



BYLAWS OF THE 52°NORTH INITIATIVE FOR GEOSPATIAL OPEN SOURCE SOFTWARE GMBH

(v2.0.5)

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Revision History

Date	Version	Editor(s)	Section	Brief description
25.11.2006	0.1	U. Streit	All	This document is based on the Implementation Plan V 0.4., version 27.07.2006 and the 52°North GmbH contract
04.04.2007	0.2-0.5	A.Wytzisk, A. Hitchcock	All	
24.06.2007	0.5.1	A. Wytzisk	All	Pete Schreiber's comments have been included
01.02.2008	1.0	A.Wytzisk		Signature section added
November. 2010	1.1. (Draft)	A. Remke, A.Wytzisk, E.Pebesma	All	General check and update of all articles
February 2011	2.0 (Draft)	A. Remke, A. Wytzisk	All	Adoption to revised license model under discussion, general revision
22 March 2011	2.0.4	A.Remke A.Wytzisk	All	Minor amendments, Version adopted by the 52N Shareholders
06 August 2011	2.0.5	A.Remke A.Wytzisk	3.2	Clarification: 52N strives for non copyleft license type

1 General

These bylaws describe the mission, organization and procedures of the 52°North Initiative for Geospatial Open Source Software GmbH and its Cooperation Partner Network.

1.1 Name

The name of the company is 52°North – Initiative for Geospatial Open Source Software GmbH. In the following referred to as "52°North GmbH".

1.2 Mission

The primary purpose of the 52°North GmbH is to foster innovation in the field of Geoinformatics by organizing a collaborative open source software development process with partners from science, industry and administration. The overall goals are to

- Support research and education in the field of Geoinformatics,
- Support transfer of knowledge between science, industry and practitioners,
- Improve availability of geospatial information technologies, particularly in developing and emerging economies.

As to fulfill its mission the 52°North GmbH shall:

- Organize the 52°North Cooperation Partner Network, assembling research labs, software industry and early adopters as to leverage a maximum of synergies for maturing innovative ideas, concepts and practical implementations.
- Organize communities within this network as to identify common fields of interest, align strategies and organize joint activities like think tanks, conferences and R&D projects.
- Provide a platform for supporting communication and collaboration between partners, and thus facilitate the development of new concepts and technologies.
- Organize the management, quality assurance and distribution of jointly developed software.
- Collect and maintain usage rights for jointly developed software, and provide an Open Source License to the public.
- Provide complementary services as to unfold the use of this software.
- Organize the before mentioned activities as a sustainable business.
- Broadly communicate the network activities and its results, develop 52°North as a brand for excellent R&D collaboration.

1.3 Shareholders and Shares

The 52°North GmbH has been founded in 2006 as a German company limited by shares ("Gesellschaft mit beschränkter Haftung – GmbH"). Shareholders with the indicated shares are:

Shareholders	percent of shares
University of Muenster (Münster, Germany)	26%
University of Twente (Twente, The Netherlands)	26%
Environmental Systems Research Institute Inc. (Redlands, California, USA)	24%
con terra GmbH (Münster, Germany)	24%

The company may not, whether directly or indirectly, compete with one or more of its shareholders.

1.4 Non-profit Status

Although the 52North GmbH is incorporated as a regular company limited by shares, it is laid down in the shareholders agreement that it must act as a non-profit company. The shareholders may not receive any profit shares and, in their capacity as shareholders, no other extraordinary benefits from funds of the company.

1.5 Principle Office

The principle office is located in Muenster, Germany. The mail address is:

Martin-Luther-King-Weg 24
48155 Münster
Germany
Tel: +49 (0)251 396371-0
Fax: +49 (0)251 396371-11

2 52°North Cooperation Partner Network

2.1 Partnership Levels

The 52°North Partner Network consists of 52°North GmbH shareholders and an open number of cooperation partners. According to the various intentions and contributions of potential partners, four partnership levels have been defined:

- Shareholders
- Principal Partners
- Associate Partners
- Developers

2.1.1 Shareholders

The shareholders are both the founding institutions of the 52°North partnership network and the legal entities, which form the shareholders assembly of the 52°North GmbH. They are responsible for the overall setup of the 52°North GmbH. At the same time, the shareholders have all the rights and duties of principal cooperation partners.

