

# International Social Ontology Society (ISOS)

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## Constitution

*Note: Due to obligatory legal requirements of the Austrian Non-Profit Associations Act 2002 (Vereinsgesetz 2002) the legally binding constitutions or statutes of registered non-profit associations have to be specified in the German language. This (English) document represents a non-certified English translation of the aforementioned German Constitution (Statuten).*

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### 1 Name, Headquarter, and Territory

1.1 The name of the Society is "International Social Ontology Society", hereinafter called "**ISOS**" or the "**Society**".

1.2 The character of its scope is worldwide (transnational) and the territory in which its operations are to be conducted is in principle global.

1.3 ISOS is a legal association (*Verein*) formed, registered, and operating according to Austrian law with the exclusion of its conflict of laws rules. The headquarters of ISOS are in Vienna, Austria.

1.4 ISOS is a non-profit association for the promotion of public benefits (*gemeinnütziger Verein*) according to sec. 34ff of the Austrian Federal Duties Act (§ 34ff BAO).

1.5 The foundation of (special) organizational entities or bodies within ISOS (e.g., Branch associations, Sections, Chapters) is permitted.

### 2 Purpose and Aims

2.1 The International Social Ontology Society (ISOS) is an association to advance and promote studies and research in the field of social ontology and related disciplines.

2.2 The aims and purpose of ISOS are as follows:

- (i) to promote and advance social ontology;
- (ii) to further contacts among scholars working on social ontology in the world;

- (iii) to ensure that information relating to social ontology is regularly circulated amongst members of the academic communities worldwide;
- (iv) to support the organization and realization of local, national, and international conferences on topics related to the field of ISOS.

### **3 Means and activities**

3.1 ISOS intends to achieve its aims and purposes through the following non-financial means:

- (i) ISOS supports the organization of the biennial Conferences on Collective Intentionality, the biennial ENSO (European Network on Social Ontology) workshops and related conferences and workshops;
- (ii) ISOS promotes the publication and circulation research pertaining to the domain of social ontology, and neighboring fields;
- (iv) ISOS assists its members in the preparation and organization of research projects in social ontology and neighboring fields ;
- (v) the execution of any specific tasks, projects of research, or publications connected with the aims of ISOS in academia, other professional areas, or the educated public, be that through own activities or by cooperation with or delegation to other competent organizations;

3.2 The necessary financial means shall be obtained through the following:

- (i) membership fees, dues, or other assessments or charges applicable for members of ISOS;
- (ii) bestowals, bequests, gifts, donations, or other allowances (irrespective whether restricted to specific tasks or projects or not) from public or private organizations or individuals;
- (iii) subsidies or grants from public funds, governmental or intergovernmental entities (irrespective whether restricted to specific task or projects or not);
- (iv) any charges levied, funds obtained, or revenues received in connection with the holding of meetings, colloquia, or conferences;
- (v) any rewards or revenues received in connection with its publication activities in any media;
- (vi) licence fees, copyright royalties, or other revenues connected to or related with the intellectual property and intellectual property rights originating within or disseminated through the ISOS;

### **4 Membership**

4.1 Admission to ISOS is open to (i) natural individuals of all nationalities and (ii) any organization willing to support the aim and purpose of ISOS. The number of members is unlimited.

4.2 The grades of membership are

- (i) Ordinary Member;
- (ii) Honorary Member;

(iii) Sponsoring Member.

The term "member" (printed without an initial capital and any qualifying property), where used in this Constitution, includes all grades of memberships.

4.3 Ordinary Members are members who pay their respective membership dues, fees, or other assessments or charges.

4.4 Honorary Members are natural individuals (irrespective whether already member of ISOS or not) to whom membership as Honorary Member is granted by the Assembly upon suggestion by the Steering Committee (cf. Article 8). Honorary Members are exempt from any membership dues, fees, or other assessments. For members this waiver on dues, fees, and assessments shall commence in the year immediately following the attainment of Honorary Member status.

4.5 Sponsoring Members are members who support ISOS through special financial dedication as set forth in this Constitution or through provisions of the governing bodies of ISOS.

