



Data Harmonisation Panel

- Rules of Procedure -

Version 1.0

November 21, 2011

Preamble

HUMBOLDT – Development of a Framework for Data Harmonisation and Services Integration was a EU funded project (project number: SIP5-CT-2006-030962) with a runtime from October 2006 until March 2011.

In order to secure the long-term sustainability of the achievements and results developed during the project runtime the HUMBOLDT Consortium has decided to implement its long term sustainability plan as described in its deliverables D4.3 Revised Business Plan and D4.4 Sustainability Summary Report.

In agreement with ZGDV e.V. (Zentrum für Graphische Datenverarbeitung) and its InGeoForum the HUMBOLDT Consortium decided to establish the **Data Harmonisation Panel** as an independent working group within the InGeoForum. The decisions of the Consortium and the agreement are reflected in these rules of procedure.

The main interest of the HUMBOLDT Consortium is to sustain and continue the efforts towards spatial data harmonisation in Europe. This is especially targeted at promoting and stabilizing the HUMBOLDT Framework as Open Source Code for the community.

Article 1

Name, Term

1. The working group will be established by ZGDV e.V. under the name “Data Harmonisation Panel” within the InGeoForum. This panel is an independently operating organisation within the InGeoForum of ZGDV e.V. within the framework of the InGeoForum Rules of Procedure and pursuant to the policy responsibility of the ZGDV Board.
2. According to the statutes of ZGDV e.V. and the InGeoForum the Data Harmonisation Panel is a non-profit organisation.
3. The head office of the Data Harmonisation Panel will be established in Darmstadt. It will operate an office at the ZGDV e.V. in Darmstadt and possibly additional branch offices at other locations.
4. The Data Harmonisation Panel is established for an indefinite period of time.
5. The Data Harmonisation Panel is run under the legal heading of the ZGDV e.V., which is ruled under German law.

Article 2

Goals and Tasks

1. The goals and targets of the Data Harmonisation Panel within the scope of the statutes of ZGDV e.V. and the goals of the InGeoForum are:
 - to drive the cooperation among the stakeholders of spatial data harmonisation;
 - to promote and advance the continued maintenance, development, and exploitation of HUMBOLDT Tools and Services;
 - to foster a wider use of the HUMBOLDT Framework components;
 - to maintain and pursue the HUMBOLDT Training Framework;
 - to support the use and the sharing of the “HUMBOLDT Framework” for geo-data harmonisation within the scope of politically and economically relevant targets in general;
 - to research and support areas of application of geo-data harmonisation;

The basic underlying objective is to support the development of the European Spatial Data Infrastructure (ESDI) as planned by the EU Directive INSPIRE.

Thus, the Data Harmonisation Panel pursues the non-material interests of its members in this context.

2. These goals and targets result in the following tasks of the Data Harmonisation Panel:
 - to maintain, administer and control the continued development of HUMBOLDT software components (HUMBOLDT Framework), the community Forum and the network of contacts;
 - to maintain and administer the HUMBOLDT Training platform;
 - to protect Intellectual Property Rights (IPR) of the HUMBOLDT Open Source Software components and ensure the free use of the software for teaching purposes;
 - to develop strategic concepts based on user requirements for growth, technical change, and macroeconomic questions of the geographic information (GI) market and specifically the market for spatial data harmonisation tools and services;
 - and to establish and maintain the membership community of the panel;
 - to support and advance the dialogue and technology transfer in the area of spatial data harmonisation;
 - to communicate information about current trends and developments related to geo-data harmonisation efforts across Europe and worldwide;
 - to hold information events and user seminars for members and persons specified by the members;
 - to hold presentation and information events as well as training activities about the applicability and use of harmonisation tools and services as well as GI in general;
 - to participate at related events and conferences to foster the exchange of expertise;
 - To support stakeholder outreach activities
 - to hold and mentor research and development projects in connection with the use and distribution of GI as well as the awareness-raising and use of spatial data harmonisation methods within the pre-competitive sector.
3. The funds of the Data Harmonisation Panel shall only be used to achieve the goals and targets as stated to Article 2 (1) and (2) above and in line with the statutes of ZGDV e.V.
4. The work of the Data Harmonisation Panel will and has to be cost-covering. Any earned benefits will be used to realize the tasks mentioned in article 2 (2) according to the goals of the Panel stated in article 2 (1). The Data Harmonisation Panel will not receive any subsidies from ZGDV e.V. nor from the InGeoForum.
5. No person shall benefit by spending unrelated to the purpose of the Panel or by unreasonably high remunerations. The Management of the Data Harmonisation Panel will determine the amounts of reasonable remuneration, which have to come from the funds of the panel. The remuneration policies of ZGDV e.V. are valid for the employees of the Data Harmonisation Panel. Neither the members

