

STATUTE

THE INTERNATIONAL ASSOCIATION FOR ONTOLOGY AND ITS APPLICATIONS (IAOA)

June 23, 2016

ESTABLISHMENT, PURPOSE AND MEMBERSHIP

1. *Name and Domicile*

According to Article 60ff. of the Swiss Civil Code (Art. 60ff. 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.

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 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.

4. *Finances and Property*

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

- (a) Membership fees;
- (b) Registration fees for events organized by the Association, such as conferences, congresses, and courses;
- (c) Donations and contributions of any type;
- (d) Contributions by public bodies.

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.

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

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

5. *Membership*

All individuals and juridical persons of any nationality can be members of the Association if they share its goals. All members receive regular information on the activities of the Association.

We distinguish the following membership categories:

- Personal members
- Institutional members

Personal members are natural persons. Only personal members may vote in the Assembly and hold offices in the organs of the Association.

Institutional members are juridical persons that are not natural persons and that support the Association morally and financially. Individuals affiliated with an institutional member may be subject to special conditions in establishing a personal membership in the Association. Institutional members themselves have no voting rights and cannot hold offices in IAOA organs.

The Bylaws may set particular members typologies within each category, which may differ in their rights and duties. The membership fee structure may recognize differences in purchasing power of the members.

6. *Admission of Members*

In order to join the Association, interested parties must apply for membership 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.

7. *Rights and Obligations of Members*

This Statute, the Bylaws and decisions of the Association determine the rights that are granted to its members as well as the regulations that members must observe. Members shall promote the goals and interests of the Association.

8. *Expiration of Membership*

Membership in the Association expires in case of resignation, cancellation, or expulsion, death or cessation of the juridical person, or a radical change of the juridical person's main business or interests.

Any member can resign from the Association at any time via written announcement to the Executive Council.

Membership can be cancelled in case of arrears in the payment of membership fees.

The Executive Council can expel members from the Association by a qualified majority decision 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. The Executive Council reports expulsions to the Membership in due course.

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

9. *Loss of Rights and Impossibility to Transfer Them*

The title of member is personal and is not transferable. Upon expiration, any right deriving from membership in the Association is void and there is no reimbursement of membership fees already paid.

GENERAL ORGANISATION

10. *Voluntary Work and Option of Employment*

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.

11. *Voting and Decisions*

By default, ballots on motions have the voting options "Yes", "No" and "Abstain". For such ballots the following definitions apply.

A simple majority is reached if there are more "Yes" than "No" votes, disregarding the number of abstentions.

A qualified majority is reached if at least two thirds of all casted votes are "Yes".

In ballots of the Assembly,

- there is no quorum for motions that require a simple majority and
- motions that require a qualified majority have a quorum of 30% of all personal members.

All ballots of the Executive Council, requiring a simple or a qualified majority, have a quorum of 50% of all Councillors.

12. Structure of the Association

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

The Association may establish territorial chapters, abroad, in order to better pursue its objectives regarding a specific country or set of countries.

13. Assembly

The Assembly is the topmost organ of the Association. The Assembly meets at least once per year. Every personal member of the Association is entitled to one (1) vote upon every matter raised.

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 members of the Association. The Assembly must take place at most 12 weeks after the request.

Assembly meetings can be held both physically, in Switzerland or abroad, or virtually, through e-mails, teleconferences, electronic forums, and other suitable electronic means.

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.

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 the responsibility of the Assembly:

- To approve the protocol of the last Assembly;
- To approve the annual financial report and the report of the auditors;
- To take note of the annual budget;
- To ratify the actions of the Executive Council;
- To elect the Executive Council and the Board of Auditors by secret ballot;
- To approve any proposed Statute changes;
- To decide on appeals regarding Bylaws changes or rejected change requests by the Executive Council;
- To decide on appeals of a former member against the expulsion by the Executive Council;
- To approve any proposal to dissolve the Association;
- To decide on any other motion that is made by members or the Executive Council.

The Assembly approves motions on Statute changes and the dissolution of the Association by qualified majority, all other decisions are made by simple majority.

14. Executive Council

The Executive Council comprises a minimum of 5 and a maximum of 11 Councillors.

The Executive Council constitutes itself. Once constituted, the Executive Council elects among its members the President, the Vice-President, and the Secretary. A member of the Association, but not necessarily a Councillor, is appointed as Treasurer by the Executive Council. If not a Councillor, the Treasurer may participate in all Executive Council sessions without voting rights.

Each member of the Executive Council remains in office for a term of two years 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 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. The responsibilities of the Executive Council include:

- To appoint additional officers that support the Executive Council in the execution of its responsibilities;
- To create committees that perform functions of the Association;
- To approve the constitution of new territorial chapters and their regulations;
- To approve the creation of specialised work groups, appoint their chairs, and coordinate their activities;
- To represent the Association externally.

Any Councillor, giving reasons, may call a meeting of the Executive Council. 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.

An extraordinary action is an action (including a decision on a motion) of the Executive Council that happens not within a meeting of the Executive Council. It may be implemented via email, electronic ballots, and other suitable electronic means. An extraordinary action requires a qualified majority and can be vetoed by any Councillor.

15. Advisory Board

The Advisory Board comprises a maximum of 20 members. It has the duty to foster coherence and continuity in the IAOA activities, to provide guidance on election and ballot procedures, and to provide advice to the Executive Council on the IAOA status and long term initiatives.

16. Board of Auditors

The Board of Auditors is elected by the Assembly. It consists either of one active and one substitute auditor, or of a juridical person. Auditors continue in office for three years and can be re-elected.

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 reports to the Assembly and recommends whether to ratify the actions of the Executive Council.

GENERAL PROVISIONS

17. 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.

18. Amendments of Statute

Amendments of the present Statute require a qualified majority by the Assembly. The corresponding agenda of the Assembly must declare the ballot on amendments of the Statute and the exact wording of the proposed changes must be published at the same time as the final agenda.

19. Amendments of Bylaws

Every member can propose amendments to the Bylaws to the Executive Council, which discusses and decides about the amendment. Its adoption requires a qualified majority of the Executive Council. The Executive Council informs the Membership within 14 calendar days about each adopted amendment. Within the next 60 calendar days, the Membership has the right to appeal to the Assembly against a decision about an amendment by the Executive Council. This appeal must be supported by 10% of all personal members. In the case of an appeal against a newly adopted amendment, the former regulation is reconstituted until a decision by the Assembly is made.

20. Authority to Sign

The Executive Council delegates joint signatory power to two of its members.

21. 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 qualified majority. If the quorum is missed, another Assembly on the dissolution must be held within 60 days, where no quorum applies and the decision on the dissolution requires a simple majority.

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 Swiss non-profit association with similar purposes and benefiting from tax exemption. The goods cannot be returned to the founders or members, nor be used to their own profit.

22. Issues not Covered

For what is not expressly provided in this Statute or in Bylaws according to Article 17, the reference is the Article 60ff. of the Swiss Civil Code. (Art. 60ff. ZGB)

23. Legal Validity

This statute was accepted at the constitutive assembly of June 23, 2016 and gained legal validity at this date.

Date: June 23, 2016

Place: Toronto, Canada
(location of the chair during the constitutive assembly, held by electronic means)

The President:

Keeper of the minutes: