

# Statutes

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*International Federation for Information Processing (IFIP)*

**Approved by General Assembly in September 2021**

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The International Federation for Information Processing, established on January 1, 1960 has approved these Statutes in the General Assembly of 16-17 September 2016.

## **1 Name**

The International Federation for Information Processing (IFIP), hereinafter known as the Federation.

## **2 Seat and nature**

The seat of the Federation is in Austria. IFIP is officially registered in Austria and incorporated by Decree of the Austrian Foreign Ministry (September 20, 1996, GZ 1055.170/120-1.2/96). IFIP is an international non-governmental organization (NGO) on a not-for-profit basis.

## **3 Mission**

The International Federation for Information Processing (IFIP) is the global non-profit federation of societies of ICT professionals that aims at achieving a worldwide professional and socially responsible development and application of information and communication technologies. This will be accomplished in accordance with a strategic plan approved by the General Assembly.

## **4 Membership**

### **4.1 Categories**

#### **4.1.1 Country Representative Member**

In each country one general ICT society with professional individuals as main membership base or one group (association / federation) of such societies can become a Country Representative Member. Such a society or group of societies should be not-for-profit and cover the whole or the largest part of the field of information and communication technologies. The society or group of societies must be representative for the scientific and professional ICT communities in the country.

If no national general ICT society or group of such societies exists or if such a society or group does not wish to become a Country Representative Member, one national society or group of societies that is focusing on either scientific activities or on non-scientific activities may become a Country Representative Member. Such a society or group of societies should be not-for-profit and cover the whole or the largest part of the field of information and communication technologies. The society must be representative for the scientific or professional ICT communities in the country.

If none of the above mentioned societies or groups of societies exist in a country, an Academy of Sciences, university or government body can be considered as Country Representative Member under certain conditions as elaborated in the Bylaws.

#### **4.1.2 Member at Large**

Any national general ICT society with professional individuals as main membership base or group (association / federation) of such societies can become a Member at Large. Such a society or group of societies should be not-for-profit and cover the whole or the largest part of the field of information and communication technologies. The society or group of societies must represent a fair part of the scientific and professional ICT communities in the country.

Any national society or group of societies that focuses on either scientific activities or on non-scientific activities may become a Member at Large. Such a society or group of societies should be not-for-profit and cover the whole or the largest part of the field of information and communication technologies. The society must represent a fair part of the scientific or professional ICT communities in the country.

Any international scientific or professional society may become a Member at Large. Such a society should be not-for-profit and may cover the whole, a large or a specific part of the field of information and communication technologies. The society must be representative on an international scale for the respective communities.

As part of the admissions process Members at Large are classified as either international or national. International Members at Large have the same voting rights as Country Representative Members, national Members at Large have reduced voting rights and in return will pay a reduced fee.

An application for National Member at Large will only be considered if the country concerned already has a Country Representative Member.

#### **4.1.3 Associate Member**

Scientific societies, professional societies, government bodies, companies and other organisations with a professional interest in Information and Communication Technology can apply to be considered for Associate Membership provided that they would not qualify for admission as Country Representative Members or Members at Large.

#### **4.1.4 Honorary Member**

Honorary Membership may be awarded to a person who has displayed exceptional merit in furthering the aims and interest of the Federation.

### **4.2 Admission**

The General Assembly decides on the admission of Members.

For the admission of Country Representative Members and national Members at Large, a two-thirds majority of Country Representative Members present or represented by proxy is required.

For the admission of international Members at Large, a two-thirds majority of the combined vote of Country Representative Members and international Members at Large present or represented by proxy is required.

### **4.3 Participation in General Assembly and voting rights**

Country Representative Member or Member at Large:

Participation in GA with full voting rights / 1 vote per member (with the exception that national Members at Large cannot vote on amendments to the statutes or the dissolution of the Federation)

Associate Member: Participation in GA with no voting rights

Honorary Member: Participation in GA with limited voting rights / 1 vote per member

A summary of the voting rights is included in the Bylaws.

## **4.4 Termination**

### **4.4.1 Country Representative Member and Member at Large**

The membership of a Country Representative Member or a Member at Large can be terminated:

By a two-thirds majority of the total number of Country Representative Members and Members at Large present or represented by proxy;

For serious offence;

If the conditions of membership are no longer fulfilled;

By declaration of the Member;

For non-payment of dues, following a vote by the Executive Committee.

