

1. NAME

- 1.1 The name of the association is “The COGAIN Association” (hereafter “Association”).

2. PURPOSE

- 2.1 The Association aims to promote research and development in the field of gaze-based interaction in computer-aided communication and control.

3. ACTIVITIES

- The purpose of the Association will be fulfilled by any of the following activities:
- 3.1 The Association may organize an international conference (hereafter “Conference”) in its field at least every two years.
- 3.2 The Association may utilize the COGAIN website <http://www.cogain.org> and corresponding mailing lists.
- 3.3 The Association may apply for research funding.
- 3.4 The Association may provide educational services.
- 3.5 The Association may provide consultation services.
- 3.6 The Association may promote the use of shared infrastructure by setting up a list of shared resources at the disposal of the members.
- 3.7 The Association may organise the COGAIN student competition.
- 3.8 The Association may exercise fundraising.

4. ADDRESS

- 4.1 The Association is legally based in Denmark.
- 4.2 The address of the Association will be available on the website of the Association.
- 4.3 The WWW address of the Association is <http://www.cogain.org/association>. The e-mail address of the Association is association@cogain.org.

5. MEMBERS

- 5.1 A person or an institution becomes a member (hereafter “Member”) of the Association by an application for membership to be approved by a member of the Management Board and by paying the membership fee.
- 5.2 Each Member is entitled to one vote in the General Assembly.
- 5.3 The General Assembly may suspend or expel a Member.
- 5.4 Any Member may resign by writing to the President at any time. Resignation does not relieve the resigning Member from any obligation owed to the Association.
- 5.5 Membership of the Association is not transferable or assignable.
- 5.6 No Member is personally liable for any indebtedness or liability of the Association.

6. GENERAL ASSEMBLY

- 6.1 The affairs of the Association are approved by its General Assembly (“GA”). The GA is responsible for the actions performed on behalf of the Association.
- 6.2 The GA consists of all Members of the Association.
- 6.3 The GA delegates the management of the activities to the Management Board (“MB”) by electing it.
- 6.4 The GA annually elects the MB and an auditor who is not a member of the MB for a one-year term.
- 6.5 The GA may extend or decrease the number of positions in the MB.
- 6.6 The GA selects the Members of the MB by a majority vote.
- 6.7 The President is responsible for coordinating the activities of the GA.

- 6.8 A member of the Association that is not a member of the MB chairs the meetings of the GA. The Secretary-Treasurer takes the minutes of the GA meetings. The President represents the Association in dealing with third parties. He or she performs all duties as may be prescribed by the GA. He or she may assign duties to other GA Members.
- 6.9 In the absence of the President, the Vice President takes over the duties of the President.
- 6.10 The Secretary-Treasurer prepares the annual report, the financial report and the yearly budget including a suggestion for the annual membership fee of the Association.
- 6.11 The decisions of the GA shall be made by majority vote. The Secretary-Treasurer shall maintain a record of decisions made by the GA. The business of the GA shall be carried out through e-mail and other means of communication.
- 6.12 The GA meets annually in a face-to-face meeting or by e-mail. In a face-to-face meeting the Members may be present either in person or by proxy.
- 6.13 The agenda of an ordinary General Assembly meeting shall contain the following items:
1. Election of a Chair for the General Assembly
 2. The President's annual report about the activities of the Association
 3. Audited financial report for approval
 4. Size and the time of payment of the membership fee
 5. Budget for approval.
 6. Election of 5 board members and 3 substitutes.
 7. Election of 1 Auditor
 8. Items on the agenda proposed by the Members
 9. Any other business
- There can be no votes under the "any other business" item.
- 6.14 At a GA meeting five per cent of the Members constitute a quorum. If the meeting and/or ballot is held by electronic means, one-third of the Members constitute a quorum.
- 6.15 Voting may take place by a show of hands at a meeting of the Members or by electronic, paper or mixed ballot. Decisions are approved by majority vote.
- 6.16 The date of a face-to-face or e-mail meeting of the GA shall be announced at least a month before the meeting. The agenda and accompanying documentation shall be available one week before the meeting.
- 6.17 The decisions made by majority vote at the GA overrule decisions made by the MB.
- 6.18 Should a GA be summoned and not have a quorum, then a second GA is summoned within two weeks to be held after a month's notice. At the second GA meeting any members present constitute a quorum.

