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## **D3.1.2 Organizational Structure and Legal Form of VISWE**

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### **Abstract.**

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This document summarizes the discussion about the organizational structure and the legal form of the Virtual Institute for Semantic Web Education (VISWE). Specifically, it explains why VISWE will become an association according to German law, and it summarizes the important characteristics of VISWE which will have to be considered in the statutes of the VISWE association.

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# Knowledge Web Consortium

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## **Executive Summary**

The Virtual Institute for Semantic Web Education (VISWE) is intended to be the central institution for all educational activities within KnowledgeWeb, especially to ensure that the educational efforts endure beyond the end of EU funding.

This document summarizes the discussions about the organizational structure and legal form of VISWE. Specifically, it discusses which tasks VISWE should participate in and how it can do so. It also presents the necessary requirements for the organizational structure of VISWE, analyzes existing organizational models and derives a concrete proposal for an organizational form of VISWE, namely a non-profit association according to German law.

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# 1 Introduction

According to the initial work plan of KnowledgeWeb, the Virtual Institute for Semantic Web Education (VISWE) is intended to be a central part of the education area of KnowledgeWeb. The main tasks of the education area are to provide:

1. Learning materials in a repository of learning units
2. Educational events
3. Further services (curricula etc.).

These should be provided in an integrated way for the Semantic Web community, which is represented by the KnowledgeWeb partners in all three main areas of KnowledgeWeb:

- 1) The industry area (outreach to industry)
- 2) The research area (outreach to research)
- 3) The education area (outreach to education)

For this purpose, different target groups have been examined and analyzed in D3.1.1, resulting in four different possible scenarios:

- 1) Education for professionals
- 2) MSc student education
- 3) Community of Practice scenarios (PhD networks)
- 4) Repository usage

Each scenario poses a different set of requirements on the tasks of the education area listed above.

This document will clarify the following issues:

- 1) Which of the tasks listed above can be realized in the context of VISWE?
- 2) What are the requirements for the organizational structure of VISWE?
- 3) Which organizational structure is best suited for VISWE?
- 4) How do the requirements map onto the chosen organizational structure?

## 2 Tasks to be realized under the auspices of VISWE

From the above mentioned tasks, the following should be realized or supported within VISWE: The learning unit repository, educational events and further services for the shared master activities.

### 2.1 *Provision of learning units in a repository*

To ensure that the learning unit repository and the learning objects are available beyond the end of EU funding of the KnowledgeWeb project, VISWE will become the **administrator of the repository, which is now known as the VISWE repository (VISWER)**<sup>1</sup>. This includes both the learning repository infrastructure and the learning units which have been added to the repository or which will be added in the future. However, VISWE is not responsible and will not become responsible for the learning resource contents as this responsibility remains with the authors as does the copyright for the provided resources.

The requirements derived from ‘education for professionals’ (the first scenario in D3.1.1) lead to the important point that we must encourage **cooperation with the**

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<sup>1</sup> <http://ubp.l3s.uni-hannover.de/ubp>



**industry area.** This is because the content of learning materials for professionals largely depends on the ‘type’ of professional envisioned as the target audience for a specific learning resource (cf. D3.1.1, section 2.1). For example, programmers need in-depth technical information while executives / managers are more in need of high-level information in connection with cost/benefit-related data. Depending on the ‘level’ of the educational resources, we suggest the following approach to distinguishing the roles of the VISWE repository and the outreach-to-industry portal:

- ‘High-level’ information (fact sheets, short technology summaries, use-cases) intended for the business executives / managers should be kept on the outreach-to-industry portal
- The VISWE repository should focus on the in-depth information which can be referenced by the outreach-to-industry portal

However, this is currently only one possibility and will need to be discussed with the industrial area of KnowledgeWeb.

## **2.2 Provision of educational events**

The educational events organized by the education area (e.g., the summer school) will also be supported by VISWE. The level of support will be kept flexible depending on the specific educational event, i.e. the organizers of the event have to decide how far VISWE will become involved.

The minimum support VISWE should provide to the educational events is two-fold:

- i. Usage of the VISWE repository:  
Existing learning units in the VISWE repository can be retrieved and used, e.g. for tutorials. Furthermore, the VISWE repository can be used for storing the learning resources used in an event in order to give participants of the event the possibility to access them in an easy and unified way and to continue to access them when the event is over.
- ii. Announcement of information about the event on the web pages.

In general, it is expected that VISWE will at least oversee the organization of educational events.

Again, there is a need for the coordination of the industry area and the education area in realizing the scenario ‘education for professionals’ since there is currently no clear separation regarding the responsibility for the scenario ‘education for professionals’ within KnowledgeWeb. The industry area is responsible for the organization of events and the provisioning of services, for which industrial competence is important (and which will be delivered or announced via the outreach-to-industry portal). In contrast, more formal education (for MSc students and PhD students) is clearly the responsibility of the education area and adaptation of learning units to the different scenarios was one of the tasks in work package 3.2. Thus, there is a need for close cooperation between the industry area, and the education area concerning the ‘education for professionals’ scenario. (potential contacts include: Alain Leger, FT, Robert Meersman, VUB, Robert Tolksdorf, FUBerlin). One potential area of co-operation would be the joint organization of an educational event aimed at industry professionals. The FU Berlin has experience in this area (the Semantic Web Information Day, cf. D3.2.2) and plans to organize another event along these lines. Another is the sharing of knowledge between industry and education area members

and incorporation of feedback from Industry Board members so that those with industrial experience can facilitate the creation of suitable learning materials.

## **2.3 Provision of Services: The Shared Master Curriculum**

The task ‘provision of services’ can be interpreted quite broadly to include tasks such as supporting the organization of educational events or services for the ‘education for professional’ scenario, which are explicitly discussed above.

However, according to the current work plan, one main task of the education area is the creation of a Semantic Web curriculum for a European Master’s programme. This task is more difficult to integrate into VISWE since the main work for such a master program is to be done by the participating universities and departments. Only they can create a Master’s program and negotiate the necessary curriculum, which is fundamentally the responsibility of each university. Therefore, VISWE can support the creation of curricula only in that it can provide the technical platform for the learning objects on which the curricula are based, and in that it can become the central location for the dissemination of information about the Master’s programme, for example, on the VISWE web pages. Organizational issues such as enrolling in the Master’s course are also the responsibility of the participating universities. This could be passed over to VISWE in a later step when the Master’s programme is up and running and if the number of participating universities and students becomes very high. The organizational structure of VISWE should take this into consideration if possible.

In a similar way, other educational activities such as an international PhD program, co-founded by other EU institutions, could be supported.

## **3 Requirements related to the organizational structure of VISWE**

From the above description of the tasks of VISWE, the following requirements can be derived:

- VISWE must be able to **run and manage the learning unit repository**. For this reason, sufficient resources must be available including
  - Technical resources (web space for the VISWE repository and the learning materials)
  - Human resources for the technical administration of the VISWE repository.
- VISWE must be able to **support educational events**. This might require different resources, such as human resources for secretary services or for the technical management of the VISWE web pages.
- The financial risk coming from the organization of educational events should not have an effect on the existence of VISWE or on VISWE members. This means the financial risk of such events should be kept separate from the financing the other VISWE activities (such as the administration of the VISWE repository) and that VISWE members should not be liable for any expenses arising from educational events, even if organized by VISWE. Specifically, VISWE shall remain **independent from the financial success (or failure)** of educational events in order to ensure the (financial) future of VISWE.

- The administrative effort for running VISWE should be kept to a minimum. A **low-overhead organizational structure** should always be preferred.
- VISWE should be able to support the **shared Master's programme** as far as possible

## 4 Experiences from previous attempts

### 4.1 *IVIMEDS: The international virtual medical school*

IVIMEDS employs a similar approach to VISWE in the area of medical education ([www.ivimeds.org](http://www.ivimeds.org)). They also want to provide education for undergraduates, graduates, and professionals, the latter to enable life-long learning which is especially important in the medical area. Flexible curricula for all three scenarios are planned, which can be customized for the local needs of IVIMEDS partners. IVIMEDS' work plan is to start with undergraduate education first and then extend the work to graduate education and professional education.

IVIMEDS intends to build up a delivery system, which shall comprise a repository of reusable learning objects, similar to the VISWE repository. This is envisioned as a marketplace for learning resources since they stress that IVIMEDS members can make profit from offering their learning objects. A business plan for this marketplace is under development. It is claimed that IVIMEDS will become financially self-sustaining after a three year period.

Moreover, the delivery system will comprise curriculum maps, study guides, assessment tools and a user management system. The delivery system is intended to enable members to offer high quality courses on the Internet to improve their financial situation.

IVIMEDS offers three different levels of membership:

- 1) Partner institutions are full members of IVIMEDS which are responsible for the definition and delivery of IVIMEDS but which can also take full advantage of member benefits, such as participation in distance-learning scenarios or reduced prices for high-quality learning units provided by other partners.
- 2) Associate Professional Institutions and Organizations comprise those organizations, which cannot become partner institutions for constitutional reasons
- 3) Network Members are organizations / association with a general interest, but which do not want to become full members. They do not benefit from the advantages of being a full / associated member, but they will be kept informed about latest developments within IVIMEDS.

The organizational form of IVIMEDS is a 'not for profit' company limited by guarantee, established under the auspices of the University of Dundee.

#### 4.1.1 Discussion

There is no information available on actual experiences in the IVIMEDS project. The most interesting issue is that the curriculum starts with undergraduate education, where the content of the learning units is rather fixed and more content is available

off-the-shelf. Therefore, it is easier to focus on non-content-related issues in the creation of the curriculum (such as organizational issues) in the initial phase of the work plan.

## **4.2 ECMI: European Consortium for Mathematics in Industry**

The main objectives of the ECMI ([www.ecmi.dk](http://www.ecmi.dk)) are:

- To promote the use of mathematical models in industry
- To educate industrial mathematicians
- To operate on a European Scale to bundle the knowledge of each member

The ECMI organizes workshops and study groups where people from academia and industry meet and discuss problems arising from the industrial context. Furthermore, a programme for graduate mathematicians is provided and a programme of short courses for people from industry.

Members from industry have to pay a yearly fee of 500 EUR whereas university members have to pay 150 EUR. Individuals can join at a rate of 35 EUR. Member benefits include the free delivery of the ECMI newsletters (a journal), reduced rates to access ECMI training events, and information about provided courses. Industrial members have the opportunity to recruit trained staff while university members can participate in the education of industrial people.

There is no information about the organizational structure of ECMI other than that there is a council, a secretariat, and a board.

### **4.2.1 Discussion**

ECMI is mainly focused on information dissemination and the organization of educational events. Thus, the financial structure of ECMI could be regarded as a model for KnowledgeWeb educational events.

## **4.3 The ARIADNE foundation**

The ARIADNE foundation is a non-profit association according to Swiss civil law. Its main objectives are the improvement of the educational system by sharing and reusing existing knowledge components and the creation of new material as well as the promotion of their usage in education and training. This is to be achieved under the basic principle that education and training services should not be reduced to commercial services. ARIADNE basically provides the following two components to its members:

1. A central knowledge pool of educational components (where the copyright of each component remains with the author)
2. A number of software tools for creating educational components, including updates for the tools
3. Training rights for installation and usage of the tools (depending on the membership type)

The member obligations are the annual subscription, which is dependent on the kind of membership. For example, small institutional members pay a yearly fee of 500 EUR whereas large industrial members can pay up to 50,000 EUR (if they want to achieve 'gold' status with a high number of free training rights and with a higher number of votes in the general assembly).

### **4.3.1 Discussion**

The organizational structure of the ARIADNE foundation is an interesting example of how to found a non-profit organization to ensure endurability of a project after the end of public funding for that project. However, the ARIADNE foundation is located in Switzerland and its tasks comprise software development, which is not intended for VISWE. Thus, the statutes could be used as a template for the VISWE statutes, after removing the sections related to software development and maintenance. Also the differences between Swiss and German civil law have to be taken into account.

## **4.4 The Semantic Web Science Association (SWSA)**

The Semantic Web Science Association is a non-profit association according to German law. Its purpose is to promote and exchange scholarly work on the Semantic Web and related fields throughout the world. Specifically, the SWSA supervises the International Semantic Web Conference (ISWC) which is a possible model for how VISWE could supervise the educational events.

### **4.4.1 The SWSA and the ISWC**

From an organizational point of view, the SWSA has two main responsibilities:

1. Determine a local organizer for the ISWC
2. Determine a general conference chair for the ISWC

#### **The local organizer**

After a suited local organizer has been found, a contract is negotiated between SWSA and the organizer. This contract (cf. the example contract at

<http://www.iswsa.org/SWSA-Sample-Contract.pdf>) comprises the following issues:

- Budget negotiations (the SWSA has to approve the budget plan made by the local organizer)
- Sharing of losses / profits which are shared between SWSA and the local organizer
- Both SWSA and the local organizer have the right to be mentioned on all promotional materials related to the ISWC
- The local organizer is solely responsible for all negotiations with the hotels / conference location etc.

The budget is negotiated in an iterative process between the local organizer and the treasurer of the SWSA .

The SWSA benefits from any ISWC profit as follows. The profit will be shared equally between the local organizer and the SWSA up to a maximum limit (e.g. 50,000 EUR). A profit above this limit will be remitted to the SWSA completely to avoid the possibility of a local organizer putting too strong a focus on maximizing its gains instead of providing a well-organized ISWC.

If the ISWC results in a deficit in spite of the close involvement of the SWSA, there is a specific agreement in the contract: In principle, the local organizer is liable for a financial issues. However, the SWSA will partially cover the risk of a deficit by sharing it equally with the local organizer, though only up to a certain maximum limit.

For example, if this limit is 10,000EUR, SWSA would provide up to 5000EUR to the local organizer, if the deficit is 10,000EUR or more.

As the SWSA members do not pay a membership fee to the SWSA, the only financial source the SWSA has are profits from past conferences. Therefore, potential deficits have to be paid from past profits.

#### **The general conference chair**

The SWSA determines a general conference chair who is responsible for running the scientific part of the conference (i.e. all remaining non-organizational tasks). The conference chair is basically free to choose a team for organizing workshops, sessions, paper review etc. The SWSA is only involved in the election of the Program Chair.