nor the Board members will receive any payments from the funds of ZGDV e.V. and/or InGeoForum.

6. In addition, the Panel strives to establish a close and trusting cooperation with the European, national and other organisations in the context of geo-data harmonisation and Spatial Data Infrastructures (SDI).

Article 3

Data Harmonisation Panel Members

1. The Data Harmonisation Panel membership will be constituted as special form of a ZGDV Forum Membership.
2. In the founding process especially the institutions of the HUMBOLDT Project Consortium are encouraged to apply as members of the Data Harmonisation Panel.
3. Natural persons and legal entities, whose professional interests or concerns are connected to the statutable purpose of ZGDV e.V., the InGeoForum, and the Data Harmonisation Panel can become members of the Panel. However, natural persons should only be accepted as members if a special justification is given based on their professional status and qualification.
4. The members of the ZGDV e.V. and InGeoForum do not automatically become members of the Data Harmonisation Panel. The Chairperson of the Board of ZGDV and a nominated member of the Management Board of InGeoForum are member of the Data Harmonisation Panel based on his/her office. They do not have a voting right and are not subject to fees.
5. There are four different types of membership in the Data Harmonisation Panel according to their professional background. The Panel especially targets public and private owners and users of spatial data as well as institutions which are interested in the support and the development of the geo-data harmonisation:
 - Public bodies and not-for-profit institutions
 - Small and medium Enterprises (SME as defined by the European Commission)
 - Enterprises and commercial companies
 - Individual persons

Article 4

Commencement and Termination of the Data Harmonisation Panel Membership

1. An application for the membership in the Data Harmonisation Panel must be directed to the Management Board in writing. The Management Board of the Panel will decide about the acceptance in agreement with the Board of the ZGDV

- e.V. The Data Harmonisation Panel membership will become effective on payment of the first Data Harmonisation Panel membership fee.
2. The minimum membership period for the Data Harmonisation Panel is two years and is automatically renewed by another year unless a valid notice of termination is given.
 3. The Data Harmonisation Panel Membership is terminated:
 - in case of legal entities upon their dissolution;
 - after written notice of termination 3 months prior to the end of the membership period; the notice of termination must be sent by registered mail to the Management Board of the Data Harmonisation Panel and for information to the ZGDV Board.
 - by resolution of the Data Harmonisation Panel Plenum, if a continued membership of the respective Data Harmonisation Panel Member would damage the reputation or the interests of the Panel ;
 - by resolution of the meeting of the members of ZGDV e.V., if a continued membership of the respective Data Harmonisation Panel Member would damage the reputation or the interests of ZGDV e.V.;
 - for Data Harmonisation Panel members which are in default of payment with more than one annual membership fee;
 - by special notice of termination given by the Data Harmonisation Panel member within 4 weeks after a possible increase of membership fees adopted by the Data Harmonisation Panel Plenum;
 4. In case of a termination of the membership a claim on repayment of membership fees or assets on a pro-rata basis is excluded.

Article 5

Rights and Obligations of the Data Harmonisation Panel Members

1. The rights and obligations of the Data Harmonisation Panel Members are determined by the Rules of Procedure of the Panel.
2. The Data Harmonisation Panel Members are not subject to any restrictions regarding their business activities.
3. The Panel Membership does not entitle the members in this capacity to any assets of ZGDV e.V. or to a repayment of paid membership fees.
4. The members of the Data Harmonisation Panel are committed to support the Panel in the fulfillment of its duties.
5. The members are committed to ensure the trusting cooperation among each other to support the goals and targets of the Data Harmonisation Panel in their actions.

