

## 1 Name, Seat, and Fiscal Year

The association named “Open Semantic Data Association e.V.” (OSDA), herein referred to as the Association, has its seat in Karlsruhe and is registered in the official register of societies and associations. The fiscal year of the Association is the calendar year, i.e. it starts on January 1st and ends December 31st.

## 2 Objectives

- 2.1 The purpose of the Association is the advancement of the sciences and education, including national and vocational education, as well as student aid. This includes to encourage and support the creation, collection, and distribution of Open Content for the public good, in order to promote equal opportunities in access to knowledge, education, and the results of science. Open Content in the sense of these statutes is content that is published under a license allowing everyone to use, share, and modify the content freely.
- 2.2 The Association specifically aims at Open Content that is published in machine-understandable formats that allow its computational analysis and automated processing. Examples of such content are openly available databases and linked open data. The Association’s objectives include the free availability of the necessary technical infrastructure for the creation, distribution, and usage of such content. This involves in particular the availability of suitable software applications and their documentation as Open Content, i.e. as free and open source software.
- 2.3 The Association will, for collecting and distributing open content, mainly, but not exclusively, consider semantic wikis. Wikis are software systems that are accessible over the Web, allowing their users the access and mod-

ification of their content, thus enabling their collaborative creation. The best-known example is the free encyclopedia Wikipedia. Semantic wikis are wikis that allow the systematic creation and acquisition of structured data, enabling their further processing and publishing in machine-processable formats. The currently most prominent such system is Semantic MediaWiki (SMW).

- 2.4 The purpose of the Association will be achieved in particular by monitoring the implementation of the regularly scheduled international conference “SMWCon” as a user and developer forum for all aspects of the use of semantic wikis, and especially of Semantic MediaWiki. The objective of SMWCon is sharing knowledge and experiences about the usage of semantic wikis. The contents of the conference will be made available freely as much as possible, e.g. through freely available video recordings, in order to contribute to the general purpose of the Association.
- 2.5 The Association may provide to or organize means for other tax-exempt bodies or bodies constituted under public law, provided they are used exclusively for the objectives of the Association, or become their member and participate in them.
- 2.6 The Association pursues exclusively and directly charitable purposes within the meaning of “tax-privileged purposes” (German: “steuerbegünstigte Zwecke”) of the tax code. The Association aims at the public good and does not primarily pursue its own economic goals.
- 2.7 Association funds may only be used for statutory purposes. The members do not receive any form of payment from the funds of the Association. No person may benefit from association funds for objectives not aligned with

the Association or by disproportionately high amounts.

- 2.8 The Association is politically, ethnically, and religiously neutral.

### **3 Membership and Voting Rights**

- 3.1 The Association consists of:

- full members, and
- honorary members.

- 3.2 All natural persons of legal age can become full members. Applications for membership can be sent in text form to the Management Board. The Steering Committee decides on the applications at its absolute discretion. There is no obligation to explain the decision to applicants.

- 3.3 Honorary membership can be bestowed on any person in recognition of extraordinary achievements in creating and distributing open content or beneficial to the Association itself. A person must be formally nominated by at least two full members. Honorary members are elected by the General Assembly.

- 3.4 Membership ends in case of death, exemption, and withdrawal. Withdrawal from the Association is possible at the end of the fiscal year. It must be announced in written form to the Management Board. The end of membership also is the end of any activities in Management Board or Steering Committee.

- 3.5 Membership can be terminated by the Management Board in case of a member's misuse of their membership or if a member harms the reputation of the Association. The member must be formally informed of the termination of membership by the Management Board, with explanation of the reasons. Appeals can

be made within 14 days from receipt of the formal note of termination. Membership is suspended while the appeal is being considered. Ruling on the appeals is made by the Steering Committee.

- 3.6 Only full members are entitled to vote at the members' meeting, and only full members are eligible to be elected to an association office.

### **4 Membership Fees**

The General Assembly decides about the charging of admission fees, membership fees, or prorated contributions based on the proposal of the Steering Committee. Honorary members are never required to pay admission fees, membership fees, or prorated contributions.

### **5 Organs of the Association**

The Organs of the Association are:

- (a) the Management Board,
- (b) the Steering Committee, and
- (c) the General Assembly.

### **6 Management Board**

- 6.1 The Management Board consists of a president, a vice-president, and a treasurer. This constitutes the board ("Vorstand") according to §26 BGB. Each of these is authorized to represent.

- 6.2 The Management Board is responsible for all matters of the Association that have not been delegated to another organ of the Association in these statutes. In particular, the Management Board is responsible for

- (a) the preparation of and invitation to general assemblies and Steering Committee meetings, and the compilation of the agenda,
- (b) the execution of decisions of the General Assembly and of the Steering Committee,
- (c) the preparation of the budget, accounting, and compilation of the annual report,
- (d) deciding termination of membership according to item 3.5 of these statutes.

In all matters of special importance, the Management Board should effect a resolution of the Steering Committee. In particular, this is required for all deals or transactions worth more than EUR 500.–.

- 6.3 The Management Board takes decisions in meetings to which the president invites. Meetings may take the form of telephone or chat conferences. An agenda does not need to be communicated. There is no requirement on how long in advance invitations to Management Board meetings have to be sent. The Management Board can take decisions if at least two of its members participate. Decisions are made with simple majorities. If the number of votes for and against a proposal are equal, the vote of the president or vice-president decides. Taking decisions in written correspondence is possible if all members of the Management Board agree to this mode.
- 6.4 Only members of the Steering Committee can be elected into the Management Board.
- 6.5 The term of office of the Management Board members is three years. Board members may be re-elected. The Management Board remains in office until a new one is elected.
- 6.6 The Management Board is responsible for the timely action by the Association to comply with the statutes.
- 6.7 The liability of the Management Board is limited to intent and gross negligence.

## 7 Steering Committee

- 7.1 The Steering Committee consists of 5 to 20 members of the Association which always include the members of the Management Board.
- 7.2 The Steering Committee takes decisions as described in Section 9. A decision of the Steering Committee is valid if at least half of the members of the Steering Committee, including one member of the Management Board, participate or are substituted in the meeting, or have their vote cast in advance according to 9.5.
- 7.3 The Steering Committee has to
- (a) decide location and time of the conference “SMWCon,”
  - (b) decide on the local chairs for each conference, and further optional chairs,
  - (c) define the responsibilities for the appointed chairs,
  - (d) decide on the membership in the Association according to Section 3,
  - (e) decide on the activities of the Association, especially on matters of special importance, and deals or transactions above the worth specified in item 6.2,
  - (f) approve the annual report of the Management Board and the cash report,
  - (g) elect the Management Board, i.e. the president, the vice-president, and the treasurer,
  - (h) choose auditors,
  - (i) suggest members for the Steering Committee,
  - (j) suggest honorary members,
  - (k) decide on amending the statutes,
  - (l) decide on the dissolution of the Association.
- 7.4 After the founding of the Association, the Steering Committee consists of the founding members.

- 7.5 Members of the Steering Committee are in office for three years. Withdrawal from the Steering Committee is possible at any time by sending a formal notification to the Management Board. If a person's membership in the Steering Committee ends while the person is a member of the Management Board, then the membership in the Steering Committee extends automatically for that time.
- 7.6 If the membership of a person in the Steering Committee ends, the committee can propose a successor to be elected by the General Assembly. Re-election is possible. Additional members may be appointed to the Steering Committee upon suggestion by the Steering Committee and election by the General Assembly.
- 7.7 Decisions to amend the statutes or to dissolve the Association must be decided by a three fourth majority of the present members.

## 8 General Assembly

- 8.1 The General Assembly has to convene at least every two years, usually co-located with a SMWCon. The assembly is quorate in presence of at least five members or a quarter of the members.
- 8.2 The General Assembly has to:
- (a) gather and discuss suggestions for the activities of the Association,
  - (b) receive the annual report of the Management Board and the cash report,
  - (c) discharge the Management Board,
  - (d) elect honorary members, and
  - (e) elect the members of the Steering Committee.

## 9 Meetings and Votes

- 9.1 Meetings in the sense of this section are General Assemblies or Steering Committee meetings. In these cases, all full members respectively the Steering Committee members have the right to participate. The meeting chair may admit silent observers to the meeting.
- 9.2 The president – or in case of the president's unavailability the vice president – has to send out an invitation in text form to everyone with the right to participate two weeks in advance of the meeting. The invitation has to include the agenda. Motions to amend the agenda have to be announced and justified prior to the start of the meeting. Decision on the acceptance of agenda amendments is made by the Steering Committee by simple majority vote.
- 9.3 For Steering Committee meetings (but not General Assemblies), remote participation in the meeting and in votes can be via any suitable communication channel, e.g. via phone, IRC chats, etc. Suitability requires that the identity of the participant can be authenticated. A participant has the right for a reasonable means of remote participation if requested at least a week prior to the meeting. The meeting chair decides on the channels for remote participation that are provided for a specific meeting. If text-based communication channels such as IRC chats are used, one participant present in the meeting is chosen as a moderator of the channel, who informs the remote participants about the course of the meeting, facilitates the votes of the remote participants, and generally mediates between the different communication means. The meeting can be continued if remote participants drop out of the meeting due to unexpected technical issues.
- 9.4 Members with the right to participate may nominate another member as a substitute for a

meeting. The substitute must present a written authorization (per email or letter) in order to act as a substitute. No member may substitute more than two other members. The authorization must explicitly address a specific meeting.

- 9.5 Any member with the right to participate who communicates his decision on an item of the agenda in text form until 24 hours before the meeting are considered to be present for this agenda item.
- 9.6 A scribe is selected at the beginning of each meeting. He records written minutes that must include a list of participants and all voting results of a meeting. The final minutes are signed by the scribe. The scribe makes the minutes accessible to all other members who had the right to participate within 14 days after the meeting.
- 9.7 Insofar no other rules apply, all decisions are made with simple majorities, i.e. a motion is accepted if there are more votes for than against the motion. If the numbers of votes are equal, the motion is rejected. Abstentions and invalid votes do not count.
- 9.8 Decisions are made according to democratic principles. Requests for secret voting must be granted.

## **10 Conduct of the Association's Business**

The Association's business is conducted by the Management Board in accordance with the Steering Committee's decisions.

## **11 Auditors**

Two auditors must be named from the ranks of the participants of the General Assembly. Their responsibility is the verification of the treasurer's ac-

count and reporting of the results of the audit at the General Assembly.

## **12 Dissolution**

Upon dissolution of the Association or loss of tax-privileges the assets of the Association will be given to a public corporation or a tax-exempt corporation for aiding the advancement of the sciences and education, including national and vocational education, as well as student aid. The Steering Committee determines the receiver along with the decision to dissolve the Association.

## **13 Changes to the Statutes for Legal Reasons**

The Management Board is entitled to modify the charter without consulting the Steering Committee if changes are required by the registration court or by tax authorities for legal reasons, provided that the changes comply with the spirit of the statutes. The changes must be communicated to the members within 14 days.