4.6 Applications for admission of new members shall be by written application to the Steering Committee which acts on the application and decides on its approval or dismissal. An appeal against non-admission may be made to the General Assembly.

4.7 Membership of ISOS terminates through

- (i) death of natural individuals;
- (ii) dissolution of legal organizations;
- (iii) by resignation (see Article 4.8);
- (iv) by expulsion (see Article 4.9).

4.8 Members may terminate membership in ISOS ("resignation") per 31 December of a calendar year by giving no less than 8 (eight) weeks prior written notice to the Steering Committee.

4.9 A member of ISOS may be expelled for cause by the Assembly. Cause shall mean conduct that is determined to constitute a material violation of the Constitution or other conduct that is seriously prejudicial to ISOS. The foregoing notwithstanding failure to comply with membership dues, fees, or assessment provisions for a period in excess of 6 (six) months shall constitute such cause. The Assembly shall pronounce expulsions with a two-thirds majority of votes, given a quorum is present.

## **5 Rights and obligations of members**

5.1 Any member has the right to enjoy the advantages of and to participate in all events or activities conducted within ISOS to the conditions as stipulated by the relevant governing ISOS bodies.

5.2 Any member is entitled to vote and is eligible for election at the Assembly. Legal entities act through a representative.

5.3 All members undertake to support the purpose and aim of ISOS and will observe this Constitution and the decisions of the (governing) bodies of ISOS. All members except Honorary Members are obliged to punctually pay memberships dues, fees, or other assessments as stipulated by the relevant governing bodies of ISOS. A member will refrain from any conduct that violates this Constitution or is otherwise prejudicial to ISOS.

## **6 Governing bodies of ISOS**

ISOS recognizes the following governing bodies (*Organe*):

- (i) the Assembly;
- (ii) the Steering Committee;
- (iii) the Arbitration Committee.

## **7 Assembly**

7.1 The Assembly is composed of all the members of ISOS.

7.2 The Assembly meets biennially preferably on the occasion of the biennial Conference on Collective Intentionality (Ordinary Meeting of the Assembly). The initiative for a convocation of an Ordinary Meeting of the Assembly lies with the Steering Committee.

7.3 Exceptionally, an Extraordinary Meeting of the Assembly may be summoned

- (i) by petition of at least one tenth of the members to the Steering Committee; (ii) or by decision of the Steering Committee; (iii) or on request of the Auditors of the Society.

7.4 The Assembly shall be responsible for all the business of ISOS, its competence comprises all questions relating to the activities of ISOS including the election of all Officers and the supervision of financial matters, unless delegated to the Steering Committee or other bodies of the Society. In particular:

- (i) it outlines broadly the activity of ISOS for the coming two years;
- (ii) it considers and approves the budget for the coming two years;
- (iii) it receives and accepts the report of the Steering Committee on the Society's activities during the past two-year term;
- (iv) it receives and accepts the financial report prepared by the Steering Committee;
- (v) it decides upon cases of Expulsion of members;
- (vi) it proceeds, if required, to a revision of the clauses of this Constitution, as laid before it by the Steering Committee or on the initiative of at least five members of the Society;
- (vii) it may appoint (special) Committees entrusted with the task of studying particular problems or carrying out of certain activities within the scope of ISOS and it will subsequently receive the respective reports of such Committees;
- (viii) it fixes annual membership dues, fees or other assessments on a proposal by the Steering Committee;
- (ix) it elects the President of the Society and all Officers of the Steering Committee;
- (x) it elects two Auditors of the Society (cf. Article 13);
- (xi) it votes on removal of any (or all) Officers of the Steering Committee;
- (xii) it votes on a voluntary dissolution of the Society including the transfer of any available (financial) funds or resources.

7.5 The Assembly is chaired by the President of the Society or the next highest Officer as given by the ranking in Article 8.1, or, eventually, by the oldest present member of the Society.

7.6 Invitations to a Meeting of the Assembly shall be mailed at least four weeks prior to the date of the Meeting including the list of business to be conducted during the Meeting ("Agenda").

7.7 Motions to be resolved by the Assembly may be filed by any member of the Society at the Steering Committee through the President or the Secretary at least two weeks before the scheduled date of the Meeting.