### **4.4.2 Discussion**

The SWSA is a good example for VISWE in relation to how to run educational events. However, there is a small (limited) financial risk in that the SWSA has to cover a deficit in part, since it is otherwise not possible to participate in a potential profit.

### **4.5 Previous *OntoWeb* / *KnowledgeWeb* summer schools**

The organizational model of the summer schools is rather simple: the director made the overall decisions about location, student numbers, tutor selection and so on. The director consulted with the co-director on overall strategy and before making detailed decisions. The co-director also acted as local organizer, making decisions on detailed logistics based on the overall strategy. The director was supported in making decisions and collating information by the project coordinator. Once the decisions were made about the summer school components (number of tutorial strands, hands-on sessions, mini-project, and so on) and the tutor team selected, they, along with some of the invited speakers, formed an ad hoc management board in which any remaining decisions about, for example, the format of and detailed interaction among the various components of the school, were made, usually by email or telephone conferences.

#### **4.5.1 Discussion**

The current organizational model with a director, a co-director (= local organizer), and a project coordinator is doing well and is unlikely to be changed. Our experience with the summer schools suggests that the SWSA/ISWC model discussed above with a fairly loose relationship between VISWE and the summer schools would be most appropriate. Whether there is a need for a formal contract between VISWE and the local organizer of the summer school, has to be discussed. One difference from the SWSA/ISWC situation is that all of the members of the organizing committee of the summer schools and most of the tutors are participants in KnowledgeWeb with the summer schools and VISWE both being developed as part of the network's joint programme of activities. However, while this is currently the case, we have to give some thought to the situation after the completion of KnowledgeWeb.

## **5 Possible Organizational Structures**

In general, the organizational form of VISWE can be designed so that it is completely independent of all KnowledgeWeb participants, or becomes a partnership of all KnowledgeWeb participants, or some combination of both. However, the highest degree of flexibility can be achieved with an independent organization in which all who are interested (whether they are participants in KnowledgeWeb or not) can join as members. This is important since it is not clear now how many partners will participate, but a large number is envisioned. For example, members of the REWERSE NoE have already shown interest in also becoming members of VISWE (cf. the joint deliverable D-E-D2 in work package 1.5).

Another issue is where the VISWE organization should legally be located. As many main partners in the education area (L3S, UKARL, FUBerlin) are located in Germany, it was decided to locate VISWE in Germany. Thus, the following discusses the constraints on VISWE in the context of to German law.

### **5.1 Non-profit organizations**

KnowledgeWeb is dedicated to the well-known (socially-oriented) objective to support the spread of knowledge within society on a non-commercial basis. As the objectives of VISWE are inherited from KnowledgeWeb and include issues such as supporting education and science, VISWE should take up a ‘non-for-profit’ organizational structure. Depending on the concrete non-profit type of organization, the non-profit character has some financial advantages such as lower taxes or less fees. There are two kinds of non-profit organizations in Germany: non-profit organization with limited liability and registered non-profit association

#### **5.1.1 Non-profit organization with limited liability (gGmbH in German)**

A gGmbH is an organizational form where the members (in German: ‘Gesellschafter’) decide about the economical activities, depending on the business share (e.g. the capital invested in the gGmbH). Other ‘ordinary’ members do not necessarily have any influence on economical activities. For the foundation of VISWE as such a gGmbH, a minimum amount of money of 25,000 EUR is necessary which will be owned by the VISWE association.

As this money is currently not available, this option has to be dropped. Also, it is currently not envisioned that there will be large-scale economical activities, other than the organization of the educational events, which shall be independent of the VISWE finances.

#### **5.1.2 Registered non-profit association (In German: ‘gemeinnütziger eingetragener Verein’)**

A non-profit association is another non-profit organization. Its main advantages are the freedom from paying certain taxes (<http://www.saalbau.com/ratgeber/amka6.htm#top>), as long as the association does not perform economical activities to gain profits, and that donations from other persons for the association can be used to reduce the donator’s taxes (in Germany). Furthermore, non-profit associations do not have to pay for becoming registered in the

association register at the local court. To attain non-profit status, the association has to fulfill the following:

- Support for common (idealistic) society objectives
- Limits on membership fees (1000 EUR / year) and subscription fees (1500 EUR / year)
- The financial accounting has to show that all the financial resources were used for the objectives of the association (which have to be, in some way, to further a common society objective, as mentioned above).

In general, it is possible that a non-profit association can earn some money from economical activities but the economical activities must not be the main objective of the association. Two cases can be distinguished:

1. Economical activities, which are not very closely related to the (idealistic) objectives of the association are possible (and no taxes have to be paid) if the gross income from these activities is below 30,678 EUR per year (cf. <http://vereinsknowhow.de/organis/vrn141.htm#hd142>).
2. For economical activities which are closely related to the above mentioned (idealistic) society objectives (so-called 'Zweckbetrieb' in German), there is no limit on the yearly gross income. Specifically, running educational events including accommodation is mentioned as an allowed economical activity for non-profit associations (cf. <http://vereinsknowhow.de/organis/vrn128.htm#hd129>). In this case, also a special reduced VAT of 7% can be applied.

