

**Forum for the Promotion and Support
of the Open Source Scenegraph API OpenSG
(OpenSG Forum)
– Darmstadt –**

- Internal Rules of Procedure –

- Note: This document has been translated to the best of our knowledge. But it is not a legally binding document, only the German version is. -**

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Preamble

The **OpenSG** (Open Source Scenegraph) is a scenegraph-based rendering API. It consists of a library of routines necessary for the representation of computer-generated scenes and is particularly designed for Virtual Reality real-time applications. OpenSG is built in 3 layers: on the lowest level, several operating systems (above all SGI IRIX, Windows systems, and Linux) are being supported. The following higher level is a scenegraph layer guaranteeing the performance and quality necessary for VR applications (including the support of parallel processes and of several graphics sub-systems). The top level consists of a series of routines for the handling of complex models and for the integration of CAD data. According to the Open Source principle, all OpenSG routines are freely available world-wide. Conversely, routines which have been developed in accordance with the Open Source principle, are being integrated into the system in source code free of charge.

The **OpenSG Forum** provides the organizational structure for the implementation of OpenSG and is designed to ensure the quality of the code, the decision structure for the code integration and

the effective development of OpenSG. The OpenSG Forum is an impartial, cross-sector initiative which does not pursue any private economic objectives beyond those described in this charter. It is the objective of the OpenSG Forum members (research institutions, developers and users) to implement, promote and support OpenSG. Further, it is their objective to contribute substantially to setting the objectives of the OpenSG, to promoting its use in the market place and its technical development.

§ 1

Name and Duration

1. The Forum is being created by the ZGDV e.V. under the name "**Forum for the Promotion and Support of the Open Source Scenegraph API OpenSG**" (OpenSG Forum). The Open SG Forum is an independent institution of the ZGDV e.V. operating within the framework of the ZGDV charter and subject to the power of the ZGDV managing board to issue guidelines.
2. The OpenSG Forum acts on a non-profit making basis in accordance with the charter of the ZGDV e.V. and does not pursue any economic objectives of its own.
3. The main office of the OpenSG Forum shall be established in Darmstadt, Germany. The OpenSG Forum shall maintain an office at the ZGDV e.V. in Darmstadt and, if applicable, offices in other locations.
4. The OpenSG Forum is being created for an indefinite period of time.

§ 2

Objectives

1. Within the framework of the ZGDV charter the OpenSG Forum pursues the following objectives:
 - Promotion, support and implementation of "OpenSG", a scenegraph-based rendering API for VR application, including the rendering relevant parts of data integration and interfacing with output devices, developed in accordance with the Open Source principles;
 - Support of the organizational and decision-making structures required for the management of OpenSG;
 - Contribution to the development of the general direction of OpenSG
 - Research and promotion of the further development of OpenSG-relevant technologies and advancement of cooperation in this field between the academic and industrial sector.

By virtue of the above, the OpenSG Forum pursues the interests of its members.

2. The OpenSG Forum has the following specific tasks:
 - Establishment, management, and maintenance of World Wide Web sites to provide the OpenSG source code to the public. The relevant World Wide Web sites are to be owned by the OpenSG Forum;
 - Maintenance, service and development of OpenSG;
 - Building of a technically competent and reliable organizational and decision-making structure to act as a contact point in connection with the source code provided and to provide quality assurance in relation to their integration into OpenSG;

- Development of Open Source license agreements for OpenSG, licensing and enforcement of licenses;
- Provision of information about OpenSG development and related information concerning latest technical development;
- Giving of Guidance and stimulating OpenSG development and increasing the market penetration and use of OpenSG;
- Purposeful development of OpenSG through establishing new and using existing promotional structures;
- If required, establishment of or introduction to a contact point for clarification and confirmation of and legal queries surrounding OpenSG.

The funds of the OpenSG Forum may be used only for the objectives set out in this charter and for the purposes set out in sections 2 (1.) and (2.) above.

Members shall receive no funds from the ZGDV e.V. No person shall benefit from payments which are outside the ambit of the forum or from disproportionate reimbursements. The reasonableness of reimbursements shall be determined by the OpenSG Forum's management board. The reimbursement guidelines of the ZGDV e.V. shall apply to the employees of the OpenSG Forum.

3. The OpenSG Forum shall operate in such manner as to, at least, cover its own costs and shall receive no subsidies from the ZGDV e.V.
4. In addition, the OpenSG Forum shall pursue the application for further development funds for OpenSG-relevant technologies and to extend international cooperation.

§ 3

OpenSG Forum Members

1. OpenSG membership shall mean membership of the ZGDV Forum.
2. The following institutions are founding members of the OpenSG Forum:
 - ABB Forschungszentrum, Heidelberg
 - ADAM OPEL AG, Rüsselsheim
 - AUDI AG, Ingolstadt
 - BMW AG, München
 - Daimler Chrysler Aerospace AG, München
 - Daimler Chrysler AG, VRCC, Ulm
 - Fraunhofer IAO, Stuttgart
 - Fraunhofer IGD, Darmstadt
 - INI-GraphicsNet Stiftung, Darmstadt
 - Instituto Superior Tecnico, Lissabon
 - Max-Planck-Institut für Informatik, Saarbrücken

- Realax AG, Ettlingen
 - Siemens AG, ZT, München
 - Silicon Graphics GmbH, Karlsruhe
 - Softlab GmbH, München
 - TU Darmstadt
 - TU München
 - Volkswagen AG, Wolfsburg
 - vrcom GmbH, Darmstadt
 - Wiese L. C., Wesel
3. Membership of the OpenSG Forum is open to legal entities, natural persons, organizations and associations whose technical or conceptual interests or concerns are connected with the purpose and objectives of the ZGDV e.V. and the OpenSG Forum, as set forth in the charter. However, natural persons shall only become members if particularly justified by their professional position and qualifications.
 4. Full members of the ZGDV e.V. are not automatically members of the OpenSG Forum nor shall full ZGDV membership confer an automatic entitlement to membership of the OpenSG Forum. On request, full ZGDV members may apply for membership of the OpenSG Forum at a discounted rate (see membership rules). The chairman of the ZGDV e.V. is, by virtue of his office, also member of the OpenSG Forum (without obligation to pay any membership fees).
 5. There are two forms of participation (membership) in the OpenSG Forum:
 - Regular members with voting right, and
 - Associate members without voting right.

§ 4

Commencement and termination of OpenSG Forum membership

1. Applications for membership of the OpenSG Forum must be directed to the management board in writing. All decisions with regard to applications are made by consent of the management of the OpenSG Forum and the managing board of the ZGDV e.V. OpenSG membership becomes effective upon payment of the first OpenSG Forum membership fees.
2. Membership in the OpenSG Forum lasts at least until December 31 of the year following registration, and is automatically renewed for another year unless validly terminated (membership period).
3. Membership of the OpenSG Forum terminates:
 - with regard to legal entities, upon their dissolution;

- at the end of the membership period, having given at least 3 months notice. Notice to be given in writing by registered mail addressed to the management board of the OpenSG Forum;
 - by resolution of the OpenSG Forum in general meeting, if the relevant member's continued membership is likely to negatively affect the reputation or interests of the OpenSG Forum;
 - by resolution of the membership meeting of the ZGDV e.V., if the relevant OpenSG Forum's member's continued membership is likely to negatively affect the reputation or interests of the ZGDV e.V.;
 - with regard to OpenSG Forum members, on default of payment of more than one year's membership fees;
 - by special termination notice which may be given by an OpenSG Forum member within four weeks of an increase of membership fees which may be resolved by the OpenSG Forum in general meeting.
4. On termination of membership, the relevant member is not entitled to a reimbursement of membership fees or any pro rata share in the Open SG Forum's assets.