7.8 In an Ordinary or Extraordinary Meeting of the Assembly a quorum shall be constituted if at least 20% (twenty of hundred) of the members are present. In case a quorum is not reached half an hour after the scheduled time of the Ordinary or Extraordinary Meeting of the Assembly, the quorum is considered to be automatically fulfilled.

7.9 The Meeting of the Assembly shall only act on business including motions to be resolved as stated on the Agenda and as amended by motions received according to Article 7.7 except the motion to convene an Extraordinary Meeting of the Assembly in order to dissolve the Society.

7.10 Decisions of the Assembly are made by majority vote (i.e., only counting valid votes, discounting abstentions and invalid votes), except for (a) amendments of the Constitution or (b) a vote on the dissolution of the Society or (c) a vote for removal of an Officer from the Steering Committee, for which a two-thirds majority is required. In the event of a tie the President shall have a second or casting vote. In urgent cases and upon the decision of the Steering Committee voting can take place outside an Ordinary or Extraordinary Meeting of the Assembly or by correspondence.

7.11 In all meetings of the Assembly, the number of votes expressed by ISOS members from the country hosting the Assembly cannot exceed one third of all present members.

7.12 Voting rights in the Assembly are restricted to members who have paid in full all respective membership dues, fees, or other assessments which are due at or have been due before the date the Assembly has convened.

7.13 Voting in the Assembly can take place by proxy. Only members of the Society are allowed to act as proxy (the "Proxy") with no member being allowed to go proxy for more than three other members. In order to exercise the right to stand proxy for a member in any vote the Proxy has to present a written certificate of authority, signed by the represented member, to the chair of the Assembly prior to any vote being conducted.

## **8 Steering Committee**

8.1 The Steering Committee is composed of two to twelve natural persons, the Officers, and comprises at minimum the President of the Society and the Vice President of the Society. An additional number of up to eight Officers (the "Optional Officers") may be elected. The thus established Steering Committee then is free to appoint these Optional Officers to one of the following Functions:

- (i) Treasurer;
- (ii) Deputy Treasurer;
- (iii) Secretary;
- (iv) Deputy Secretary;
- (v) Officer-at-large.

(vi) Honorary President

8.2 The Steering Committee (i.e., its Officers) is elected by the Assembly for two years. Its renewal can be delayed for up to six months if the Assembly cannot meet in time. No Officer shall be allowed to serve on the Steering Committee more than three consecutive terms except the President who may be re-elected only once (i.e., serve for two consecutive terms).

8.3 The Steering Committee is the governing body of the Society and shall be responsible for all the business of the Society, i.e., the business during the period between Meetings of the Assembly, the financial affairs of the Society, and the implementation of the resolutions of the Assembly. The Steering Committee is chaired by the President of the Society. Its tasks are in particular:

- (i) to supervise the execution of activities of ISOS;
- (ii) to coordinate the general activities of ISOS ;
- (iii) to determine the location of the biennial Conference of ISOS;
- (iv) to inform the members about the activities of the Society by preparing and delivering a report to the Assembly;
- (v) to manage all financial and other assets of the Society;
- (vi) to prepare the Meetings of the Assembly and in particular to (a) present the Assembly with a proposal for the Society's activities for the coming two year term and (b) to present the Assembly with a proposal for a budget, including a proposal for the membership fees.
- (vii) to prepare the statement of accounts of the Society within five months after the end of the Fiscal Year including in particular a bill of receipts and expenditures and a summary of assets and liabilities;
- (viii) to inform the members about the Audit of the financial management of the Society (cf. Article 13.2) by the Auditors; when this information is given during a Meeting of the Assembly the Auditors shall be involved as well;
- (ix) to decide on applications for membership in the Society;
- (x) to appoint a Nomination Committee as stipulated in Article 11;
- (xi) to approve the suggestions concerning new members of the Editorial Team of Journal of Social Ontology ("JSO") as stipulated in Article 12;
- (xii) to decide on similar matters not explicitly covered by this Constitution.