These associations are very popular in Germany, for example, for all kind of hobby activities (sports, stamp collections, etc.), but they are also common in the academic area. Examples include the Ariadne foundation (<http://www.ariadne-eu.org>), which is a non-profit association according to Swiss law, the SWSA (<http://www.iswsa.org>), which supervises the organization of the Semantic Web conference (ISWC), and xmlcity (<http://www.xmlcity-berlin.de/>) which is intended to bundle competencies around XML in the Berlin-Brandenburg area.

The foundation of an association in Germany works as follows:

- At least 7 persons / institutions are necessary as founding members. Note that it is easier if natural persons found an association from the organizational point of view (getting the signatures approved by a notary etc.).
- They have to agree on the statutes of the association.
- They have to organize a founding assembly where the statutes are approved and the foundation of the association is agreed formally. Also, a steering committee has to be elected for this founding assembly. A protocol has to be written about the outcome of the founding assembly and it has to be signed by the founding members
- The statutes and a copy of the protocol of the founding assembly have to be delivered to the association register, which is located at the local court. For this purpose, the signatures of the founding members have to be approved formally by a notary in advance which is the main cost factor of the foundation act (~ 100EUR).
- For non-profit associations, there are no fees for the registration at the association register. However, the application to be accepted as non-profit registration has to be filed in at the tax office in advance. Therefore, the exact



wording of the statutes should be known at the tax office and approved in advance.

[Information taken from (<http://www.saalbau.com/ratgeber/amka4.htm>, in German).]

The registration at the local court has the following advantages:

- The name of the association is protected
- The liability is limited to the association's assets

[from: <http://www.saalbau.com/ratgeber/amka3.htm#3.1> , see also

[http://www.wegweiser-buergergesellschaft.de/praxishilfen/arbeit\\_im\\_verein/vereinsrecht/haftung\\_1.php](http://www.wegweiser-buergergesellschaft.de/praxishilfen/arbeit_im_verein/vereinsrecht/haftung_1.php) ]

So the main advantage of registration is that the association can act as a legal person as soon as the registration has been confirmed, so the members are not liable with their private capital from that point in time. There are some special exceptions for the members of the steering committee, for example, if they act illegally in the name of the association. In such cases they would be liable from their private assets. However, we will take means to minimize this risk (liability insurance) as far as possible, seeking also advice from the legal departments of the involved KnowledgeWeb partners (but illegal actions / actions in opposition to the statutes done *deliberately* are, of course, not covered by such an insurance).

Further costs for formal issues arise only if there is a change in the steering committee which has to be registered at the association registration. These costs are, however, low so that the financial overhead for a non-profit association is in accordance with the above stated requirement of having a low-complexity organizational form for VISWE.

## 5.2 Discussion

Because of the simplicity of founding a non-profit association, because of the limited financial resources and the amount of experience with non-profit associations from other related areas, we propose to use a **registered non-profit association** as the organizational structure and legal form for VISWE. More details on the VISWE association are discussed in the next section.

## 6 The VISWE association: Design considerations

Founding an association requires several activities to be carried out in advance:

- Determine the founding members which will sign at court
  - In the Manchester meeting, the following potential partners for becoming founding members were identified: L3S, OU, FUB, VUB, FUBerlin, UPM, UKARL
- Create the statutes for the association
- Found the association formally and write a protocol on the foundation act

The statutes have to be in German if the association is to be registered in the association register (<http://www.saalbau.com/ratgeber/amka2.htm>). Since this is desirable to limit the liability of the members, a translation of the statutes should be done. Despite possible costs, an official translation authority should do this.

In general, the statutes have to comprise the following components:

- Name and location of the association
- Objectives of the association

- Membership issues (how to become a member, fees, ...)
- The organs of the association (steering committee, general assembly)
  - How are decisions made?
  - Auditors
- Issues regarding organizational options (registration at court, non-profit character)

There are some optional issues, of which some are especially important for the VISWE environment:

- Incentives for members
- Member obligations (especially regarding the correct usage of educational content according to the associated copyright conditions as well as the determination of the correct licensing for non-members of VISWE who use VISWER)

This document will focus on the organizational issues which have to be determined for the creation of the statutes (since the list of founding members can only be finalized if there is an agreement on the statutes.). Different possibilities and their consequences will be discussed, as will the options the working group members have agreed upon as well as those which still have to be decided. This document will become the basis for writing the statutes, which are planned as the next deliverable of this working group.