2.1.2 Principal Cooperation Partners

Principal Cooperation Partners are strongly committed to the 52°North Open Innovation process. They are represented in the Scientific and Technical Advisory Board and thus driving the overall strategies and roadmap of the 52°North Cooperation Partner Network. Only public or private bodies can become Principal Partners.

Principal Cooperation Partners

- Are the strategic members of the 52°North Cooperation Partner Network. They drive the overall strategy and roadmap of the 52°North Cooperation Partner Network,
- Are authorized to use the 52°North Cooperation Partnership Logo,
- Contribute to the collaborative software development process of several 52°North Communities,
- Propose further members of the Scientific and Technical Advisory Board,
- Provide a fixed annual contribution to the overheads at 52°North GmbH, which arise from non-billable administration, IT and marketing efforts for supporting the 52°North Partner Network (Principal Partnership Fee).

Both the Executive Board and the Scientific and Technical Advisory Board can propose new Principal Cooperation Partners to the shareholders, who decide on accepting a new Principal Cooperation Partner.

2.1.3 Associate Cooperation Partners

Associate Cooperation Partners actively support the overall open innovation approach of 52°North. They actively contribute to and benefit from at least one 52°North Community. Only public or private bodies can become Associate Cooperation Partners.

Associate Cooperation Partners

- Are active members of the 52°North Cooperation Partner Network and as such authorized to use the 52°North Cooperation Partnership Logo,
- Contribute to the collaborative software development process of at least one 52°North Community,
- Provide a fixed annual contribution to the overheads at 52°North GmbH, which arise from non-billable administration, IT and marketing efforts for supporting the 52°North Partner Network (Associate Partnership Fee).

New Associate Cooperation Partners are determined by the Executive Board.

2.1.4 Developers

Developers are individuals taking part in 52°North's collaborative open source software development process.

Each Developer

- Contributes to 52°North's collaborative software development process and is an active member of at least one Community,
- Has the right to use the 52°North Cooperation Partnership Logo,
- Receives an official certificate attesting his/her status as a 52°North Developer.

New 52°North Developers are determined by the 52°North Executive Board.

2.2 Partnership Fees

The Partnership Fees are fixed annual contributions to the overheads at 52°North GmbH, which arise from non-billable administration, IT and marketing efforts for supporting the 52°North Partner Network.

- Principal Cooperation Partners:
Each Principal Cooperation Partner is obliged to pay a Cooperation Partnership Fee of 25,000 Euro p.a. to the 52°North GmbH. There is an additional one-time fee of 25,000 Euro for those who have not been actively involved in the company foundation procedures before January 2006. This is seen as their contribution to the efforts spent by the founding partners on setting up 52°North and its legal structure. .
- Associate Cooperation Partners:
Each Associate Cooperation Partner is obliged to pay a Cooperation Partnership Fee of 5,000 Euro p.a. to the 52°North GmbH.
- Developers:
Developers are not required to pay cooperation partnership fees.

A Cooperation Partnership Year does adhere to the calendar year. At the beginning of the year, each cooperation partner receives an invoice on the annual partnership fee. These fees are paid in cash or via bank transfer.

The Executive Board can decide, case-by-case, to allow in-kind contributions, which must entail services needed by the 52°North (i.e. services, which would have to be rendered by 52°North staff members otherwise). Cooperation Partners who pay via in-kind contributions agree on an assignment of services, which can be rendered and invoiced by the partner based on a daily rate of EUR 225.--. This lump-sum charge equals the average direct costs 52°North would have to render these services itself.

All Cooperation Partnership Fees are liable to VAT. The Cooperation Partnership Fees may be changed by the shareholders' decision.

2.3 Organizational Structure

2.3.1 Scientific and Technical Advisory Board (STAB)

The 52°North GmbH has a Scientific and Technical Advisory Board (STAB). Its tasks are:

- To advise 52°North GmbH and 52°North's Communities in respect to scientific, organizational and technical questions arising from 52°North's objectives.
- To assess the 52°North GmbH activities once a year and to report on this to the Shareholders Assembly.
- To assess the 52°North Partner Networks' activities once a year and to report on this to the Shareholders Assembly, the Partners and the public.

Each Principal Cooperation Partner has the right to appoint and discharge one member of the STAB. Additional members are appointed and discharged by the Shareholders Assembly.

The STAB shall create its own set of standing rules. It shall elect a chairperson from among its members.

Membership in the STAB is honorary. The members receive no remuneration for their services. The 52°North Shareholders Assembly, however, may resolve on a case-by-case basis that a STAB member receives compensation in a reasonable amount for the costs of travel to STAB meetings.

2.3.2 Executive Board

The 52°North Executive Board consists of the 52°North GmbH's General Managers and the Community Leaders. It is led by the Managing Directors.

The 52°North Executive Board is responsible for the operational management of the 52°North Partner Network. This includes without being limited to:

- Identifying common goals, strategies and potential synergies within the 52°North Partner Network
- Organizing the 52°North Community Management and providing communication support

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- Organizing the software development process, release management, quality management
 - Managing the intellectual property rights, publishing the software under an Open Source License
 - Acquiring and coordinating joint research and development projects
 - Communicating the 52°North Partner Network Activities, public relations

2.3.3 Communities

The collaborative software development process is organized in so-called 52°North Communities, which are set up and terminated by the Executive Board in consent with the STAB.

The Executive Board appoints a Community Leader for each Community. The main tasks of the Community Leader are to drive the definition of the Communities' goals and roadmap and to facilitate Community activities as to foster effective collaboration and tangible benefits for the participating institutions and individuals.

The common understanding of the community leader's tasks and the capacity provided to fulfill these tasks shall be laid down in a Memorandum of Understanding, signed by the 52°North GmbH, the Community Leader and - if the Community Leader's organization has to agree to this – by the Community Leader's organization.

3 Licensing Model

3.1 Objectives and Principles

Aim of the 52°North Partner Network is to foster innovation in the field of Geoinformatics by organizing a collaborative software development process. All contributions to the 52°North software development process shall be managed within the 52°North Software Repositories and published under a Free and Open Source Software License (Managed Software).

The 52°North GmbH shall collect the usage rights of all contributions, as far as they are required to entitle the 52°North GmbH to

- Grant the Open Source license to potential users
- Change the terms of the Open Source License for a particular software project if this is deemed to better support the goals of the 52°North Partner Network. Changing the license terms of the Open Source License would have to be a decision of the Executive Board in unanimous consent with the STAB. If there is no unanimous consent, the shareholders shall decide on the new Open Source License terms.
- Exceptionally grant additional licenses with individual terms and conditions if required by potential users for good reasons. As far as these licenses are proprietary licenses the legal entity which is requiring such a license has to pay a license fee. This fee will be used to co-finance the overheads of the 52°North GmbH.
- Take legal measures against misuse of the software.

In addition to software, which is managed by the 52°North GmbH, the company may offer to host third party software within the 52°North repositories (Hosted Software). In this case the software is not managed by the 52°North GmbH and the terms and conditions, which apply to the use of this software shall be clearly stated.

3.2 License Type

The 52°North shall provide for all software managed by the 52°North a non-copy-left type of license (e.g. Apache 2.0), which provides potential users from academia, private business and public administration with maximum degrees of freedom to use, adapt and redistribute the software and derivative works in any combination with other software.

The 52°North software projects may, for good reasons, use other OSI approved Open Source license types. For reasons of simplicity and communication, 52°North strives towards using a single, unrestrictive non-copy-left license for most, if not all of its source code.

4 Evaluation of Success

A task related and financial evaluation will be carried out each year. The evaluation is prepared by the Managing Directors in cooperation with the Scientific and Technical Advisory Board. The evaluation results shall be presented to the Shareholders Assembly.

Münster, August 6, 2011



Dr. Albert Remke



Dr. Andreas Wytzisk