

# STATUTE

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

### ESTABLISHMENT and PURPOSE

#### *1. Establishment*

According to the Italian National Law n. 383 dated December 7, 2000, and to the rules provided by the Italian Civil Code regarding associations, we hereby establish an association for the promotion of socially valuable ends named *THE INTERNATIONAL ASSOCIATION FOR ONTOLOGY AND ITS APPLICATIONS* (acronym: *IAOA*), hereafter “the Association.”

#### *2. Association Purpose*

The Association is a non-profit organization the purpose of which 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 modeling, 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, as well as safeguarding of members' economic interests.

#### *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 utilized.
- Promoting cooperation among public and private institutions, cultural associations, consortia, and cooperative societies that pursue 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;
- Organizing, potentially in cooperation with related organizations, scientific meetings, conferences, educational activities and similar events;

- Creating temporary or permanent groups comprising members who share specific interests;

The activities of the Association, including the Assembly and the Executive Council meetings, may be organized both physically (by means of face-to-face meetings) and virtually (through electronic means of communication, such as e-mail, videoconference, virtual fora, and e-voting systems). The way in which the above-described activities will take place will be specified in the Bylaws, proposed by the Executive Council Directors, and voted by simple majority of the Assembly.

#### *4. Location*

The Association's head office will be in Povo – Trento, via alla Cascata, 56 C – 38100 Trento – Italy, hosted by the *Institute of Cognitive Sciences and Technologies (I.S.T.C.) of the National Research Council (C.N.R.)*.

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 will be organised will be defined in the Bylaws and regulated, as may be legally necessary, by the laws of the host states.

#### *5. Duration*

The Association will have an unlimited duration, except in the case of dissolution as provided by article 27 of the Italian Civil Code.

#### *6. Incomes and Property*

The Association's income and property consist of:

- a) Membership fees (the amount of the membership fee is to be decided yearly by the Executive Council);
- b) Registration fees for events organized 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;
- d) Contributions by public bodies directed to specific and well-documented programs pertaining to the Association's purpose;
- 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 will be reinvested and used for the Association's activities as described by this Statute.

Association business/fiscal year coincides with calendar year.

#### *7. Membership*

All individuals and juridical persons of any nationality can be members of the Association if they share its goals. Members are requested to pay a yearly

membership fee, proposed by the Executive Council, and they have the right to participate to all Association activities. Members are required to accept without reservation the present Statute and the Bylaws, and to agree on the Association's purposes.

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

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 President or by a delegate, and are entitled to vote at all meetings of the Assembly.

Executive Council 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.

#### *8. Rights and Obligations of Members*

Being a member grants the right to use the services set out in Regulations, 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.

#### *9. Admission of Members*

In order to join the Association, interested parties are required to fill out a membership form 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. If an applicant is denied admission, he or she may appeal the decision to the Assembly. People applying to become members in connection with their participation to an initiative (such as a conference or a course) organized by the Association are entitled to participate in such initiative pending the confirmation of their admission at the next meeting of the Executive Council.

#### *10. Resignations*

Any Member seeking to withdraw from the Association must send a letter of resignation to the Executive Council. Resignations will take effect starting the 1st of January of the following year.

#### *11. Expulsion*

Members can be removed 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 jeopardizes the good name of the Association. The Executive Council, after having asked the concerned Member to justify his or her behaviour, can decide expulsion with the vote of two thirds of its members. Expelled members may appeal to the Assembly; in such case, their rights and duties are however suspended until the Assembly's decision.

#### *12. Termination*

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, death, or, in the case of Institutional Members, a radical change of the Institutional Member's main business or interests.

#### *13. 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.

### GENERAL ORGANIZATION

#### *14. General Principles*

The Association's internal regulations are inspired by principles of democracy and equal rights of all members. Any 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.

#### *15. 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 consensus agreement of the Executive Council, the Association may engage employees or autonomous temporary workers. Being a temporary worker of the Association is not incompatible with being a member of the Association.

#### *16. Structure of the Association*

The standing committees of the Association are: the Assembly, the Executive Council, and the Board of Auditors.

#### *17. Assembly*

Members who have paid their annual membership fee compose the Assembly in any given year. The Assembly meets once per year, or more often if the President decides that it is necessary. 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. Assembly meetings can be held both physically, in Italy 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 via e-mail to all the members at least ten days beforehand, and it shall be published on the Association's Web site at least 15 days in advance. Assembly meetings that require face-to-face communication are preferably held at the time and location of a scientific

or technical conference related to the Association's mission.

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.

It is to the role of the Extraordinary Assembly:

- To deliberate about any Statute changes;
- To deliberate the Association's dissolution

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 written proxy assigned to another Member. 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.

#### *18. 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.

Heads of possible territorial Chapters may be invited to participate at the Executive Council sessions, according to procedures established by the Bylaws.

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.

The Executive Council remains in office for a term of three years and its members 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 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 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 appoint a Treasurer, who is a Member of the Association but not

- necessarily a member of the Executive Council;
- To deliberate on requests for admission;
  - To report to the Assembly the expulsion of Members in the cases stated by this Statute or, when requested, to propose to the Assembly the expulsion of Members, giving them the possibility of public appeal;
  - To draft the Association's Bylaws;
  - 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 (at least once a year);
  - To plan the Association's activities, complying with the Assembly's directions and the Association's purpose;
  - To deliberate on the constitution of new territorial Chapters and their regulations;
  - To promote the initiation of specialized 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.

The Executive Council's meetings may be carried out by electronic means. The location of the meeting is considered to be the place where the President is located. All Executive Council's decisions are taken by simple majority of the members attending the meeting.

#### *19. 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 Present assumes the responsibilities of the President during that period.

#### *20. Secretary*

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

#### *21. 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, and if s/he is not appointed among the members of the Executive Council s/he has the right to be present (without voting right) at its meetings.

#### *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.

## GENERAL PROVISIONS

### *23. Statute Modification*

For modifications 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.

### *24. Dissolution*

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 association with similar purposes or with purposes of public utility, as provided by law.

### *25. Issues not covered*

For what is not expressly provided in this Statute, the reference is the Italian Law n. 383 dated December 7<sup>th</sup>, 2000, as well as the Italian Civil Code and other laws of the State where applicable.

## TRANSITORY PROVISIONS

The Executive Council elected at the time the Association is formally established will be operational only until the first general Assembly (to be held not later than the next International Conference on Formal Ontology in Information Systems, FOIS 2010, scheduled in Toronto on May 11-14 2010), when regular elections will be held.