermajority of two-thirds.

Article 8: General Members Meeting

The legislative body of the association is the collection of all its members, called the General Members Meeting. The general meeting shall be held by notifying the members at least two weeks in advance, which may be done in any form, including but not limited to paper mail and email. The general meeting itself may also be held in any form, including but not limited to physical meetings and video conferences, or a combination of both.

All members in good standing at the time of the general meeting have the right to vote. The board is responsible for organizing votes when necessary.

Resolutions at a general meeting shall be taken by a simple majority of at least half of the members present, except for the resolution to dissolve the association, which requires a supermajority of two-thirds, as provided in Article 12 below.

There shall be no quorum for the general meeting. The board may implement means to assist members who are not physically present during the session to participate in the meeting.

Article 9: Annual General Meeting

The general meeting meets once a year in an annual general meeting.

The annual general meeting of members takes place within six months of the end of the previous year.

The agenda of the annual general meeting shall contain at least:

- A report on the activities of the association in the previous year, and a vote on its approval by the general meeting.
- A financial report on the previous year, and a vote on its approval by the general meeting.
- Appointing an audit committee for the coming year.
- Elections for the board when necessary.

Article 10: Extraordinary General Meeting

The general meeting may be convened at any time in an extraordinary general meeting, either by a resolution of the board or by a petition of at least 20% of the members of the association.

Article 11: Amendment of the Bylaws

The authority to amend these bylaws lies with the general meeting of members, either annually or specifically convened for this purpose.

Article 12: Dissolution

Voluntary dissolution can only take place after voting at a special general meeting convened for that express purpose. A two-thirds majority of the members present is required for a resolution to dissolve.

Article 13: Final Provisions

In all cases not provided for in these bylaws, applicable law, or previous decisions of the general meeting, the board shall decide on behalf of the general meeting.

Adopted at the founding meeting on January 15, 2025.