



Open access  
**virtual testing protocols**  
for enhanced  
**road user safety**

## **Articles of The OpenVT organisation**



This project has received funding from the European Union's Horizon 2020 research and innovation programme under grant agreement No 768960.



# Articles of the organisation

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## General regulations

### Article 1 – Name and registered headquarters

The association is called *The OpenVT Organisation* and constitutes an association according to Art. 60ff of the Swiss Civil Code.

*The OpenVT Organisation* is registered at Winkelriedstrasse 27, 8006 Zürich, Switzerland (c/o AGU Zürich).

### Article 2 – Neutrality

*The OpenVT Organisation* is a politically independent and secular association.

### Article 3 – Objectives

Objectives of *The OpenVT Organisation* are:

- Run and own The OpenVT platform and the associated domain openvt.eu.
- Provide OpenVT as an open platform for virtual testing (VT) in road safety and injury biomechanics in general.
- Own the copyrights of open source projects related to VT and biomechanics.
- Host open source projects related to VT and biomechanics on The OpenVT platform, maintain them and ensure the sustainable evolution in the future, provide user support.
- Promote and support research related to virtual testing and computer modelling in biomechanics and traffic safety.

## Organisation

### Article 4 – Authorities

Authorities of *The OpenVT Organisation* are the General Meeting, the Committee and the Auditor.

### Article 5 – General Meeting

The General Meeting (GM) convenes at least once per year; this regular assembly is called by the Committee with at least 30 days notice. The call should state the place and time of the GM assembly and the proposed agenda. The GM can convene either in person or remotely. An extraordinary assembly of the GM can be called by the Committee or by a written request of at least one fifth of the members, on 30 days notice.

All members have equal voting rights at the GM. Members not attending the GM assembly may assign their vote to another member. In order for a GM assembly to be valid, at least 40 percent of the members must be present or represented. If the minimum attendance for a valid GM assembly is not met, the Committee immediately calls a new assembly, which takes place at the latest 40 days later and is valid even if the minimal attendance requirement is not fulfilled. Resolutions are passed by a valid GM assembly with the vote of a majority of the members present or represented, by secret ballot if a present member requests so.

The GM elects the members of the Committee and the Auditor by majority vote of the members present or represented, by secret ballot if a present member requests so.



The GM supervises the activities of the Committee and decides on all matters brought to it in a way to follow the objectives of the organisation. The GM accepts or refuses membership applications by resolution.

The GM decides on which Open Source Projects are hosted on The OpenVT platform and supervises their activities.

During the regular assembly, the GM grants discharge, i.e. approves the reports and all actions and decisions of the Committee by resolution. The members of the Committee are excluded from the vote on their own discharge.

The GM may decide to change the articles, except the Objectives (Article 3), by resolution. Requests to change the articles must be announced to all members in writing at least 30 days before the assembly, including the old and new formulation of the articles. The Objectives (Article 3) may be changed in the same way, but require unanimous vote of all members present or represented.

## Article 6 – Committee

The Committee consists of a President, a Vice President, a Treasurer and a Secretary. These positions must be held by 4 different persons.

The members of the Committee are elected by the General Meeting from among the full members for a one-year term and can be reelected.

The Committee is responsible for the day-to-day business of *The OpenVT Organisation*, as well as for preparing and executing the assembly of the General Meeting.

The President is *The OpenVT Organisation's* official representative. The President shall preside at all GM assemblies and, with the concurrence of the GM, shall appoint sub-committees and their chairs as appropriate. The Vice-President shall serve in the President's stead should the President be absent or otherwise unable to serve or act. The Secretary shall record the minutes of all GM assemblies and distribute them to the members for approval during the following meeting. The Treasurer, under the supervision of the GM, shall oversee the receipt of all monies, the deposit thereof into *The OpenVT Organisation* accounts and all payments of *The OpenVT Organisation's* debts and obligations.

Committee members serve unsalaried although they can claim monetary compensation for actual expenses or reimbursement for cash outlay. In certain exceptional situations where a Committee member expends a particularly large amount of time on behalf of the organisation, reasonable compensation may be considered by the GM.

