

DAMA International—Forming Chapter Letter of Intent

This Forming Chapter Letter of Intent (“LOI”) is presented to Data Management Association International, Inc. (“DAMA-I”) with an address at 2512 E Evergreen Blvd, Suite 1023, Vancouver, WA 98661-4323 in the United States of America by the individual Founding Members (listed on the signature page of this LOI) of the proposed DAMA-I affiliated chapter which will be located in the city of [REDACTED] and the country of [REDACTED]:

Proposed Chapter Name (see Appendix A): _____

Chapter Postal/Mailing Address: _____

(collectively, the Founding Members are the “Chapter” or “Forming Chapter”) and is effective as of the date on which all parties have executed this LOI (“Effective Date”). Collectively, DAMA-I and Forming Chapter may be referred to as the “Parties,” and individually each as a “Party.”

WHEREAS, DAMA-I is a not-for-profit, vendor-independent, global association of technical and business professionals dedicated to advancing the concepts and practices of information and Data Management with an interest in promoting the highest professional standards, providing useful resources and information in its field, supporting Data Management practitioners, and protecting its intellectual property.

WHEREAS, Forming Chapter is in the process of forming an independent organization that shares DAMA-I’s values and principles and wishes to become a DAMA-I affiliated chapter, and DAMA-I has reviewed the evidence presented by Forming Chapter and approved its status as a forming chapter.

THEREFORE, in exchange for the promises made in this LOI, and other good and valuable consideration, the sufficiency of which are acknowledged, the Parties agree that these recitals and definitions are incorporated into the LOI and also as follows:

- I. **Approval Process.** Forming Chapter represents to DAMA-I that it has fulfilled the following DAMA-I requirements:
 - a. Forming Chapter has at least three (3) founding members, none of whom are employed by, or otherwise professionally engaged or associated with, the same company or organization;
 - b. Forming Chapter has proposed a name for the forming chapter which complies with the Chapter Naming Requirements included on Appendix A (attached to and made a part of this LOI).
 - c. Each of Forming Chapter’s founding members has executed this LOI and agrees to comply with its terms;
 - d. Forming Chapter has established an online presence on networking and/or social media web sites; and



- e. Each of Forming Chapter's founding members has executed (and submitted such executed copies by email to chapters@dama.org) the applicable DAMA-I code of ethics (the current version of which is available on the DAMA-I website), and any other DAMA-I written policies which might apply to forming chapters.

II. Forming Chapter Obligations

- a. Obligations. During the entire DAMA-I affiliation process, Forming Chapters must adhere to the restrictions or requirements included in this LOI but at a minimum the Forming Chapter shall:
- i. Ensure that the Forming Chapter is only referred to by its full legal or trade name, which must comply with the Chapter Naming Requirements attached to and incorporated into this LOI as Appendix A;
 - ii. Ensure that any and all written and oral communications, publications, and internet presence by the Forming Chapter include the phrase "Forming Chapter" so that members of the public and recipients of such materials are not led to believe that the chapter is already an affiliated chapter of DAMA-I;
 - iii. At least once per month, submit a report to DAMA-I (via email addressed to chapters@dama.org) of the Forming Chapter's progress in becoming affiliated; and
 - iv. Strictly comply with the applicable DAMA-I code of ethics and any other DAMA-I written policies which might apply to forming chapters.
- b. Revocation of Status. If Forming Chapter fails to adhere to the requirements of Section II.a, or fails to make sufficient progress or meet any deadlines set by DAMA-I, DAMA-I may revoke the Forming Chapter's status as a forming chapter. If Forming Chapter does not become a DAMA-I affiliated chapter by one (1) year from the Effective Date of this LOI, unless DAMA-I has granted Forming Chapter a written exception, Forming Chapter must cease all use of DAMA-I name, trademarks and copyrighted materials, including without limitation, in its name, online presence, written materials, social media accounts, or any other forms which might suggest that Forming Chapter is affiliated with DAMA-I.

III. Forming Chapter Benefits

- a. Presidents' Council Meetings. Once approved by DAMA-I as a forming chapter, Forming Chapter may designate one individual and two alternates to attend monthly Presidents' Council Meetings.
- b. Listing on DAMA-I Web Site. DAMA-I will include Chapter on its directory of forming and affiliated chapters published on its website. The website listing may include, without limitation, Forming Chapter's name and a direct link to its website.