8.4 A majority of the Steering Committee shall constitute a quorum.

8.5 During a personal meeting a majority of the Officers of the Steering Committee present, provided a quorum is present, shall be necessary in the conduct of its business (*e.g.*, to decide on any motions). In case of a tie the Chair of the personal meeting shall decide.

8.6 In case of decisions by circular letter a majority of all Officers of the Steering Committee shall be necessary; in case of a tie the President of the Society shall decide.

8.7 Meetings of the Steering Committee will be ordinarily held at least once a year and will be

called by the President or by request of any three members of the Steering Committee. The meeting shall be chaired by the President, in case of hindrance of the President by the Vice President, or in case of hindrance of the President and the Vice President, by the oldest member of the Steering Committee present.

8.8 Any vacancy occurring before the next election of Officers shall be filled by a majority vote of the Steering Committee (Stipulation).

8.9 The President and the Vice President, respectively, are elected by a majority vote of the Assembly. If there are more than two candidates having received votes in the first ballot and no candidate reaches the majority of those voting on the first ballot, a second ballot shall be conducted among the two candidates having received the highest number of votes. The candidate who receives the higher number of votes in this second ballot is then elected.

8.10 In the election of the Optional Officers, each voting member of the Society can express a number of votes equal to the number of Optional Officers to be elected. Hence in an election of the full Steering Committee ISOS members will be allowed to declare up to eight votes. The candidates with the highest number of votes shall be elected as Optional Officer. In the case of one or more ties (resulting in more candidates than available positions for Optional Officers) the candidates with higher age shall prevail over those with lower age.

8.11 Only members of the Society are admitted as Candidate for any office at the Steering Committee. Candidates shall be nominated by the Nomination Committee according to Article 11.

8.12 Officers may resign at any time from their term in the Steering Committee by written notice to the Steering Committee. The resignation takes effect with either (i) the due election of a successor or (ii) Stipulation of a successor according to Article 8.8.

8.13 Officers may be removed from their Office by the Assembly.

## **9 External representation of the Society**

The Society is represented externally (i.e., with legally binding effect) by the President (or the Vice President in his or her place) together with any other Officer of the Steering Committee.

## **10 Special responsibilities of certain Officers**

10.1 The President of the Society assumes the following functions or responsibilities:

- (i) acts as coordinator of the Steering Committee, consulting its members by correspondence;
- (ii) chairs the meetings of the Steering Committee;
- (iii) chairs the Meetings of the Assembly;
- (iv) represents the Society or have himself (herself) represented, in cases where this is required by the activities of ISOS.

10.2 The Vice President of the Society acts on behalf of the President in case of hindrance of the President or as determined by the President himself (herself).

10.3 The Treasurer of the Society (if appointed)

- (i) serves as the Chief Financial Officer of the Society;

- (ii) reports administratively to the President;
- (iii) ensures sound financial management of the Society;
- (iv) approves expenditures as necessary and appropriate;
- (v) prepares financial records of the Society;
- (vi) ensures compliance with any legal or other requirements or procedures regarding financial matters of the Society.

#### 10.4 The Secretary of the Society (if appointed)

- (i) organizes and assists the Society in general and the Steering Committee and the Assembly in particular in the administration of the operations and the conduct of its business;
- (ii) assists in the development of agendas for meetings of bodies of the Society;
- (iii) prepares minutes and (administrative) records, in particular of Meetings of the Assembly and meetings of the Steering Committee;
- (iv) assists the President in determining administrative needs of the Steering Committee, the Assembly, or any other bodies or organizational units of the Society;
- (v) attends appropriate meetings of bodies or organizational units of the Society.

10.5 The Deputy Treasurer (if appointed) and the Deputy Secretary (if appointed) act on behalf of the Treasurer or the Secretary, respectively, in case of his or her hindrance or as determined by the Treasurer or the Secretary, respectively.

## **11 Nomination Committee**

11.1 At least 6 (“six”) months before the Ordinary Meeting of the Assembly, the Steering Committee shall appoint the Nomination Committee whose sole responsibility is to nominate candidates as Officer at the Steering Committee (the “Candidates”) as stipulated in this Article 11. The Nomination Committee consists of five members not then Officers of the Society.