## Article 7 Auditor

The Auditor conducts an annual review of the financial administration, cash management and accounting procedures. The Auditor is required to submit a written, signed letter to the GM, verifying whether the financial management of the organisation conforms to acceptable accounting practices. The Auditor may be a member of *The OpenVT Organisation*, a non-member or an independent accountant. The Auditor is elected by the GM for one year and can be re-elected. The Auditor may be dismissed by a majority vote of the GM.



## Article 8 – Subcommittees

For each open source project (OSP) hosted on OpenVT, the Committee may decide to form a Subcommittee. The members of the Subcommittees are nominated by the active developers of the corresponding OSP and appointed by the Committee.

The subcommittees shall oversee and govern the development and maintenance of the corresponding OSP. They develop a yearly roadmap and decide on official releases. They can decide to charge an appropriate support fee to cover expenses and hire staff to deal with support requests if needed. The members of the Subcommittees serve unsalaried, with the same exceptions as the Committee members. The Subcommittees report to the General Meeting.

## Article 9 – The OpenVT administrators

The OpenVT administrators (OVTA) are appointed by the Committee. The OVTA are responsible for the daily maintenance and administration of The OpenVT platform and server, such as user and content administration. The OVTA serves unsalaried, with the same exceptions as the Committee members.

## Membership

### Article 10 – Membership

Only natural persons who support the objectives can be members of *The OpenVT Organisation*. The GM defines by resolution a list of additional requirements for new members and a maximum number of members.

### Article 11 – Sponsorship

Legal entities as well as natural persons can become sponsors of *The OpenVT Organisation*. Sponsors do not have a vote in the General Meeting. However, they may participate in the assemblies of the General Meeting in a reporting and consultant role. If the sponsor is a legal entity, it may be represented by a person who can but does not have to be member of *The OpenVT Organisation*. If the representative is also member of *The OpenVT Organisation*, his or her right to vote is unaffected by the fact of representing a sponsor.

### Article 12 – Nomination

Membership candidates submit a written application to the Committee for approval by the GM, on which the GM decides according to the membership requirements. In order to accept the application, at least two thirds of the members present or represented at the General Meeting assembly have to approve of it. The GM may deny a membership application without specifying the reasons. If the application is accepted, membership takes immediate effect, unless the GM has decided on a non-zero yearly membership fee (in this case, the membership is validated with the payment of the fee). A new member can only be accepted by the GM if including the new member no more than 30% of the members are affiliated with the same organisation or company less than 50% are affiliated with industrial enterprises.

Applications for sponsorship are decided on by the Committee. The sponsorship takes effect as soon as the Committee has accepted the application and at least the minimum sponsoring donation has been paid. The Committee may deny the application without specifying the reasons.

### Article 13 – Membership fees

The General Meeting decides on the yearly membership fee and on the minimum yearly amount to be donated by sponsors. While the membership fee can be set to zero, the minimum sponsoring donation must be greater than zero.



### Article 14 –Resignation/exclusion

All members and sponsors have the right to resign subject to six months’ notice expiring at the end of the calendar year. The Committee may permit a resignation on shorter notice in individual cases. Already paid fees and sponsoring donations cannot be refunded in case of resignation.

Members and sponsors can be excluded by resolution of the GM.

## Dissolution

### Article 15 – Dissolution

The dissolution of *The OpenVT Organisation* can be pronounced by the General Meeting by unanimous vote of the members. Dissolution requires a vote of at least 75% of the full members. Proxy voting is allowed. The vote on dissolution must be announced by the Committee at least 60 days in advance; a proxy voting form must be provided.

The GM decides by majority vote on the disposition of the assets and properties of *The OpenVT Organisation*. Assets may be given to non-profit organisations based in Europe with similar objectives or to university institutions. Immaterial property may only be given to universities and other public research institutions.

## Additional items

### Article 16 – Liability

The association limits liability only to the goods of the association according to its property list. Liability of individual members is excluded.

### Article 17 – Legal force

These articles were approved by the General **Meeting on October 25, 2021** and came into force immediately.

Signature—President

Signature – Vice President