

## STATUTE

### THE INTERNATIONAL ASSOCIATION FOR ONTOLOGY AND ITS APPLICATIONS (IAOA)

#### NAME and PURPOSE

##### *1. Name and Domicile*

According to Art. 60ff. of the Swiss Civil Code (ZGB), there exists an association for the promotion of socially valuable ends named “The International Association for Ontology and its Applications” (acronym: IAOA), hereafter “the Association”. It has its domicile in Bern.

##### *2. Association Purpose*

The purpose of the Association is to promote interdisciplinary research and international collaboration at the intersection of philosophical ontology, linguistics, logic, cognitive science, and computer science, as well as in the applications of ontological analysis to conceptual modelling, knowledge engineering, knowledge management, information-systems development, library and information science, scientific research, and semantic technologies in general.

Every political, union, professional or class aim is excluded. The IAOA does not pursue any commercial purpose and does not strive for financial profit. Its committee members work in an honorary capacity.

##### *3. Association activities in order to achieve the purpose*

The Association will achieve its purpose by engaging in different kinds of activities, including:

- Educating interested stakeholders on what ontologies are and how they can be effectively utilised.
- Promoting cooperation among public and private institutions, cultural associations, consortia, and cooperative societies that pursue

**Kommentar [FL1]:** comments here arose from the German translation of the Statute, end of Oct 2014

As of Oct 29, 2014: changes herein were made to v5-en, but still need to be transferred to v6, the working version for the to-become-final revision

**Kommentar [FL2]:** delete?

similar aims;

- Establishing connections with national and international institutions that pursue similar aims;
- Supporting the development of collaborations between research and industry;
- Supporting international scientific exchanges, paying particular attention to rising and developing countries;
- Supporting the publication of journals and books, potentially through direct agreements with publishing companies;
- Stimulating research in areas related to the Association's purpose through the establishment of scholarships, fellowships, and awards;
- Organising, potentially in cooperation with related organisations, scientific meetings, conferences, educational activities and similar events;
- Creating temporary or permanent groups comprising members who share specific interests;

The way in which the activities take place is specified in the Bylaws.

#### *4. Location*

The Association's head office is in Bern, Switzerland.

The Association may establish territorial Chapters, abroad, in order to better pursue its objectives regarding a specific country or set of countries. The way by which such Chapters are organised is defined in the Bylaws and regulated, as may be legally necessary, by the laws of the host states.

#### *5. Incomes and Property*

To promote its aims the Association disposes of the following income and property:

- a) Membership fees;

b) Registration fees for events organised by the Association, such as conferences, congresses, and courses;

c) Donations, grants, testamentary bequests and legacies, and every other income, proceeds, or contribution to carry on the Association's activities;

**Kommentar [FL3]:** Would this fall under „every other income“?

d) Contributions by public bodies directed to specific and well-documented programs pertaining to the Association's purpose;

**Kommentar [FL4]:** is this restriction necessary?

e) Incomes coming from transfer of goods and from supply of services to members or third parties, also in the context of commercial economic activities, as long as such activities are performed in an ancillary or subsidiary way, and however directed to the achievement of institutional goals;

f) Incomes deriving from promotional initiatives.

Any direct or indirect form of distribution to members of incomes, profits, or operating surpluses is prohibited; profits or operating surpluses must be used for the Association's activities as described by this Statute.

**Kommentar [FL5]:** Could there be a contradiction to being able to pay money to members who provide any paid service? Insbesondere: was wäre eine „indirekte Verteilung“?

The Association's business/fiscal year coincides with calendar year.

## 6. Membership

All individuals and juridical persons of any nationality can be members of the Association if they share its goals.

**Kommentar [FL6]:** (based on MH) Is this applicable to juridical person?

Unless otherwise waived by the Executive Council, members must pay a yearly membership fee. The membership fees are determined and made publicly available by the Executive Council. Members have the right to participate in all Association activities and to vote in the Association Assembly. Members are required to accept without reservation the present Statute and the Bylaws, and to agree to the Association's purposes.

**Kommentar [FL7]:** What exactly is meant here?

**Kommentar [FL8]:** This exception produces a contradiction with Art. 11, even if there it says just "The title of Member" is not transferable ... but still, all rights are lost with death, so: what and how is anything to be transferred? For consistency and due to irrelevance to tax exemption, this phrase is omitted in v5-en and v5-de.

Membership and benefits due to membership fees and contributions are not transferable, ~~except for transfers because of death~~, and are not to be revalued.

**Kommentar [m9]:** entsprechend den früheren Kommentaren zu Art. 11 entfernt; ACHTUNG: das muss in v5-en noch angeglichen werden (ich habe es bislang nur in der „v5-Kommentarfassung“ vorgenommen, weiß aber nicht, welches Dokument Du da einbinden wirst)

We distinguish the following membership categories:

- a) Regular Members: individuals whose membership request has been accepted by the Executive Council and who have paid the yearly fee.
- b) Institutional Members: professional societies or public bodies, whose membership request has been accepted by the Executive Council and have paid the yearly fee for Institutional Members. Institutional Members must share the purposes of the Association and support its initiatives. As regulated by the Bylaws, they have the right to enjoy facilities regarding the participation of their members or employees in the Association's activities. Institutional members are represented by their executive head or by a delegate, and are entitled to one vote at all meetings of the Assembly. The institutional member representative has all the rights, privileges and obligations of a regular member.

The Bylaws may set particular members typologies within each category, for which different membership fees could eventually be decided, while maintaining the equality of rights and duties.

### 7. Rights and Obligations of Members

Being a member grants the right to use the services set out in the Bylaws, and to participate in all social activities.

Members must defend the good name of the Association and observe the rules dictated by institutions and associations that the Association itself joins.

### 8. Admission of Members

In order to join the Association, interested parties must apply for membership as indicated in the Bylaws and pay the membership fee. Admission requests must be approved by the Executive Council. If an applicant is refused admission, the Executive Council must communicate its reasons in writing, and the membership fee is to be returned.

**Kommentar [FL10]:** I couldn't find the place that is meant by this reference to the Bylaws. Is this meant to just refer to lower membership fees (as in the (first) institutional membership category? Or anything in addition that truly refers to IAOA events?

**Kommentar [FL11]:** What exactly is meant here? Facilities compared to what or who? Individual and members-by-institutional member should surely have equal rights/facilities.

I wonder whether this article relates appropriately to our policy of creating individual memberships for members-by-institutional member.

**Kommentar [FL12]:** For me, this would not (necessarily) include access to Association facilities, e.g., IOS Press access to AO. Should we extend the formulation?

**Kommentar [FL13]:** more precisely: Each institutional member is entitled to exactly one vote. Misreading what we have, all institutional members together have a single vote.

**Kommentar [FL14]:** Keep this rule? Weaken it and move the EC-specific part to the Bylaws?

### 9. *Expiration of Membership*

Membership in the Association is deemed to be cancelled in case of resignation, expulsion, arrears in the payment of membership fees, impossibility to contact the person or institution, death or cessation of the institution, or a radical change of the Institutional Member's main business or interests.

### 10. *Resignation and Expulsion of Members*

Any Member can resign from the Association in the forms indicated in the Bylaws.

The Executive Council can expel Members from the Association when they have intentionally violated the Statute or the Association Rules or other resolutions approved by the Assembly; when they carry out or support activities contrary to the purposes of the Association; or when their behaviour jeopardises the good name of the Association.

A former Member who has been expelled based on a decision of the Executive Council can appeal to the Assembly.

**Kommentar [FL15]:** This does not yet cover rejections of individuals who have never been IAQA member (due to "A former member"). I think these cases should be included, as well.

### 11. *Loss of Rights and Impossibility to transfer them*

A Member withdrawing from the Association loses any right deriving from his or her previous membership in the Association. The title of Member is personal and is not transferable. Members and their heirs do not have any right to the common fund and therefore cannot claim anything from the Association, nor can they ask for the reimbursement of membership fees already paid in case of death or of withdrawal from the Association by resignation, termination, or expulsion.

**Kommentar [FL16]:** I wonder whether this is a solid legal formulation. For instance, is it too general in what is to be excluded? Can "any claims" be excluded at the outset – or would inappropriate claims go to court (in the worst case), to decide whether they are rightfully made or not?

## GENERAL ORGANISATION

### 12. *General Principles*

The Association's internal regulations are inspired by principles of democracy, openness and equal rights of all members. Any Regular Member in good standing may be elected to serve as a member of one

of the Association's committees or as an officer of the Association.

### *13. Conduct of the Association*

The Association operates in agreement with this Statute and the Association Bylaws. The conduct of the Association business is assured by the Executive Council.

### *14. Ways in which services are provided*

For the pursuit of its aims, the Association principally makes use of the voluntary work of its members. In case of special needs and with a favourable decision of the Executive Council, the Association may engage employees or autonomous temporary workers. Being an employee or a temporary worker of the Association is not incompatible with being a member of the Association. The paid employees of the Association have no right to vote in the Executive Council.

### *15. Structure of the Association*

The Association structure consists of: the Assembly, the Executive Council, the Advisory Board and the Board of Auditors. The Association is governed by the Executive Council and the Assembly.

### *16. Assembly*

Members who have paid their annual membership fee compose the Assembly in any given year. The Assembly is the topmost organ of the Association. The Assembly meets at least once per year. The President must call an Assembly meeting when requested by a majority of the members of the Executive Council, or when a motivated request is submitted by at least one tenth of the Association's Members. The Assembly must take place at most 10 weeks after the request. Assembly meetings can be held both physically, in Switzerland or abroad, or virtually, through e-mails, teleconferences, and electronic forums, in the forms regulated by the Bylaws. The convocation of the Assembly shall be made through written announcement (including a preliminary agenda) via e-mail to all the members at least 21 days beforehand. It shall be published on

the Association's Web site at least 21 days in advance.

Requests for additional agenda items are to be directed to the Executive Council at least 14 days in advance. The agenda shall be published at least 10 days before the Assembly meeting.

It is to the role of the Ordinary Assembly:

- To offer guidance regarding the Association's activities;
- To elect the Executive Council and the Board of Auditors by secret ballot;
- To examine and approve the annual financial report and the budget;
- To decide on an appeal of a former Member against the expulsion by the Executive Council.

It is to the role of the Extraordinary Assembly:

- To approve (or not) any proposed Statute changes;
- To approve (or not) any proposed Bylaws changes;
- To approve (or not) any propose to dissolve the Association.

**Kommentar [FL17]:** Does that mean, in addition to the role of the Ordinary Assembly? Or exclusively, but only those items?

At the first call the Assembly is validly constituted by the presence of half plus one of the Members; if such required quorum is not met, then at a second subsequent call, the Assembly is validly constituted with any number of Members present. Every Member has the right to vote and may vote directly or via proxy assigned to another Member by following the procedure in the Association's Bylaws. No more than two proxies per member may be accepted. The Assembly approves motions with the favourable vote of a simple majority of the members in attendance with the exception of the cases explicitly established in this Statute and in the Association's Bylaws.

**Kommentar [m18]:** Clarify.

### *17. Executive Council*

The Executive Council comprises a minimum of 5 and a maximum of 11 Councillors elected by the Meeting of the Assembly. Once constituted, the Executive Council elects, among its members, the

President, Vice-President, and Secretary. If not elected among the councillors, the Treasurer may participate at all Executive Council sessions as a nonvoting member. If an elected councillor is an employee of an Institutional Member, his or her title is nominal in the sense that he or she cannot be replaced or substituted by another person designated by the Institutional Member. In the case of resignations of the Institutional Member, or of annulment of representation proxy, the Councillor can maintain his or her functions provided that he or she becomes a regular member of the Association and pays the appropriate dues.