6. The membership in the Data Harmonisation Panel does not establish any further rights and obligations.

Article 6

Data Harmonisation Panel Membership Fees and Cost Funding

1. The membership fees for the Data Harmonisation Panel membership are regulated in the Membership Fee Rules (see Attachment).
2. The Membership Fee Rules form part of the annual budget.
3. The membership fee might be reduced on request, if in kind contributions of the member are provided on request.
4. The Data Harmonisation Panel procures its funds by remunerations for services rendered and contributions of third parties, in addition to the payments and fees of its members.

Article 7

Executive Bodies

The executive bodies of the Data Harmonisation Panel are:

1. Data Harmonisation Panel Plenum
2. Management Board

Article 8

Data Harmonisation Panel Plenum

1. The Data Harmonisation Panel Plenum is composed by the Data Harmonisation Panel members. All members are entitled to one vote in the Data Harmonisation Panel Plenum, except the Chairperson of the Board of ZGDV and the nominated member of the Management Board of InGeoForum .
2. The Chairperson of the Management Board of the Data Harmonisation Panel will convoke an ordinary Panel Plenum at least once per year.
3. The invitation to the Data Harmonisation Panel Plenum must be submitted to the members in writing, stating the place, the time and the agenda, at least four weeks prior to the meeting.
4. The Chairperson of the Management Board will convoke an extraordinary Data

Harmonisation Panel Plenum if necessary or on written request of at least one third of the Data Harmonisation Panel members. Those meetings can also take place as telephone or video conferences.

5. The Panel members may authorize a third party as proxy for the Data Harmonisation Panel Plenum, if written proof of a respective authorization of representation can be provided to the Chairperson of the Managing Board.

Article 9

Management Board

1. The Management Board of the Data Harmonisation Panel carries out their duties in an honorary capacity. The Management Board is elected by the Data Harmonisation Panel Plenum and confirmed by the Board of ZGDV e.V.
2. The Management Board is composed by up to three persons, which elect the Chairperson of the Management Board from their midst.
3. The Management Board is elected for a period of three years. A reelection without discontinuance of office is permissible.
4. For the Management Board separate rules of procedure might be established. Those have to be approved by the Data Harmonisation Panel Plenum.
5. The Data Harmonisation Panel is represented jointly by two members of the Management Board, whereas one of these two is the Chairperson.

Article 10

Responsibilities of the Management Board

1. The Management Board is responsible for the conduct of all activities in reference to the Data Harmonisation Panel.
2. The Management Board has the following tasks in addition:
 - Taking actions suitable to achieve the goals and targets of the Panel in the meaning of Article 2;
 - Establishment of the annual budget, the annual accounts, preparation of the resolutions of the Data Harmonisation Panel Plenum;
 - Reports to the InGeoForum and the ZGDV Board.
3. The Management Board shall implement and drive forward the decisions of the Panel's plenum.

4. The Data Harmonisation Panel is subject to the budgeting rules and the controlling of ZGDV.

Article 11

Responsibilities of the Data Harmonisation Panel Plenum

1. The Data Harmonisation Panel Plenum has the following rights and obligations within the scope of the ZGDV statutes:
 - The Plenum elects a three-member Management Board;
 - The Plenum examines and approves the annual accounting of the Panel presented by the Management Board.
 - It formally approves the actions of the Management Board of the Panel and recommends to the ZGDV Meeting of the Members likewise to formally approve the actions by the ZGDV Board in the matter of the Data Harmonisation Panel;
 - The Plenum adopts resolutions regarding the matters presented by the Management Board, it authorizes in particular the annual budget and makes decisions regarding the mid-term and long-term goals and targets of the Data Harmonisation Panel as well as regarding new licensing strategies for the HUMBOLDT Software and associated intellectual property;
 - The Plenum adopts changes of these Rules of Procedure and approves additional rules of procedure for the management board if requested;
 - The Plenum adopts the suggestion to the ZGDV Board after dissolution of the Data Harmonisation Panel pursuant to Article 14 of the present Rules of Procedure.
2. The consent of the Data Harmonisation Panel Plenum in form of a majority decision is also required for
 - the entering into force of the Rules of Procedure,
 - the arrangement of the details regarding the tasks of the head office,
 - the Data Harmonisation Panel membership and
 - the details of the Data Harmonisation Panel Membership Fee Rules.
3. The resolutions of the Data Harmonisation Panel Plenum require the consent of the ZGDV Board to become effective. Objections can only be brought up when resolutions are in contradiction to the ZGDV statutes. Objections must be raised within six weeks after service of the minutes of the Plenum to the ZGDV Board, otherwise the resolutions are deemed as approved by the ZGDV Board.

Article 12

Adoption of Resolutions of the Data Harmonisation Panel Plenum

1. The Chairperson of the Management Board or a Member of the Management Board of the Data Harmonisation Panel authorized by the Chairperson will chair the Data Harmonisation Panel Plenum.
2. Resolutions can be adopted regardless of the number of the present Data Harmonisation Panel members, however excluding resolutions about changes of the Rules of Procedure or the dissolution of the Panel. The resolutions are adopted by simple majority of the number of votes.

On resolutions regarding strategic decisions on the future directions of HUMBOLDT software (e.g. IPR strategy) the founding members of the Panel (HUMBOLDT partners) have a veto right within the first two years after the set-up of the Panel.

3. The keeper of the minutes will record the Data Harmonisation Panel Plenum. The keeper of the minutes will be appointed by the Chairperson of the Management Board at the beginning of the Data Harmonisation Panel Plenum. The minutes will be made accessible and sent to all Data Harmonisation Panel members.
4. Changes of the Rules of Procedure will be adopted by a two-third majority of the present Data Harmonisation Panel members by the Data Harmonisation Panel Plenum. In this case, at least half of the Data Harmonisation Panel members must be present or represented by proxy. Such a decision has to be announced clearly in the invitation and the agenda of the meeting.
5. The three member Management Board is elected by the Data Harmonisation Panel Plenum with simple majority. A re-election is permissible. If a member of the Management Board resigns or is dismissed a new election is required at the next plenum meeting. Until this new election the Management Board will appoint in agreement with the ZGDV Board a temporary member of the Management Board.
6. The Data Harmonisation Panel Plenum may adopt separate rules of procedure.

Article 13

Liability

1. The members of the Data Harmonisation Panel are not liable for the obligations of Data Harmonisation Panel to third parties.

Article 14

Dissolution

1. The dissolution of the Data Harmonisation Panel may only be adopted within a Data Harmonisation Panel Plenum with a two-third majority of all Data Harmonisation Panel members present or represented by proxy. Such a decision has to be announced clearly in the invitation and the agenda of the meeting.
2. This resolution will be implemented by the ZGDV Board in accordance with the decisions taken by the Data Harmonisation Panel Plenum.

Article 15

Severability Clause

1. Should individual stipulations of the present Rules of Procedure be or become invalid, the validity of all other stipulations remains unaffected.
2. The Management Board in agreement with the ZGDV Board shall propose a valid stipulation, the effect of which is as close as possible to the meaning of the original stipulation, to replace the invalid stipulation.

Attachment:

Membership Fee Rules of the Data Harmonisation Panel

1. Enterprises and commercial companies pay an annual membership fee of € 4.000,-.
2. Small and medium-sized enterprises (SME, European definition) pay an annual membership fee of € 2.000,-.
3. Public bodies and not-for-profit institutions pay an annual membership fee of € 1.000,-.
4. Individuals pay an annual membership fee of € 500,-.
5. The Chairperson of the Board of ZGDV e.V. and the representative of the InGeoForum do not pay any fee for their personal membership.
6. Founding members of the Data Harmonisation Panel (being all partners of the HUMBOLDT consortium) can apply for a 50% reduced membership fee in the first two years.
7. The annual membership fee is due in the first month of the fiscal year.