IV. Miscellaneous

- a. No License or IP Rights Granted. Forming Chapter acknowledges and agrees that “DAMA-I Intellectual Property” means all inventions, publications, designs, drawings, modifications, enhancements, discoveries, copyrights, trademarks, trade secrets, know-how and patents, (including the non-U.S.A. equivalents of the aforementioned and any derivative works thereof) regardless of the form or media and whether or not created prior to or after the Effective Date. DAMA-I owns the DAMA-I Intellectual Property and nothing in this LOI conveys or shall be deemed to convey any interest in or license to use the DAMA-I Intellectual Property by Forming Chapter.
- b. Independent Status. Forming Chapter and DAMA-I are, and will remain, separate independent entities, each with its own directors, officers, corporate governance and operating procedures, assets, and liabilities. Nothing in this LOI shall alter the Parties’ status as independent entities, nor will it create any relationship of agency, partnership, parent/subsidiary, employer/employee, or joint venture between the Parties. Neither Party has the legal authority to hold itself out as an agent or representative of the other, nor to bind the other party in any way.
- c. Entire Agreement. This LOI contains the entire agreement between the Parties as to its subject matter and supersedes all prior oral and written agreements between the Parties as to the subject matter hereof, including without limitation any previous written agreement related Chapter’s affiliation with DAMA-I.
- d. No Promise of Affiliation. Nothing in this LOI shall be deemed as a promise by DAMA-I to approve Forming Chapter as an affiliated chapter.
- e. Counterparts. The Parties agree that this LOI may be executed in one or more counterparts, each of which shall be deemed an original and all of which together, shall constitute one and the same document.
- f. Non-Discrimination Statement. Neither Party will discriminate based on race, ethnicity, gender or gender identity, age, sexual orientation, economic status, physical appearance, mental or physical disability, political or religious affiliation with respect to membership, speakers, sponsors, or selection of board members.
- g. Privacy Laws. The Parties agree that any personal information that either Party gathers or has access to pursuant to this LOI may be subject to applicable privacy laws and each Party agrees to comply with such laws in the handling, processing, storage, or transfer of any such information.

[Signatures appear on the following page]



IN WITNESS WHEREOF, each Party has caused its duly authorized representative to execute and accept this LOI as of the Effective Date.

Founding Members of Forming Chapter
(founding members must each sign individually)

**Data Management Association
International, Inc.**

Founding Member Name:

By:

Signature:

Name:

Date:

Title:

Date:

Founding Member Name:

Signature:

Date:

Founding Member Name:

Signature:

Date:

Founding Member Name:

Signature:

Date:



Appendix A

DAMA-I Chapter Naming Requirements

Legal Names vs. Trade Names

Every entity is required to have a legal name when it is formed or organized. The legal name is the name submitted on the paperwork and forms (e.g., applications, articles of incorporation, articles of organization, by laws, etc.) and registered with the appropriate government agency with jurisdiction over the formation of corporate entities in that locality. Sometimes there may be restrictions on which name a new entity may claim, for example, if it is too similar with or identical to an already existing entity.

In addition to its legal name on record, an entity may choose to operate under a different name, or a trade name. A trade name (sometimes referred to as “doing business as,” “d/b/a,” “assumed name” or “fictitious business name”) is the name under which an entity trades publicly or operates with the general public. In some jurisdictions, an entity must register its trade name with local government authorities so that the public is notified that the entity is conducting business under a name other than its legal name.

One example of a business with separate legal and trade names is Walmart. Walmart’s legal name is Wal-Mart Inc., but the name it uses on its advertising and website and what most people refer to is just Walmart.

The naming requirements outlined below are intended to apply to chapters’ trade names only. Newly forming chapters may choose to follow these requirements when choosing their legal name as well, but it is not required.

The rationale for DAMA-I imposing strict requirements on how its chapters are named is to avoid confusion within regions with multiple chapters and to create consistency with how chapters are named globally. For example, if a chapter in Toronto is known as “DAMA Canada” but a new chapter is formed and approved for affiliation in Calgary, there would be confusion as to which chapter potential members could/should join.

Chapter Naming Requirements—

The trade names of ALL DAMA-I Chapters MUST follow one of the following conventions (the “Chapter Naming Requirements”):

DAMA <Country> <City> (e.g., DAMA Thailand Bangkok)

DAMA <City> (e.g., DAMA Calgary)

DAMA <Country> <State/Department/Province> (e.g., DAMA Colombia Antioquia)

DAMA <State/Department/Province> (e.g., DAMA Minnesota)

DAMA <Geographic area within a Country> (e.g., DAMA New England)