§ 5

Rights and responsibilities of OpenSG Forum members

1. The rights and obligation of OpenSG Forum members are contained in the terms and conditions of the OpenSG Forum.
2. OpenSG Forum membership does not affect the member's freedom to carry on any business.
3. OpenSG Forum members have no right or claim (in their capacity as members) to the assets of the ZGDV e.V. or to reimbursement of membership fees paid.
4. OpenSG Forum members shall support the OpenSG Forum in the fulfillment of its objectives.
5. Members shall cooperate between them in good faith to promote the objectives of the OpenSG Forum.
6. Members shall, through participation in general meeting, co-determine the orientation of and contribute to OpenSG developments.
7. Membership of the OpenSG Forum shall not give rise to any rights or obligations other than those set out in this charter.

§ 6

OpenSG Forum membership fees and financing

1. OpenSG Forum membership fees are set out in the fee schedule (see appendix).
2. The fee schedule forms part of the annual business plan.
3. The OpenSG Forum is financed, in addition to payments and membership fees received from members, through payment for services rendered and contributions from third parties,.

§ 7

Executive organs

The executive bodies of the OpenSG Forum are: the OpenSG Forum general meeting, the management board and relevant technical committees (if applicable).

§ 8

OpenSG Forum general meeting

1. The OpenSG Forum general meeting consists of the OpenSG Forum members. Each regular member has one vote in the OpenSG Forum general meeting. Associate members have an advisory function but no vote.
2. The regular OpenSG Forum general meeting is called at least once annually by the chairman of the OpenSG Forum management board. In the initial phases of the Open SG Forum, two general meetings per year are planned.
3. Notice of OpenSG Forum general meetings must be given to OpenSG Forum members in writing at least two weeks in advance, stating location, time and containing an agenda of the meeting.
4. If required, an extraordinary OpenSG Forum general meeting may be called by the management chairman chairman of the board or on the written request of at least one-third of OpenSG Forum members.
5. OpenSG Forum members may be represented by a proxy at the OpenSG Forum general meeting, provided that a written power of attorney can be produced to the chairman of management board.

6. The ZGDV management **board** can in advisory capacity participate at OpenSG Forum general meetings.

§ 9

Management

1. The management of the OpenSG Forum works on a voluntary basis.
2. The management consists of
 - a) one or two persons elected by the OpenSG Forum in general meeting; and
 - b) one person nominated by the ZGDV e.V.
3. The chairman of the board is elected by the Forum management board.
4. The management board is elected for three years. Re-election is permissible.
5. The management board may adopt its own internal rules of procedure.
6. The OpenSG Forum is represented jointly by two members of the management board, of whom one shall be the chairman.

§ 10

Responsibilities of the management board

1. The management board conducts the business relating to the OpenSG Forum.
2. In addition, management board's responsibilities are:
 - Taking of appropriate measures aimed at implementing the objectives of the OpenSG Forum within the meaning of section 2;
 - Advancement of OpenSG, ensuring the discipline and consistency of source code production and compilation and the taking of necessary decisions on code integration;
 - Preparation of the annual business plan, annual accounts, and resolutions of the OpenSG Forum general meetings;
 - Reporting to the ZGDV management and the ZGDV managing board.
3. The management board may establish technical committees for the implementation of the OpenSG Forum objectives. A committee shall consist of members (or in the case of corporate members, persons appointed or employed by such members). Membership and the number of committee members shall be determined by the management and confirmed by the OpenSG Forum in general meeting.

4. The OpenSG Forum is governed by the budgetary rules and controlling of the ZGDV e.V.

§ 11

Responsibilities of the OpenSG Forum general assembly

1. The OpenSG Forum general meeting has the following rights and obligations:
 - Election of the members of the OpenSG Forum management board as provided for in section 9 (2.) a).
 - Audit and approval of the forum's annual accounts submitted by the management board, approval of the activities of management board and recommendation to the ZGDV membership meeting to approve the activities of the ZGDV managing board in matters relating to the OpenSG Forum.
 - Adoption of resolutions regarding matters submitted by the management board and, in particular, approval of the annual business plan.
 - Contribution in an advisory manner to the orientation of the OpenSG developments through technical lectures and identification of problems, application issues, and formulating other requirements.
 - Decisions on changes to the internal rules of procedure.
 - Decisions regarding the proposal to the ZGDV managing board for dissolution of the OpenSG Forum as provided for in section 14 of these internal rules of procedure.
2. Consent of the OpenSG Forum general meeting is required for the coming into force of the internal rules of procedure and details of the OpenSG Forum fee.
3. Resolutions taken by the OpenSG Forum in general meeting must be approved by the managing board of the ZGDV e.V. Objections must be raised within six weeks following delivery of the relevant minutes of the general meeting to the ZGDV managing board; failing which the relevant resolutions shall be deemed to have been approved by the ZGDV managing board.

§ 12

Resolutions by the OpenSG Forum general meeting

1. The OpenSG Forum general meeting is chaired by the management chairman of the board]or a member of the OpenSG Forum management authorized by the chairman.
2. There is no quorum requirement for resolutions, except in relation to a resolution changing the internal rules of procedure contained in this charter or a resolution for dissolution of the

OpenSG Forum. Subject to paragraph 4 below, all resolutions are made by simple majority of the number of votes cast.

3. The minutes of OpenSG Forum general meetings shall be prepared by the secretary. The secretary is appointed by the management board chairman at the beginning of the OpenSG Forum general meeting. The minutes shall be made available and sent to the OpenSG Forum members.
4. Changes to the internal rules of procedure contained in this charter shall be made by the OpenSG Forum general meeting with a three-quarter majority of OpenSG Forum members in attendance. At least half all OpenSG Forum members must be in attendance.
5. Members of the OpenSG Forum management team board, as provided for in section 9 (2.) a), shall be elected by simple majority by the OpenSG Forum general meeting in a secret ballot. Re-election is permissible. New elections shall be held forthwith upon the retirement or dismissal of a member of the management board. Temporary vacancies shall be filled by the OpenSG Forum management board and the ZGDV managing board acting in consent.

§ 13

Liability

Members of the OpenSG Forum are not liable for obligations of the OpenSG Forum towards third parties.

§ 14

Dissolution

1. A resolution for the dissolution of the OpenSG Forum requires approval in general meeting by at least two-thirds of all (i.e. not only those in attendance) OpenSG Forum members.
2. The ZGDV managing board shall be responsible for the execution of the dissolution of the OpenSG Forum.

§ 15

Saving clause

1. If any provision or the performance of these internal rules of procedure be or become legally invalid, the validity of the remaining provisions shall remain unaffected.

2. For any legally invalid provision, a legally valid provision shall be proposed by the general meeting to the ZGDV managing board. Such replacing provision shall, with regard to its effect, follow as closely as possible the spirit of the replaced provision.

Appendix
OpenSG Forum Fee Schedule

1. Regular members that are legal entities but not members of the ZGDV e.V. shall pay an annual fee of DM 14,000 for membership of the OpenSG Forum.
2. Regular members that are legal entities and are also members of the ZGDV e.V. pay an annual fee of DM 9,000 for membership of the OpenSG Forum. Charter members that at the foundation of the OpenSG Forum become regular members as provided for in (1.) shall also pay a reduced annual fee of DM 9,000.
3. Regular members from colleges, universities, research institutes and professional associations shall pay an annual fee of DM 5,000 for membership of the OpenSG Forum.
4. Associate members from colleges, universities, research institutes, and professional associations shall pay an annual fee of DM 2,000 for membership of the OpenSG Forum.
5. Natural persons shall pay an annual fee of DM 1,000 for membership of the OpenSG Forum and shall be associate members.
6. The chairman of the managing board of the ZGDV e.V. shall pay no fee for his or her personal membership.
7. For membership commencing between January 1 and June 30, full annual fees are payable in the first year. For membership commencing between July 1 and December 31 half of the annual fees are payable. All amounts are given in Euros.

Regular members (with voting right)			Associate members (without voting right)	
Normal	ZGDV members and charter members	R&D and associations	R&D and associations	Natural persons
7,000	4,500	2,500	1,000	500