7. MANAGEMENT BOARD

- 7.1 The MB consists of at least five members: a President, a Vice President, a Secretary-Treasurer, a Conference Chair and an Editor. Additionally, three substitutes will be selected to stand by if a Member of the MB resigns.
- 7.2 A Member shall serve in the MB for a maximum of six consecutive one-year terms.
- 7.3 The President chairs the meetings of the MB. The Secretary-Treasurer takes the minutes of the MB meetings.
- 7.4 The MB meets when necessary as judged by the President or if at least half of the members of the MB request the President to summon a meeting. Such a meeting must take place within one month of the date the President becomes aware of the request.
- 7.5 The decisions of the MB shall be made by majority vote amongst all members of the MB including members not present. In a face-to-face meeting the Member can be

present either in person or by proxy. The President's vote or in the absence of the President, the Vice President's vote is decisive in case of equal votes.

7.6 The MB needs the approval of the GA to initiate actions that are not implied by the statutes, any earlier decisions or customs of the GA. The approval may be obtained post-hoc, but not later than six weeks after a decision has been made.

7.7 Duty as a MB member is unpaid. However, if it is judged reasonable, compensation can be given for specific services for promoting the interests of the Association and for accounting.

8. FINANCES

8.1 Contracts of and payments by the Association are signed by the President and one other member of the MB.

8.2 The budget for the Conference is approved by the GA and by the host institution (represented by the "Organization Chair"). A distribution of profits and losses between the Organization Chair and the Association shall be an appendix to the agreement between the Association and the Organization Chair. The budget of the Conference is not part of the budget of the Association.

8.3 Any person acting in good faith for or on behalf of the Association and with the approval of the GA shall be indemnified by the Association against any expenses incurred in connection with any claim or suit arising from that action.

9. THE CONFERENCE

9.1 The organization of the Conference may be delegated to an Organization Chair by the GA. The budget of the Conference is approved by the MB for presentation to the GA. The Organization Chair shall form an organization committee.

9.2 The MB shall make an agreement on behalf of the Association and the organization committee. The Conference Chair shall control the execution of the agreement.

9.3 The MB shall appoint one or more persons as program chair for the Conference (the "Program Chair"). The Program Chair is responsible for the program and the publication of the proceedings of the Conference. The Program Chair does not need approval of any member of the Association for decisions regarding the content of the Conference. The Program Chair shall form a program committee.

10. THE COGAIN PORTAL

10.1 The COGAIN Portal has an editor (the "Editor").

10.2 The Editor appoints Associate Editors as needed.

10.3 The Editor prepares the annual financial report and a budget for the next year for the Portal, and shall have it included in the annual report and the budget of the Association.

11. INTELLECTUAL PROPERTY RIGHTS

11.1 Issues concerning intellectual property rights will be agreed upon on a case-by-case basis with the contractors.

12. AMENDMENTS

12.1. Any member may propose to the GA to amend, adopt or repeal any clause of this constitution. Amendments shall be accepted by a ballot by majority vote. Such proposals must be sent to the Secretary-Treasurer at least two weeks in advance of the GA.

13. DISSOLUTION

- 13.1 The dissolution of the Association can take place if two consecutive GA meetings decide upon it.
- 13.2 On dissolution of the Association, its assets remaining after payment of all debts and liabilities shall be donated to UNICEF.

14. CONFLICTS

- 14.1 The Danish version of the statutes is legally valid. Danish law is applicable in case of any conflict related to the activities of the Association.

Signed on 3 September 2008: