

Provisional Constitution of the SMaRT Association

1) Article 1: References

- a. Full name of the Association: Semantic MultimediA Research and Technology e.V.
- b. Short Name of the Association: SMaRT e.V.
- c. Administrative address of the Association (provisional):
c/o Thierry Declerck,
DFKI GmbH, Stuhlsatzenhausweg, 3.
D-66123 Saarbrücken (Germany).
- d. Webpage of the Association: www.smart-society.org, www.smart-society.net,
www.smart-society.net, www.smart-society.de.
- e. Contact email (provisional): declerck@dfki.de
- f. Specification of the fiscal year: (to be checked)
- g. Register Location and Number: Amtsgericht Saarbrücken (Number to be filled)

2) Article 2: Purposes of SMaRT

The SMaRT e.V. is a scientific forum, which mission consists mainly in supporting and disseminating achievements in the field of multimedia knowledge extraction and analysis. SMaRT is aiming at the realization of the following objectives (this list being not exclusive):

- Organization of the yearly conference on Semantics And digital Media Technology (SAMT), of which the first edition was co-organized by the European Network of Excellence “K-Space” in 2006.
- Organization of the yearly Summer School on Multimedia Semantics (SSMS), of which the first edition was co-organized by the European Network of Excellence “K-Space” in 2006.
- Knowledge brokering services in the realm of semantic multimedia
- Training services in the field of semantic multimedia
- Others (for example production of newsletters and other publications, organization of PhD exchanges, industrial placements of PhD students, etc. ...)

3) Article 3: Actions of SMaRT

- a. Co-organization of the yearly conference on Semantics And digital Media Technology (SAMT)
- b. Co-organization of the yearly Summer School on Multimedia Semantics (SSMS)
- c. Organization of the yearly General Assembly (probably during the SAMT conference)
- d. Special Assemblies (to be specified individually by the different boards constituted within SMaRT)
- e. Maintenance of course materials
- f. Supervision of PhD Exchanges
- g. Further actions of SMaRT can be determined at the General Assemblies of the Association.

4) Article 4: Membership:

- a. A person or an institution becomes a member (referred to as the “Member” or the “Members” in this document) of the Association upon receipt of an application for membership and payment of dues.
- b. Each Member shall be entitled to one vote on any vote of the membership.
- c. The Management Board (as defined in Article 5 below) may suspend or expel a Member after written prior notice to the Member, stating the reasons therefore, and after providing an opportunity for the Member within one year to be heard on the matter. The terms for suspension or expulsion should be decided and sent by written notice to the Member.
- d. Any Member may resign by writing to the administrative address. Resignation does not relieve the resigning Member from any obligation owed to the Association.
- e. Membership in this Association is not transferable or assignable.
- f. No Member shall be personally liable for any indebtedness, obligation or liability of the Association.
- g. Dues and fees will be fixed at the General Assemblies of the SMaRT society.

5) Article 5: Management Board

The Management Board (MB) of SMaRT consists of three committees:

- a. Executive Committee
- b. Scientific Advisory Board
- c. Industrial Advisory Board

The members of these committees are elected by the membership. The first Management Board will be elected at the constitutive meeting of SMaRT. The future modus of the election will be fixed at General Assemblies of SMaRT. The elected committees will in the future enter officially their function at the yearly General Assembly, where they will confirm their acceptance of the results of the election.

6) Article 6: Executive Committee

The Executive Committee (EC) of SMaRT consists of 5 members, who are elected for a period of 3 years:

- a. President,
- b. First Vice-President
- c. Second Vice-President
- d. Treasurer
- e. Secretary and Portal Editor

The business and affairs of the Association shall be managed by its Executive Committee. The EC shall be responsible for the actions performed on behalf of the Association. The EC may delegate the management of the activities of the Association to any person or committee however composed, provided that the activities shall be managed under the ultimate direction of the EC.

If not specifically delegated otherwise, the EC shall delegate the management of the scientific and of the industrial activities to the Scientific Advisory Board (SAB) and to the Industrial Advisory Board (IAB) respectively. The First Vice-President will be in charge

of the communication with the SAB and the Second Vice President will be in charge of the communication with the IAB. The SAB and IAB require approval of initiating actions that are not implied by earlier decisions, statutes or customs from the EC. This approval may be obtained post-hoc, but not later than six weeks after the decision has been made.

Members of the EC (the “EC Members”) must also be members of the Association

7) Article 7: Scientific Advisory Board

The Scientific Advisory Board (SAB) consists of minimally three and maximally five members, who are elected on a yearly basis. The SAB will elect one (or two) speaker(s) of the board who will be in charge of the formal communication with the EC and of the reporting of the activities of the SAB to the General Assembly. Main activities of the SAB are among others:

- a. The co-organisation of the SAMT conference
- b. The co-organisation of the SSMS summer school
- c. The supervision of PhD exchanges, including PhD workshops
- d. The supervision of the repository of teaching materials
- e. Etc.

8) Article 8: Industrial Advisory Board

The Industrial Advisory Board (IAB) consists of minimally one and maximally three members, who are elected on a yearly basis. The IAB will elect one (or two) speaker(s) of the board who will in charge of the formal communication with the EC and of the reporting of the activities of the IAB to the General Assembly. Main activities of the IAB are among others

- a. Supervision of Technology Transfer from Research to Industry (?)
- b. Supervision of placement of students and researchers to industry
- c. Co-supervision of market studies
- d. Etc.

9) Article 9: Meetings

Notice of the meeting shall be given in an appropriate Association publication and via electronic mail. Such notice shall set forth those matters, which the EC intends to present for action by the Members. These matters include the annual reports, the budgets and the voting of the new MB members shall be on the agenda, when this point applies.

- a. The Association shall meet annually, either
 - i. At the Conference;
 - ii. At another occasion, approved by the EC at least six months in advance;
 - iii. Via electronic mail, organized by the EC.
- b. The meeting shall be held at a specific time and place, and five per cent of the Members shall constitute a quorum for the transaction of business at a meeting of the Members, provided, however, that if less than one-third of the Members attend then the only matters that may be voted on at that meeting are those of which notice was given. If the meeting and/or ballot are held by electronic means, one-third of the Members shall constitute a quorum.
- c. Voting may take place by a show of hands at a meeting of the Members or by electronic, paper or mixed ballot. Approval at a meeting shall be by majority vote. Approval by ballot shall be by majority vote provided that the number of

votes cast exceeds that which would constitute a quorum at a meeting of the Members.

- d. Electronic, paper or mixed ballots shall be organised by the EC, who shall distribute one ballot to each Member, specifying the time by which the ballot must be received in order to be counted.
- e. Agenda, reports, budget and other relevant documentation for the meetings should be available to the Members at least two weeks before the actual meeting or the ballot (by electronic mail) takes place. During this period all Members are allowed to comment on this documentation and specifically propose additional topics for the agenda or candidates for the EC. The EC should enable the dissemination of these comments to all other Members:
- f. A meeting of MB Members may be held immediately before or after an annual meeting of Members, if requested by an EC Member.
- g. The decisions made by majority vote at a Meeting of Members overrule decisions made by the EC or the MB.

10) Article 10: Financial Resources

The financial sustainability of the SMaRT association and some of its activities will be ensured by:

- Fees from its academic and industrial members
- Possible benefits from the SAMT conference and the SSMS summer school
- Knowledge brokering services: companies that want to make use of such services pay for access to these services
- Training services: participants pay small fees in order to access training materials; update of training
- Materials will be provided by members of the association; motivation for contributors and users will be the quality stamp assigned by the association
- Etc...

In the first year of the Association, the EC will investigate which activities of the Association can be ensured on a voluntary basis, or covered by external funds, and which activities will have to be financed by the funds of the Association.

Following rules applies to the budget of the Association:

- a. Contracts on behalf of the Association shall be signed by the President and one Vice President.
- b. All payments by the Association shall be made by or signed by the Secretary and by the Treasurer. For payments which are not implied by the approved budget and which are beyond the maximum amount to which the EC has given its authorization, advance permission by the EC is required.
- c. The financial report and the budget for the next calendar year have to be approved by the EC before three months have passed in the calendar year of the budget.
- d. The budget for the SAMT Conference shall be approved by the EC, the SAB and the host institution (the "Organization Chair"). A distribution of profits and losses between the Organization Chair and the Association shall be an appendix to the agreement between the Association and the Organization Chair. The budget of the Conference is not part of the budget of the Association
- e. The budget for the SSMS Summer School shall be approved by the EC, the SAB and the host institution (the "Organization Chair"). A distribution of profits and

losses between the Organization Chair and the Association shall be an appendix to the agreement between the Association and the Organization Chair. The budget of the SSMS Summer School is not part of the budget of the Association

- f. The EC shall on an annual basis confirm or update the existing membership dues of the Association, as well as the method and time of payment.
- g. Any person acting in good faith for or on behalf of the Association and with the approval of the EC, shall be indemnified by the Association against any expenses incurred in connection with any claim or suit arising from that action.

11) Article 11: Amendment of the Constitution of the Association

Any Member may propose to the EC to amend, adopt or repeal any clause of this constitution. Upon a vote by two thirds of the EC, the SAB and the IAB in favour of such a proposal, it shall be placed on the agenda of the next General Assembly of the membership of the Association. Amendments shall be accepted by a ballot when more than two thirds of the votes of the Members are in favour.

12) Article 12: Dissolution

A two-third majority of the membership is needed for dissolving the Association.

13) Article 13: The first Management Board of SMaRT

Final decision: The first EC, SAB and IAB of SMaRT will be confirmed by the constitutive Meeting of SMaRT, which will take place in Berlin on the 7th of March 2008 in Berlin, Germany.

The revision of the constitution of SMaRT and fixing a date for the first General Assembly of SMaRT e.V. will be an immediate task for the MB. The first MB will also have to decide on the exact duration of the mandates of the first members of the MB: if the time between the constitutive meeting and the first General Assembly should be ignored for the first period of the distinct Boards.. The date for the first general assembly has been fixed to the 2nd of December 2008 in Berlin.