

STATUTE

THE INTERNATIONAL ASSOCIATION FOR ONTOLOGY AND ITS APPLICATIONS (IAOA)

(This version of the Statute, approved by the Assembly on 25 May 2012, has been derived from the version approved by the Assembly on May 11, 2010. A copy of previous versions of the Statute can be obtained from the Secretary.)

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 organisation 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 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, 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 utilised.
- 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;
- 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 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 are organised is 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 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;
- 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 must be used for the Association's activities as described by this Statute.

The Association's 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.

Unless otherwise waived by the Executive Council, Members must pay a yearly membership fee in accordance with the ByLaws.

Members must 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 to 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 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.

8. 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.

9. 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.

10. Resignations

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

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 jeopardises the good name of the Association.

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 or institution, death or cessation of the institution, or 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 ORGANISATION

14. 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.

15. 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.

16. 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.

17. 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.

18. Assembly

Members who have paid their annual membership fee compose the Assembly in any given year. 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. 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.

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 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.

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.

19. 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 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 necessarily a member of the Executive Council;
- To approve (or not) any request for admission;
- 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;
- 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.

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.

20. 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.

21. 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.

22. 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.

23. 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.

24. 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 when the IAOA is VAT registered.

GENERAL PROVISIONS

25. 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.

26. 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.

27. Amendments of Bylaws

Amendments in the Bylaws are proposed and provisionally adopted by the Executive Council. Each amendments 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.

28. 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.

29. 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.

30. Issues not covered

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

TRANSITORY PROVISION

31. Member serving period for the Executive Council election in 2012

For the purpose of ensuring continuity, and allowing for rotation of Executive Council members on an annual basis, in the 2012 Executive Council election, the five elected members that receive the highest number of votes will remain in duty for two years. In the case of an equal number of votes, members youngest by age will be ranked first. The remaining elected members will remain in duty for one year.