## **6.1 VISWE Name and Location**

The proposed English name of the association is ‘Virtual Institute for Semantic Web Education (VISWE)’, which will be located in Germany. An exact location has not been determined yet. As a German translation of the association might become necessary, for example, for communication with German administrative bodies, the German name shall be the direct translation, namely: ‘Virtuelles Institut für Bildung über das Semantic Web’. This is important, for example, since the add-on for a registered association ‘e.V.’ is only allowed to be used with the German name of the association (<http://www.saalbau.com/ratgeber/amka4.htm#4.6>).

## **6.2 VISWE Objectives**

An important requirement on the objectives of the VISWE association is that they should be aligned to common social objectives in order to make VISWE a non-profit organization.

According to German law (cf. <http://www.saalbau.com/ratgeber/amka6.htm#6.1>), support for science, education, and research are sufficient for a non-profit organization. It is interesting to note that these objectives have also explicitly been mentioned in the Prague declaration, the follow-up of the Bologna declaration, where “[...] higher education should be considered a public good and is and will remain a public responsibility [...]”).

These objectives must be made explicit in the statutes, which means in the case of VISWE:

- Support for education in the area of the ‘Semantic Web’
  - A public repository for learning materials
  - The organization of / support for educational events
- Support for research in the area of the ‘Semantic Web’

- The organization of / support for research events related to the Semantic Web

An important issue for non-profit organizations is that they can use their financial resources only for the objectives mentioned in the statutes. Therefore, a precise definition of the objectives is necessary, which must be restricted to a certain area (e.g. education and research) in order to fulfill the non-profit requirement, but which should not be too restrictive since we need to adapt to future changes within the area of the ‘Semantic Web’ which is currently a very dynamic research area.

Thus, for the final version of the statutes, we need to discuss whether the details mentioned in the 2<sup>nd</sup> level bullets above should be included in the association statutes or if they are too restrictive.

### **6.3 VISWE and Educational Events**

Basically, there are three possible ways to run educational events under the auspices of VISWE:

1. Direct organization: Educational events directly organized by VISWE:  
This would lead to the following problem:
  - It could require many things like paying social insurance fees for the lecturers/tutors, fees for insurance against accidents, and a separate financial administration
  - According to the legal department of the University Hanover, this requires the involvement of the ‘clearing house’ of the BfA, which decides whether the lecturers are ‘free workers’ (no social insurance fees to be paid by VISWE), or ‘dependent workers’ (social insurance fees must be paid by VISWE).
2. Supervision with financial connections: Educational events are organized by a local organizer, with which VISWE negotiates a contract (example: SWSA and the ISWC conference). This would comprise both the possibilities of participating in the benefits of the summer school, but also entail liability to cover a deficit up to a certain amount.
3. Supervision without financial connections: Educational events are organized by a local organizer who is solely responsible for the financial issues. In this case, VISWE would just take responsibility for the scientific / educational part of the event (e.g., determining the directors of the summer school, discussing the program etc.)

In general, we expect that while VISWE will initially oversee the organization of educational events as opposed to running them directly, without financial commitment (option 3), , it is likely that something like option 2 will have to be considered for events after the lifetime of KnowledgeWeb. It is at least probable that some form of contract will be needed. Note that until KnowledgeWeb ends some individuals may have dual roles as officers of VISWE and as organizers of events.

## **6.4 VISWE and the VISWE repository (VISWER)**

### **6.4.1 License for the Universal Brokerage Platform**

The VISWE repository (VISWER)<sup>2</sup> is currently based on the universal brokerage platform from KnowledgeMarkets Neumann & Simon KEG. The development of the repository is currently carried out in the education area of KnowledgeWeb and will be finally handed over to VISWE for administration and maintenance. A license for the universal brokerage platform is available for the duration of the KnowledgeWeb project, but a new license will have to be obtained for the time after the end of KnowledgeWeb. This has to be taken into account when the financial provisions in the VISWE statutes are specified. As a backup platform, all meta-data is additionally stored in an installation of the ARIADNE repository.

### **6.4.2 Copyright of learning units**

The copyright of the content provided in the VISWE repository remains completely with the authors, the repository is only a platform for providing the material provided by others. The copyright under which the material is published has to be determined by the provider of the material when publishing it. This means that VISWE is not responsible for copyright issues. All users of resources have to confirm that they will respect the copyright for a resource before they can actually access it.

### **6.4.3 Location of the VISWE repository**

During the KnowledgeWeb project, the VISWE repository will be located on the servers of L3S. After the end of the project, several solutions are possible:

- The VISWE repository is moved to a separate web space which has to be financed by the VISWE association
- The VISWE repository is kept at L3S or another member of VISWE. However, as the amount of data in the repository is expected to become quite large, some contribution from other VISWE members might be needed (this might be financial or, e.g., other VISWE members might take other responsibilities such as the secretariat services). This could be regulated within the association statutes, but it has to be ensured that in principle all members should have the same rights and duties. Voluntary support would be the best solution from the legal point of view.

For the latter option, it is necessary to set up an agreement between VISWE and the hosting institution (university) which regulates, for example, the usage of the resources of the hosting institution (e.g. network capacities, web space) by the VISWE repository.

According to <http://www.saalbau.com/ratgeber/amka6.htm#top> it should be possible to use resources of a public institution at no or reduced costs.

## **6.5 Membership issues**

The members of VISWE can in principle be from any country (not only from Germany). In principle, industry members are possible even in non-profit associations. The individual objectives of industrial members (which are certainly not non-profit) are not important as long as the association objectives justify the ‘non-

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<sup>2</sup> <http://ubp.l3s.uni-hannover.de/ubp>

profit' character of the association and as long as the actions of the association are in line with the objectives. Different kinds of membership are also possible, as in the ARIADNE foundation where industrial members have a different membership status from members from public institutions (Universities). The exact design of the membership fees has to be discussed as part of the creation of the statutes.

There are two options for membership applications:

1. The KnowledgeWeb partner institution becomes a VISWE member (institutional membership)
2. One representative of the partner becomes a member (individual membership).

Option 1 might not be possible in all cases depending on the organizational structure of the KnowledgeWeb partner since, in some cases, the organizational structure does not allow the partner themselves to become a member of an association. For example, many university departments cannot join, but the university would have to become a member in this case, which makes the subscription process (signatures etc.) probably too complex.

Option 2 would only lead to liability issues in case of deliberate acts of steering committee members (as discussed above), so it should be the easier alternative.

Each new application for a membership should be processed by the steering committee which will decide about it. This is intended to ensure that only those members are accepted who will support the objectives of the VISWE foundation. For similar reasons, a mechanism for expelling members should be designed. Both have to be fixed in the statutes of VISWE.

### **6.5.1 Incentives for members**

An important question is what benefit members have from joining the VISWE association (apart from being able to indirectly influence Semantic Web related studies in Europe). This is especially important to attract new members from outside KnowledgeWeb and to keep VISWE up and running after the end of the KnowledgeWeb project. There are several options:

1. Restrict all the services (access to the learning resources, organizational support for education events etc.) to VISWE members only.

This option has been found to be too restrictive, especially regarding the non-profit character of VISWE. VISWE should provide at least some material to the public in order to support education as a public good.

2. Free access to non-editable documents (pdf etc.) and member-only access to the 'source' documents (ppt etc.), if they are available.

This option was found to be very useful. The technical requirements of this approach will have to be examined (currently there is no VISWE membership management in the VISWE repository).

3. Restrict uploading of documents to members only (this option can be combined with option 2).

The advantage of this approach is that the technical administration of the repository has some control over the content being provided on the platform so

that a high quality of the resources can be ensured. A bad example would be, if people use the platform to share illegal material just because of the available disk space in the repository.

The disadvantage is that this might hinder the collection of Semantic Web resources, because some people would rather not like to join VISWE because of the membership fees / the organizational efforts to become a member. Furthermore, a low-level control process for the provided materials is also necessary for member uploads. For resolving the membership fee issue, it could be possible that learning resource providers can get a discount on the fees depending on the provided content. However, there is currently no consensus about this option.

4. Restrict access to the semantic add-ons (from work package 3.3) to members (this option can also be combined with the Option 2 and 3).

This should probably not be used as an incentive to make people join the platform, since KnowledgeWeb wants to support Semantic Web technologies in general. Not restricting access to the semantic add-ons should, therefore, be seen as another means to encourage all people (not only VISWE members) to use Semantic Web technologies.

5. Do not restrict access to any material in the repository, but restrict access to the events to VISWE members (or provide a discount for VISWE members). This option is an alternative to options 2-4.

This would be technically easier than option 2 or 3, but it is difficult to foresee if there are sufficient educational events to attract sufficiently many members. This option has to be discussed more thoroughly.

### **6.5.2 Member obligations**

Basically, there are two classes of obligations: behavioural ones and financial ones. The former relates to very general issues like supporting the objectives of VISWE but also to more specific ones like a correct usage of the resources provided on the platform in accordance with their associated copyright. This is, however, also required from any user of the resources, independent whether he/she is a VISWE member or not.

The financial aspects are more important, especially for the time after the end of the KnowledgeWeb project. The membership fees are expected to cover the costs for running VISWE, which comprise:

- License costs for the Universal Brokerage Platform
- Costs for technical administration of the platform
  - o Web space, bandwidth,...
- Costs for secretarial services, running the general assembly,...
- Optionally (if direct organization of events): Costs for the organization of event (though they should be covered by the event fees)

Therefore, a detailed plan for the membership fees has to be negotiated for the final version of the statutes. It is important to know that there is a maximum yearly fee for non-profit organizations in Germany, which is currently 1000EUR per year per member. The same holds for entrance fees, which are also limited to 1500EUR per

year per member. Example plans are available from the above mentioned associations, ARIADNE and ECMI.

## **6.6 Organizational structure of the association**

Each German association is required to have at least two organs: The steering committee and the general assembly. Further optional organs could be a secretariat for the regular administrative tasks, an advisory board or the like. The function of these optional organs can be defined arbitrarily as long as the legally predetermined function of the steering committee (especially its representation power) is not limited in this way.

### **6.6.1 Steering committee**

The steering committee is the formal representation of the association to the public. It is responsible for all financial issues, for the execution of the statutes, for initiating the general assembly and for all other tasks which have been assigned to it in the statutes. For practical reasons, the terms of office of the steering committee members should be designed so that not all of them have to be re-elected simultaneously.

### **6.6.2 General assembly**

The general assembly is the main decision organ of the association. It should be held once a year (but this can be determined individually in the statutes). The tasks of the general assembly can also be determined individually in the statutes, but typically the tasks are the election of the steering committee, election of the auditors, changes to the statutes (according to the law with 75%majority), approval of the auditors' protocol and the protocol of the steering committee, etc.

In order to make a general assembly possible using a videoconferencing system etc., this should be stated explicitly in the statutes. This also applies to all other electronic means such as invitations to the general assembly sent via email (which can reduce administrative costs).

When designing the statutes, it is important to determine the number of votes each member gets in the general assembly. For example, institutional members could get a higher number of votes than individual members or large institutional members could get a higher number of votes than small institutional members, for example, if they have to pay a higher membership fee. Another issue is to determine who is allowed to become representative of an institution in case of a voting.

### **6.6.3 Secretariat**

Depending on the tasks assigned to the VISWE association in the final version of the statutes, a separate secretariat for the administrative tasks of VISWE might be necessary (such as the organization of events, the organization of the general assembly etc.). In this case, the location of the secretariat has to be decided and how these secretariat services are financed.

## **6.7 Miscellaneous**

In order to minimize the risk for association members, it is always advisable to let the association have certain assurances:

- Liability insurance ([http://www.wegweiser-buergergesellschaft.de/praxishilfen/arbeit\\_im\\_verein/versicherungen\\_gema/haftpflichtversicherung.php](http://www.wegweiser-buergergesellschaft.de/praxishilfen/arbeit_im_verein/versicherungen_gema/haftpflichtversicherung.php))
- Accident insurance (<http://www.saalbau.com/ratgeber/amka10.htm#10.3>)

## 6.8 Summary: The process of creating the statutes

It is important to design the statutes such that the tax office acknowledges the non-profit character of the VISWE association. Therefore, we will seek advice from the legal departments of one or several involved KnowledgeWeb partners. The details of the statutes will depend on this advice and on the negotiations in the upcoming months between those KnowledgeWeb partners, who want to become founding members of the VISWE association.

## 7 Summary and Future Work

This deliverable has discussed the different options for the organizational structure and legal form of the Virtual Institute for Semantic Web Education (VISWE). As a result of the discussion, the following decisions have already been made:

- It has been decided to found VISWE as a registered non-profit association according to German law.
- The location of the association shall be Germany.
- The tasks of VISWE are to run the repository, to support education events in a flexible way, and to provide services to a shared master as far as possible.

This deliverable has also listed the preliminary issues to be considered for the design of the association statutes. However, more work has to be done in this area for the detailed preparation of the statutes, which is the next deliverable of the working group 3.1. Specifically, the following decisions have to be made soon:

- How to separate the tasks of the outreach-to-industry portal and VISWER regarding the storage of material useful for learning
- The membership fees
- Founding members: Personal vs. institutional membership
- Incentives for members
- Steering committee members
- Technical issues around the general assembly of the association (e.g. possible using video conferencing system etc.)

These issues have to be decided for the creation of D3.1.3, the first version of the association statutes.

Furthermore, the relation between VISWE and educational events has to be determined. However, this is done on a case-by-case basis separately for each event. The statutes should be written such that different levels of support become possible.

## 8 References

Documents about the Bologna process: <http://www.bologna-bergen2005.no/>

IVIMEDS: <http://www.ivimeds.org>

ECMI: <http://www.ecmi.dk>



ARIADNE: <http://www.ariadne-eu.org>

Ontoweb summerschool: <http://minsky.dia.fi.upm.es/summerschool/index.html>

KnowledgeWeb summer school

2004: <http://babage.dia.fi.upm.es/summerschool/>

Information about gGmbH:

<http://www.nonprofit.de/verein/vereinsrecht/artikel00196.html>

Information about German ‘associations in common’ (in German):

<http://www.wegweiser->

[buergergesellschaft.de/praxishilfen/arbeit\\_im\\_verein/index.php](http://www.wegweiser-buergergesellschaft.de/praxishilfen/arbeit_im_verein/index.php)

<http://www.gemeinsam-aktiv.de/verein.cfm>

<http://vereinsknowhow.de/organis/>

<http://www.saalbau.com/ratgeber/amka1.htm>