

# **Statutes of the Semantic Technology Institute International**

**(English)**

November 15 2010

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## STATUTES

of the

### **Semantic Technology Institute International – STI2**

#### § 1

##### **Name and Statutory Seat**

The association shall have the name “Semantic Technology Institute International - STI2” and its seat in Vienna (hereinafter also referred to as the “Association”).

#### § 2

##### **Purpose**

The purpose of the association is to establish Semantics as a main pillar of modern Computer Engineering. The Association will be the prominent leading “think tank” for the field. The Association does not serve the purpose to profit. The purpose is to exclusively and directly benefit the public as defined in BAO. The objectives are as follows:

- a. Implementation of research and development projects focused on Semantic Systems
- b. Provision of services for research, technology and for the application of Semantic Systems
- c. Promotion of Members in the field of research and development of Semantic Systems by providing services
- d. International protection and representation of the technical and economic interests of the Members

### § 3

#### **Business Year**

The business year corresponds with the calendar year.

### § 4

#### **Purpose of the Association**

In order to fulfill the objectives stated in § 2, the association will perform especially the following tasks:

- a. Implementation of research and development projects, including awarding of research and development tasks to third parties;
- b. Financial support in the form of subsidies for individual projects, through the award of prizes and scholarships in the area of the Semantic Web;
- c. Provision of roadmaps for the planning and coordination of the activities;
- d. Research in the fields of ontology engineering, Semantic Web, Data Cloud, Semantic Web Services, Formal Languages and Reasoning, Knowledge Management and Service Science;
- e. Support of the standardization especially in the field of Semantic Systems;
- f. Development of reference architectures;
- g. Support and establishment of open source software developments;
- h. Provision of software testbeds;



- i. Organization of contests;
- j. Organization and provision of advanced and further training;
- k. PR and advertising in the field of Semantic Systems;
- l. Publication of relevant specialized works;
- m. Organization of lectures, demonstrations and conferences;
- n. Promotion of technology transfer;
- o. Participation in national and international research projects;
- p. Conclusion of contracts on state aid;
- q. Participation and membership in other associations and international organizations;
- r. The establishment, formation and promotion of as well as the participation in enterprises, incorporated companies, foundations and funds of any kind which promote the completion of the association's purpose.

## § 5

### **Members**

1. The Association shall have ordinary and extraordinary Members. The President of the Association shall maintain a membership register. Only those persons registered in the membership register are deemed to be members with respect to the Association.



2. Ordinary Members<sup>1</sup> of the Association can be institutionally organized domestic and foreign, individual or legal persons who are active in the area of Semantic Systems, or are otherwise in a close relationship to the area of Semantic Systems.
3. Legal persons exercise the Member's rights through their authorized directors respectively a proxy authorized by the directors.
4. Extraordinary Members may be other domestic and foreign, individual or legal persons who have outstanding expertise in the field of Semantic Systems. Their rights will be limited to those explicitly stated in the Statutes.
5. Hereinafter "Ordinary Members" and "Extraordinary Members" are explicit references. In the following, reference made to "Members" includes ordinary and extraordinary members as defined in Paragraphs 2 and 4.

## § 6

### Acquisition and Termination of Membership

1. Membership is acquired by admission to the Association, which shall be applied with the Association in writing.
2. The President decides on the admission of members. The reasons for a possible refusal shall be given. The decision of the President must be mailed to the applicant in writing.
3. In the case of refusal, the applicant may file a complaint to the Board within 14 days upon delivery of the respective decision. The complaint shall be filed to the association in writing. The Board decides upon final membership in the case of the abstention of the President.
4. The membership is terminated:

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<sup>1</sup> Ordinary Members are called Partners



- a. By resignation of the Member. The Member may resign with a notice period of six month to the end of each calendar year. The resignation is to be declared to the Association in writing. The posting of the declaration in due time is sufficient.
  - b. By resolution of the Board. The Member shall file written acknowledgement of the resolution. The reasons for the termination shall be given. The resolution of the Board is to be served to the Member in writing. The termination may especially be declared under the following conditions:
    - i. If the Member fails to pay due membership fees after a written reminder with a reasonable grace period has been delivered to the defaulting Member;
    - ii. If the Member infringes binding decisions of legal bodies of Association though a written notice has been delivered to the defaulting Member;
    - iii. If the Member continues to act in a way that could potentially endanger or damage the interests represented by, or the reputation of, the association and/or the other Members of the association though a written notice has been delivered to the defaulting Member;
5. Termination of membership does not waive the Member to pay due membership fees. Membership fees which have been paid shall not be refunded. The resigning Member shall have no financial claims whatsoever against the association.