11.2 The Nomination Committee shall nominate at least three Candidates for the President of ISOS, at least three Candidates for the Vice President of ISOS and up to 12 (“twelve”) Candidates for Optional Officers of the Steering Committee. As soon as appointed the Nomination Committee shall solicit (potential) Candidates by asking members of ISOS for nominations. The Nomination Committee shall refrain from a screening or differentiation of suggested or actual Candidates. Candidates must be members of ISOS (cf. Clause 8.11) and are required to prepare a short position statement including a biography (the “Position Statements”) to be distributed to ISOS’s members.

11.3 The Nomination Committee shall announce its nominations at least 2 (“two”) months before the Ordinary Meeting of the Assembly and shall, at the same time, make available (e.g., electronically on ISOS’s Web Site) the Candidate’s Position Statements.

## **12 The Journal of Social Ontology (JSO)**

12.1 The Journal of Social Ontology (“JSO”) is the official journal of ISOS.

12.2 The Editorial Team of JSO (the “Editorial Team”) consists of the Editor-in-Chief (“EiC”) and deputy or associated editors (the “Associate Editors”). The responsibility of the Associate Editors is to



assist the EiC's decision making outside his or her areas of expertise. The exact structure of the composition of the Editorial Team is not fixed and shall be decided each time there is a change of the Editorial Team.

12.3 The composition of the Editorial Team can be modified according to the following procedures:

- (i) The Editorial Team makes suggestions concerning (a) the Editor-in-Chief, (b) persons to be included in the Team as Associate Editors, and (c) members to be excluded from the Team.
- (ii) Such suggestions are subject to approval by the Steering Committee.

12.4 The EiC reports directly to the Steering Committee on all major matters related to the JSO (e.g., issues related to the relations with the publisher or the contract or other financially material matters).

12.5 The EiC assumes the following functions or responsibilities:

- (i) to supervise the general management, main research lines, and the public profile of the JSO;
- (ii) to supervise the Editorial Manager at his or her management of the daily operations of the JSO;
- (iii) to decide on routine matters such as determining suitable referees for submitted articles or to decide on the publication thereof;
- (iv) to present, in association with the Editorial Team, a report concerning past and future activities and financial matters of the JSO in the Ordinary Meeting of the Assembly;
- (v) to decide on any matters (a) in cases of conflict or dissenting opinions between the EiC and the other members of the Editorial Team; or (b) of particular relevance to the JSO, or (c) critical to the integrity of the JSO.

12.6 Members of the Editorial Team beside the EiC assume, in general, the following functions or responsibilities

- (i) to assume any particular function or responsibility arising out of the particular structure and composition of the Editorial Team (e.g., depending on respective domain expertise of its members);
- (ii) to supervise particular elements of operations or management of the JSO;
- (iii) to supervise particular research lines or the public profile of the JSO;
- (iv) to participate in routing decision making including deciding on referees or publication of submissions.

12.7 The Steering Committee, in association with the EiC, shall appoint an editorial board of experts of JSO (the "Editorial Board") which shall act as (i) the primary pool of referees for JSO and (ii) as a main source for suggesting the strategy and improvements of the JSO.

12.8 The Steering Committee will not engage in the normal business of the JSO. Its role is limited to the strategic supervision of the JSO and to assure that the JSO furthers the aims of ISOS as stipulated in this Constitution.

## **13 Auditors**

13.1 The Assembly shall elect two Auditors for a two years term of office. A re-election shall be possible. The Auditors are not required to be members of the Society.

13.2 The Auditors have to audit and review the financial management of the Society regarding (i) proper financial accounting and (ii) compliance of the means employed by the Society with its Constitution within two weeks after rendering of the bill of receipts and expenditures of a Fiscal Year (the "Audit").

13.3 Based on the Audit according to Article 13.2 the Auditors have to furnish a written Audit Report certifying proper financial accounting and compliance of the means employed with the Constitution of the Society or to report identified deficiencies in the financial accounting of the Society or dangers threatening the existence of the Society. The Audit Report shall be presented to the Steering Committee. In years where an Ordinary Meeting of the Assembly is being convened the Auditors shall also inform the Assembly of their Audit.