Each member of the Executive Council remains in office for a term of two years, starting from January 1 of the year following its election, and can be re-elected. In the case of death or resignation of a Councillor before the end of his or her term, the Executive Council can appoint a substitute for the period before the next meeting of the Assembly. If, for whatever reason, the majority of Councillors shall leave the Executive Council, the President, or in their absence the oldest by age of the Executive Councillors still in duty, must call a meeting of the Assembly for the election of a new Executive Council.

The position of Councillor is carried out without remuneration. The members of the Executive Council may only be compensated for their effective and travel costs. **Eventual fees cannot exceed that paid for official commissions.**

The Executive Council retains all powers for the ordinary and extraordinary management of the Association, except for situations reserved to the Assembly by law, this Statute, and the Association's Bylaws.

It is to the role of the Executive Council.

- To elect among its members the President, the Vice-President, and the Secretary of the Association, by simple majority using a secret ballot or by acclamation;
- To nominate members of the Advisory Board;
- To appoint a Treasurer, who is a Member of the Association but not

**Kommentar [FL19]:** The translation of this phrase into German (and for FL its proper meaning) remained highly unclear. It's more of a good guess in the German version.

Moreover, that phrase appears in various English statutes, in many cases accompanied by another sentence: "For activities exceeding the usual function, each committee member can receive appropriate compensation."  
NB: Those statutes often also comprise a version of our sentence before "Eventual fees ..." before that same sentence.

--> Should this be added?



- necessarily a member of the Executive Council;
- To approve (or not) any request for admission;
  - To decide about the expulsion of Members, by a qualified majority;
  - To report to the Assembly the expulsion of Members in the cases stated by this Statute and the Bylaws;
  - To propose and provisionally adopt changes in the Association's Bylaws, by a qualified majority;
  - To propose a budget and to develop financial reports to be submitted to the Assembly; to take care of ordinary administration; to determine the year's membership fees for Regular and Institutional Members;
  - To set dates for the ordinary and extraordinary meetings of the Assembly;
  - To plan the Association's activities, complying with the Assembly's directions and the Association's purpose;
  - To approve (or not) the proposed constitution of new territorial Chapters and their regulations;
  - To promote the initiation of specialised work groups, defining their tasks and appointing their coordinators;
  - To ensure that the Association complies with the present Statute and with the Association's Bylaws.

Unless otherwise stated the Executive Council decides with a simple majority.

The Executive Council's meetings may be carried out by electronic means. In this case, the location of the meeting is considered to be the place where the President is physically located at the start of the meeting.

#### *18. President and Vice-President*

The President calls and presides over ordinary and extraordinary meetings of the Executive Council. He or she has the legal authority of the Association to delegate tasks to the Vice-President or to other Members of the Executive Council. If the President is unable to serve at any time, the Vice President assumes the responsibilities of the President during that period.

**Kommentar [FL20]:** Why is this needed? Wouldn't „legal authority“ refer to general law?

#### 19. *Secretary*

The Secretary assists the President and the other members of the Executive Council in carrying out their tasks, takes care of the organisation and coordination of the Association's activities, records the minutes of the meetings of the Executive Council and the Assembly, and attends to correspondence.

#### 20. *Treasurer*

The Treasurer takes care of the accounting documents, prepares budgets and financial reports, and submits them to the Executive Council. The Treasurer may delegate some of his or her tasks to the Secretary. If the Treasurer is not appointed among the members of the Executive Council, he or she has the right to be present (without voting right) at its meetings.

#### 21. *Advisory Board*

The Advisory Board comprises the two most recent previous IAOA Presidents, outgoing IAOA Executive Council members and members nominated by the Executive Council, according to the provision in the Bylaws, up to a maximum of 20 Advisory Board members. The Advisory Board has the duty to foster coherence and continuity in the IAOA activities, to provide guidance on election and ballots procedures, to provide advice to the Executive Council on the IAOA status and long term initiatives. The Advisory Board is governed according to the Association's Bylaws.

#### 22. *Board of Auditors*

During Ordinary Meetings, Members of the Assembly appoint three active and two substitute auditors from among registered auditors who

are not Members of the Association. The task of the Auditors is to ensure the correctness of the accounting of the Association, and the correspondence of reports with accounting books and records under provisions of the law. The Board of Auditors continues in office for three years and its members can be re-elected. **The Board of Auditors shall meet at least once per year.** The present article applies only in the cases specified in Article 69b of the Swiss Civil Code. (Art. 69b ZGB)

**Kommentar [FL21]:** The German version of this sentence deviates to a slightly higher degree than the others from the English version, for proximity with the VitaminB Musterstatuten in the German version, but avoiding a change here.

## GENERAL PROVISIONS

### 23. *Association Bylaws*

Operational and other details regulating the Association are found in the Association Bylaws. If there should be a conflict between this Statute and the Bylaws, the Statute shall take precedence.

### 24. *Amendments of Statute*

For amendments of the present Statute at least three quarters of the Members must convene (physically or virtually) in an Assembly, and there must be a favourable vote of a simple majority of those present.

~~For the dissolution of the Association, and transfer of assets, the favourable vote of at least three quarters of the Members is required.~~

**Kommentar [FL22]:** Resolution of inconsistency with Art. 29. I believe we had moved this sentence there and had modified it, while keeping this deleted sentence here accidentally.

### 25. *Amendments of Bylaws*

Amendments in the Bylaws are proposed and provisionally adopted by the Executive Council. Each amendment of the Bylaws must be accepted by the Assembly, by simple majority vote, at the first possible meeting of the Assembly following the adoption of the change by the Executive Council.

### 26. *Openness, Transparency and Intellectual Property Rights Policy*

Save for privacy requirements as stipulated in applicable laws, the Association shall operate with total openness and transparency. The Association shall openly share its work under open content or open technology licenses. The Intellectual Property Rights (IPR) on all intellectual property contribution to the Association shall be deemed

to have been made under an open content or open technology license.

Unless otherwise specified, the individual or institution making an original contribution shall own the IPR to that work product, or segment thereof, which he/she/it has specifically contributed to.

IPR to open collaborative work products of the Association shall be jointly and severally owned by the Association and their contributors.

Individual and institutional contributors are held liable to ensure that they own the IPR and are empowered to make the contribution as stated herein and in the Association's Bylaws.

### 27. *Authority to sign*

The Association is bound by the collective signature of the President and an additional member of the Executive Council.

### 28. *Liabilities*

Only the assets of the Association are liable for its debts. Personal liability of members is excluded.

### 29. *Dissolution*

The Association will have an unlimited duration, except in the case of dissolution. The dissolution of the Association can be obtained by decision from the Assembly with a three quarters majority and a quorum of at least half of the members. Should the dissolution of the Association occur at any time and for any reason, the Assembly will determine the ways in which the Association shall be liquidated, will appoint liquidators and decide their powers, and will deliberate on the use of the eventual residual assets of the Association, which will have to be assigned to another non-profit association with similar purposes ~~or with purposes of public utility~~ and benefiting from tax exemption. The goods cannot be returned to the founders or members, nor be used to their own profit.

### 30. *Issues not covered*

For what is not expressly provided in this Statute, the reference is the

**Kommentar [FL23]:** In VitaminB Musterstatuten: „Der Vorstand regelt die Zeichnungsberechtigung zu zweien.“  
Would we want an adaptation in this regard? (What exactly does it mean? Any two EC members can sign? or: The EC determines a way by which certain pairs of EC members can sign?)

**Kommentar [FL24]:** Minor disharmony with „half plus one of the Members“ for meetings in Art. 16.

**Kommentar [FL25]:** Fine with Swiss regulations? Removed for closer proximity with VitaminB Musterstatuten.

Swiss Law article 60ff. of the Swiss Civil Code. (Art. 60ff. ZGB)

*31. Legal validity*

This statute was accepted at the constitutive assembly of {date} and gained legal validity at this date.

Date, place: {date, place}

The president: {signature}      Keeper of the minutes: {signature}