## § 7

### **Rights and Obligations of Members**

1. Ordinary Members have the following rights:
  - a. The right to participate and to take a vote in the general assembly in accordance with the conditions defined in Paragraph. 9;
  - b. The right to take a vote and the right to stand for election in accordance with the conditions of the Statutes;
  - c. The right to submission of the statutes;
  - d. The right to participate in meetings of the Association in accordance with the conditions of participation;
  - e. The right to appoint a delegate to the Board.
2. Extraordinary Members have the following rights:
  - a. The right to participate in the General Assembly as defined in Paragraph 9, but with no voting rights;
  - b. The rights delivered in the Statutes.
  - c. The right to participate in meetings of the Association in accordance with the conditions of participation;
3. All rights of Members, particularly the right to vote and stand for election shall be suspended as long as the membership fees are outstanding.
4. Members have the following obligations:
  - a. To contributively participate in achieving the purpose of the association in the best way possible;



- b. To support the legal bodies of the Association in the pursuit of the association's goals in the best way possible;
  - c. To obey the resolutions of the legal bodies of the Association;
  - d. To pay membership fees in accordance to Paragraph 12, Sec 2. The membership fees are payable as of the first 1<sup>st</sup> of January for each fiscal year and should be paid to the Association. The membership fee shall be determined by the Executive Board.
5. The rights and obligations of the Members can be altered, reduced or amended by resolution of the General Assembly.
6. An unequal treatment of Members in all categories (Ordinary or Extraordinary Members) with regard to their rights and obligations is only permissible upon objective justified cause.

## § 8

### **Legal Bodies of the Association**

The legal bodies of the association are:

- a. General Assembly
- b. Board
- c. Executive Board
- d. STI Fellows
- e. Auditor
- f. Board of Arbitrators



## § 9

### General Assembly

1. The ordinary General Assembly of the Association shall be convened at once every business year at the statutory seat of the Association or at another venue stated by the President.
2. The general assembly consists of the Members. The Members shall be invited in writing accompanied by the agenda. The invitations must be mailed at least fourteen days prior to the date of the general assembly. The date of the posting of the invitation and the date of the general assembly are not to be included in this period.
3. The invitation, as well as the agenda of the general assembly shall be provided by the President.
4. Ordinary Members may request that certain issues are put on the agenda of the next general assembly. The request shall be filed with the association at least seven days prior to the general assembly and shall be signed by at least five Members.
5. An extraordinary General Assembly shall be convened by the President under the conditions stated below:
  - a. If the Board or Executive Board decides so,
  - b. If at least one tenth of the Members demands so indicating the agenda in written form,
  - c. Upon the requests of the auditors.

The Auditors may also convene an extraordinary general assembly in accordance with the conditions of Paragraph 21, Sec 5, second sentence of the Austrian Association Act (“VerG”).



6. The General Assembly shall be competent to pass a resolution, if the invitation has been issued according to the terms stated above and if at least one tenth of the Members is present or legally represented in the assembly.
7. In the case that the general assembly is without a quorum a second general assembly shall be convened with a notice period of at least seven days. This general assembly shall be restricted to the agenda of the prior general assembly and shall be competent to pass a resolution without consideration of the number of Members present or represented.
8. The President shall be the chairman of the General Assembly; in case of him being prevented the General Assembly is chaired by the Vice President.
9. Resolutions shall be passed with a simple majority of those who vote subject to another majority required by law or statute. Each Ordinary Member has one vote. However, amendments of the Statutes, amendments of the rights and obligations of the Members in accordance with Paragraph 7, Sec 5. and the termination of the Association require, without exception, a majority of three quarters of those who vote.
10. The voting rights may be exercised by a proxy. Any Ordinary Member shall not exercise more than two votes including his/her own vote. A proxy in writing is required for exercising the voting rights.
11. Resolutions shall only be passed on issues disclosed in the agenda. However, the President is entitled to add further issues to the agenda upon short notice, if this is required for reasons of the urgency.
12. All resolutions for consideration can also be submitted in written form.
13. The following issues shall be subject to a resolution of the general assembly:
  - a. The approval of the business reports and the annual account;
  - b. The appointment of Executive Board members and their removal;
  - c. The discharge of the members of the Executive Board;



- d. The appointment of the auditors, as well as their recall;
- e. Amendments to the Statutes;
- f. Amendments of the rights and obligations of the Members in accordance with Paragraph 7, Sec 5;
- g. The voluntary termination of the association;
- h. The prior approval of the following legal transactions and measures:
  - Annual budget, including the personnel plan, to be provided by the Executive Board;
  - The acquisition and sale of shares and real estate;
  - The admission and suspension of operating areas;

## § 10

### Board

1. The Board consists of the following members:
  - a. Members of the Executive Board
  - b. Ordinary Member Delegates
2. The delegates of the Ordinary Members shall be receive written acknowledgement from the President. The President maintains the delegate register. The Association only recognizes those delegates in the register.
3. The Board has an advisory role over the Executive Board and recommends the strategic, scientific, economic and financial objectives of the Association. The Board may decide upon rules of procedure.



4. Resolutions of the Board are passed in Board meetings. The convening, the chairing and the agenda of Board meetings shall be handled by the President. The Board meeting shall be competent to pass a resolution if at least the President is present; in the case that the President is prevented the Board meeting shall be competent to pass a resolution if the Vice President and two additional Board members are present. Every member of the Board has a vote. The Board decides with the simple majority. In the case of equality of votes, the President's vote decides; in the case that the President is prevented, the vote of the Vice President decides.
5. All resolutions for consideration can also be submitted in written form.
6. The Board has no supervisory functions over the other legal bodies of the Association. It is not a supervisory body in accordance to iSd Paragraph 5 Sec 4 VerG.



## § 11

### Executive Board

1. The Executive Board is the governing body of the Association. Members of the Executive Board include the President, one or two Vice Presidents, Treasurer and General Secretary (Executive Board Members). The Board may decide upon rules of procedure for the Executive Board.
2. The Executive Board is responsible for the operational management of the Association. In absence of defined operational management rules, collective operational management rules apply with the completion of ongoing administrative activity becoming the responsibility of the Treasurer and the General Secretary.
3. The representation of the Association is in each case a Member of the Executive Board together with another Member of the Executive Board.
4. The management and representation of the Association is determined by the General Assembly in accordance to Paragraph 9 Sec 13 and Paragraph 6 Sec 4 VerG.
5. The Executive Board shall set up financial accounting complying with the requirements of the Association, in particularly ensuring current records of revenue and expenditure.
6. The appointment of Executive Board Members will take place in two electoral rounds. First, the General Assembly chooses with a relative majority the President. The Vice President or the Vice Presidents, Treasurer and General Secretary will be nominated by the President ("nomination") and elected in the second election round.
7. Should the nomination of the President not receive a majority of the votes, a single vote casting for the nominated individual candidates of the election follows. When no candidate gains the majority of the single votes casts, the President must nominate a replacement candidate. When this also does not gain the majority of the votes cast, the President must nominate of another replacement candidate. When this also does not gain the majority of the votes, then the candidate who received the most votes is appointed.



8. The appointment of Executive Board Members shall be for a term until the end of the third General Assembly following their election Ordinary General Assembly. A reelection or reappointment is admissible.
9. The appointment of Executive Board of Members can be revoked prior to the end of the actual term if the General Assembly decides so due to justified cause. The Executive Board Members can at any time submit written resignation. In these cases, the President shall appoint a substitute member until the end of the term. If the President is recalled or resigns before his term, the Vice President shall overtake these duties until the end of his term.
10. Resolutions of the Executive Board are passed in Executive Board meetings. The convening, the chairing and the agenda of Executive Board meetings shall be handled by the President. The Executive Board meeting shall be competent to pass a resolution if at least the President is present; in the case that the President is prevented, the Executive Board meeting shall be competent to pass a resolution if the Vice President and another Executive Board Member is present. Every member of the Executive Board has a vote. The Executive Board decides with the simple majority. In the case of equality of votes, the President's vote decides; in the case that the President is prevented, the vote of the Vice President decides. All resolutions for consideration can also be submitted in written form.
11. All duties, rights and functions of the President that come under the law or the Statutes are enacted in his absence by the Vice President. If there are two appointed Vice Presidents, the duties, rights and functions are enacted by the Vice President elder in years for the remainder of the term.

## § 12

### STI Fellows

1. STI Fellows are well-known experts in the “semantic community.” STI Fellows are honorary appointees made by the President.
2. STI Fellows are responsible for submitting non-binding recommendations to the Board and the Executive Board. STI Fellows are entitled to participate in Board meetings in an advisory capacity. The STI Fellows have no supervisory functions over the other legal bodies of the Association. It is not a supervisory body in accordance to iSd Paragraph 5 Sec 4 VerG.
3. The function of the STI Fellow ends with the termination of their appointment by the President.



### § 13

#### **Auditors**

1. Two Auditors shall be appointed in the course of the ordinary general assembly. The Auditors shall neither be members of the Board nor the Executive Board. A reelection is permissible. The term lasts until the end of the ordinary General Assembly following their appointment. Further Paragraph 11 Sec 9 applies to Auditors correspondingly.
2. The Auditors shall perform the current operational audit as well as the audit of the financial conduct with regard to the correctness of the accounting, the application of funds in compliance with the statute and the audit of the annual accounts. The Treasurer shall provide the Auditors with the documents and information required. The Auditors shall report on the results of the audit to the General Assembly.

### § 14

#### **Means to Achieve the Purpose of the Association**

1. The ideal means are described in Paragraph 4 Tasks of the Association.
2. The necessary material resources should be derived from:
  - a. Membership fees, charity, and gifts
  - b. Public and private donations, grants, and sponsorships
  - c. Revenue generated from training and educational events
  - d. Ordinary and extraordinary income from investments and profit distribution in accordance to Paragraph 4, Letter r.
3. The funds of the Association may only be issued in proper fulfillment of the purposes stated in the Statutes. The Members of the Association cannot gain profit, and in their capacity as Members, gain any other benefits from the funds of the Association. No individual may gain advantage from the



Association through reimbursement of inappropriate administrative expenses, nor favored by highly paid remuneration.

4. The assets of the Association are separate from those of its Members. The assets of the association are owned by the association, not by the Members. An outgoing Member shall not have any claim to a share of the regular or separated assets of the association or any other claims against the Association. A refund of already paid membership fees is excluded.

## § 15

### **Board of Arbitrators**

1. Disputes arising out of the Association shall be settled by the Board of Arbitrators. The Board of Arbitrators is an internal arbitration body accord to in the meaning of the Austrian Association Act 2002 rather than the arbitral tribunal according to sec. 577 et seqq. of the Austrian Code of Civil Procedure (“ZPO”).
2. The Board of Arbitrators consists of three members. It is formed as follows: in case of dispute, one of the involved parties nominates an arbitrator to the President in writing. Within a period of seven days the President shall invite the other party to nominate an Arbitrator within fourteen days. Upon notice by the President within seven days the Arbitrators appoint the chairman of the Board of Arbitrators within another period of fourteen days. In the case of a tie the chairman of the Board of Arbitrators shall be chosen by lot. With the exception of the General Assembly, the members of the Board of Arbitrators may not belong to a legal body whose activity is the subject of the dispute.
3. After a hearing of both parties involved, the Board of Arbitrators takes its decision in the present of its members with simple majority of the votes. The decision shall be taken to the best knowledge and belief. The decision shall be deemed to be final within the Association.

## § 16

### **Termination of the Association**

1. The resolution of the General Assembly to voluntarily terminate the Association shall be passed by a majority determined in Paragraph 9 only.



Following the resolution to terminate the Association, the Association shall be liquidated if not otherwise stipulated by law.

2. In the case that no other persons are appointed by the General Assembly the President and the General Secretary shall serve as liquidators.
3. The liquidators shall dispose the assets of the Association. Upon disbandment and during liquidation, all funds and assets shall be used to pay the creditors of the Association. Remaining funds and assets will be distributed to the “Doctors Without Borders” for use of nonprofit purposes iSd §§ 34 ff Bundesabgabenordnung (BAO).
4. After the conclusion of the liquidation, the liquidators shall convene an extraordinary General Assembly according to the provisions set forth in Paragraph 9. They shall report to this General Assembly on the conduct and the results of the liquidation. This General Assembly decides on the discharge of the liquidators.

## § 16

### Miscellaneous

1. In case of ineffectiveness or invalidity of the terms of agreement defined in this statute, the following regulations and conditions will stay in effect. Ineffective and invalid regulations shall be replaced by a provision which reflects the purpose of the Association best.
2. Subject to specific regulations set fourth in this statute, the statutory regulations of the Austrian Association Act as currently in force apply.
3. References within this statute refer to paragraphs/sections/clauses of this statute unless otherwise specified. References to a Sec refer to the Sec of that Paragraph in which the reference occurs.
4. As used herein, the term “in writing” shall have the meaning of regular mail (post), fax or email subject to Paragraph 9, Sec 10. A legally effective service shall be made to the address of the Member most recently announced (postal address, fax number, email address).