13.4 The Audit shall be rendered for each Fiscal Year.

13.5 The Fiscal Year shall be the period from 1<sup>st</sup> of November until 31<sup>st</sup> of October of the following year.

## **14 Arbitration Committee**

14.1 An Arbitration Committee shall decide on any dispute arising in connection with membership in the Society (a "Case"). Any single member or group of members of the Society regarding itself as single stakeholder in a (potential) Case constitutes a Party to the Case.

14.2 Any Party to a (potential) Case may declare the other alleged or affected Parties to said Case that it intends to proceed to resolve the Case by the means stipulated in this Article 14 by giving written notice to the other (alleged or affected) Parties and to the Steering Committee including the nature of the Case and all claims made in conjunction with the Case.

14.3 For each Case declared according to Article 14.2 all Parties to the Case and the Steering Committee shall nominate the Arbitration Committee within four weeks after the Case has been declared according to Article 14.2 according to the following rules:

- (i) Each Party to the Case nominates one individual member of the Arbitration Committee not already nominated by another Party;
- (ii) the Steering Committee nominates one additional individual member of the Arbitration Committee;
- (iii) in case one Party fails to nominate a member to the Arbitration Committee ("the Failing Party") the Steering Committee may on request of another Party to the Case nominate a substitute member on behalf of the Failing Party;
- (iv) in case the Steering Committee fails to nominate its allotted member of the Arbitration Committee the remaining members of the Arbitration Committee shall proceed with their activities.

14.4 The Arbitration Committee as nominated per Article 14.3 shall determine with plurality vote a Chair. In case of a tie the Chair shall be determined by lot.

14.5 Meetings of the Arbitration Committee shall be convened and presided by the Chair and shall be held in person.

14.6 A majority of members of the Arbitration Committee shall constitute a quorum.

14.7 The vote of a majority of the votes cast, provided a quorum is present, shall be an act of the Arbitration Committee.

14.8 The decisions of the Arbitration Committee are final within the Society. The Arbitration Committee decides according to the requirements of good faith giving all Parties the opportunity of being heard.

## **15 Dissolution of the Society**

15.1 The voluntary dissolution of the Society may only be decided upon by an Extraordinary Meeting of the Assembly particularly convened for the purpose of dissolution of the Society.

15.2 This Extraordinary Meeting shall also decide on the transfer of any available or remaining funds or assets of the Society.

15.3 In case of dissolution of the Society or in case of a loss of benefited (not-for-profit) aims of the Society (*Wegfall der gemeinnützigen Zwecke*) the property and assets of the Society must only be transferred to other not-for-profit organizations (*gemeinnützige Organisationen*) according to sec. 34 ff of the Austrian Federal Duties Act (§§ 34ff BAO).

## **16 General Terms**

16.1 Revenues, income or any other profit arising in conjunction with the activities of the Society shall be used exclusively and directly to achieve the aims and purposes of the Society.

16.2 Members of the Society shall not be entitled to claim any share or proportion of any revenues, income, or profit, or to otherwise obtain personal benefits by virtue of being members of the Society alone. This provision shall also be valid in case of termination of membership or dissolution of the Society. In addition no person shall be benefited or favored through expenses prejudicial to the aims or purpose of the Society or through disproportionately high remunerations.

16.3 *Robert's Rules of Order* (latest revision) shall be used to conduct business at meetings of any body of the Society, in particular the Meetings of the Assembly, the meetings of the Steering Committee, and the meetings of the Arbitration Committee, unless other rules of procedure are specified in the Austrian Not-For-Profit Society Act of 2002 (*Vereinsgesetz 2002*), the Austrian Federal Duties Act (BAO), this Constitution, or the applicable governing documents of those organizational units or bodies provided such organizational documents exist and are not in conflict with any of the foregoing.

16.4 The Steering Committee shall resolve any issues related to the interpretation of, and conformance of other documents to the Society's governing documents.

16.5 This (English) document represents a non-certified translation of the legally binding German Constitution of the Society (*Statuten*).