Membership automatically ends if the Member is two years in arrears with the payment of dues unless in exceptional circumstances the Executive Committee decides that it is not in the Federation's best interest.

### **4.4.2 Associate Member**

The Membership of an Associate Member can be terminated:

By a two-thirds majority of the total number of Country Representative Members and Members at Large present or represented by proxy;

For serious offence;

If the conditions of membership are no longer fulfilled;

By declaration of the Member.

### **4.4.3 Honorary Member**

The membership of an Honorary Member can be terminated:

By a two-thirds majority of the total number of Country Representative Members and Members at Large present or represented by proxy for serious offence;

By declaration of the Member;

Membership automatically ends on the death of the Honorary Member.

## **4.5 Suspension of GA Membership**

A Member with dues outstanding for the previous year or years will lose its vote in General Assembly until the outstanding sum is paid.

This will not affect the status of an Officer or Councillor from that Member at one of the governing bodies since, in this context, such an Officer or Councillor is not regarded as representing his Society.

## **5 Governance**

The main bodies of the Federation are:

- a. General Assembly
- b. Board
- c. Executive Committee

### **5.1 General rules on decision making**

#### **5.1.1 Majority**

The term "two-thirds majority" is defined as "a majority comprising at least two-thirds of those present or represented by proxy who have the right to vote on the topic concerned".

The term "absolute majority" is defined as "a majority of those present or represented by proxy who have the right to vote on the topic concerned". This means that more than 50% of the above must vote in favour.

The term "simple majority" is defined as "a majority of those who vote in favour of the motion over those who vote against it".

These definitions apply throughout these Statutes and Bylaws and also to Standing Orders.

## **5.2 General Assembly**

### **5.2.1 Composition and Voting Rights**

The General Assembly is composed of one representative from each Country Representative Member, Member at Large and Associate Member and of Honorary Members. In addition all Officers, Councillors, Technical Committee and Specialist Group chairs and the chairs of the International Young IT Professionals Group (InterYIT) and the International Professional Practice Partnership (IP3), if not a Country Representative Member or a Member at Large representative, will serve as Ex-officio members for the duration of their terms of office. In the event of a Country Representative Member or Member at Large representative also being a Technical Committee or Specialist Group Chair he / she shall be entitled to vote in both capacities.

Members with voting rights have one vote each. Country Representative Members and Members at Large have full voting rights on all issues (with the exception that national Members at Large cannot vote on the amendments of the statutes or the dissolution of the Federation), Honorary Members have limited voting rights, Associate Members have no voting rights. Ex-officio Members have limited voting rights: they cannot vote on the dissolution and liquidation of the Federation, on the admission and exclusion of members and on the fee structure and fee level.

An overview of the voting rights is included in the Bylaws.

Should they not be able to attend the General Assembly meeting the official representative of a member society may be represented by another member of that society and a Technical Committee or Specialist Group chair may be represented by another member of that Committee or Group. If no representative is able to attend the meeting, all General Assembly members with voting rights, including Ex-officio members, can give a proxy to any other General Assembly member with voting rights, including Ex-officio members, to vote on issues that the members that are giving the proxy are entitled to vote upon. Proxies may be given to and be exercised by a Member subject to a limit of any Member not exercising more than four votes (including their own vote or votes) at any one time.

Voting figures will always be announced.

### **5.2.2 Authority**

The General Assembly is the supreme authority of the Federation. The General Assembly can establish various substructures. The composition and authority of these substructures are defined in the Bylaws of the Federation.

The General Assembly shall determine fundamental policy, adopt the programme of activity, hear and approve the reports of any substructures it may have established, decide on admission and exclusion of Members, elect Officers and Councillors, adopt and revise Statutes and Bylaws, adopt the budget, review the expenditures and accept the audit reports.

The General Assembly may establish substructures as may be necessary for permanent or temporary purposes. It shall decide on the composition, the terms of reference and the duration of existence of

such bodies. Such bodies shall be established only for purposes which are clearly defined and of limited scope. Examples of such substructures are:

- Technical Assembly;
- Technical Committees and Specialist Groups;
- Domain Committees;
- Standing Committees, etc.

The General Assembly may take any decision necessary for the implementation of the programme of the Federation. In particular, it may decide to secure the cooperation, on a contractual or ad hoc basis, with other organizations in order to carry out certain tasks.

### **5.2.3 Quorum and Majority**

The General Assembly is able to conduct business only if at least half of the combined number of Country Representative Members and Members at Large are present or represented by proxy. If this is not the case, another General Assembly shall be convened within three months and only after a time such that all Members can be notified at least one month in advance. This General Assembly shall operate without any quorum restrictions. In the meantime, the Board shall act in the place of the General Assembly.

Decisions of the General Assembly shall be taken by an absolute majority of those Members present or represented by proxy who have the right to vote on the topic concerned, unless otherwise provided in these Statutes and the IFIP Bylaws.

### **5.2.4 Meetings**

The General Assembly shall decide on the dates and places of its meetings. It may, however, be convened at any time if the President, after consultation with the Executive Committee deems it necessary. It shall also be convened at the request of a simple majority of the Board or of the General Assembly Members with voting rights. In the two latter cases, the meeting shall be convened within three months and only after a time such that all Members can be notified at least one month in advance.

## **5.3 Board**

### **5.3.1 Composition**

The Board is composed of the Executive Committee and Councillors.

The General Assembly shall elect the following Councillors:

- a. A current TC Chair, nominated by the Technical Assembly
- b. A current General Assembly Country Representative Member representative, nominated by the Country Representative Members.
- c. A current General Assembly Member at Large representative, nominated by the Members at Large.
- d. Three Councillors nominated by GA from the Country Representative Members and Members at Large representatives and Ex-Officio Members.
- e. One Member from the General Assembly, nominated by the IP3 Board.
- f. One Member from the General Assembly, nominated by the President.

All Councillors can serve for not more than two consecutive terms of three years. Incomplete terms shall not count. A Councillor whose membership of GA ends before the term of Councillor is ended can complete the term. If GA membership ends during the first term of a Councillor this Councillor is eligible for a second term.

These elections shall be carried out, keeping in mind the fact that the Board should reflect as accurately as possible the representation in the General Assembly, in particular the geographical distribution of the Members of the Federation.

If a Councillor does not serve his term in full, a successor shall be either elected or nominated and approved, in accordance with the regulation under which the former Councillor was appointed for a full three-year term.

Councillors can be discharged for a misdemeanour by a two-thirds majority vote in the General Assembly of Members present or represented by proxy. A Councillor who has not attended at least one meeting of either Board or General Assembly during the preceding 15 months is deemed to have resigned and a successor shall be elected.

When a Board Member is deemed to have resigned because of absence, that Member may not stand for re-election to that position at the election to fill the vacancy.

### **5.3.2 Authority**

The authority of the Board is to administer the Federation and to make all decisions except those specially reserved for the General Assembly such as decisions on fundamental policy of the Federation, adoption and revision of Statutes and Bylaws, admission and exclusion of Members, election of Officers and Councillors, and establishment of substructures (except Task Forces). The Board will review and revise (within reason) programme and budget, if needed, between General Assembly meetings. The General Assembly may delegate to the Board any decision which normally falls within the competence of the General Assembly.

### **5.3.3 Quorum and Majority**

The Board is able to conduct business if at least half of its Members are present. Decisions of the Board shall be taken by a simple majority of the Members present.

Voting figures will always be announced.

### **5.3.4 Meetings**

The Board shall decide on the dates and places of its meetings. It may, however, be convened at any time if the President, after consultation with the Members of the Executive Committee, deems it necessary; it shall also be convened, within two months, upon request of a majority of its Members, in which case notification of the meeting shall be given at least one month in advance.

## **5.4 Executive Committee**

### **5.4.1 Composition and Election**

The General Assembly elects from among its Country Representative Members, Members at Large and Ex-Officio Members a President, four Vice-Presidents, a Honorary Secretary and a Honorary Treasurer. The Technical Assembly chair is an ex-officio member of the Executive Committee.

The above-mentioned persons are the Officers of the Federation. The Officers, the President-Elect, Honorary Secretary-Elect and Honorary Treasurer-Elect between their election and the time when they



take office, and the Immediate Past President during the year following the end of his term, shall form the Executive Committee of the Federation.

The term of an Officer is three years. The Officers may not be elected to the same office for more than two consecutive terms. Acting terms shall not count.

An Officer whose membership of GA ends before the term of Officer is ended can complete the term. If GA membership ends during the first term of an Officer this Officer is eligible for a second term.

A Member of the Executive Committee can be discharged for misdemeanour by a two-thirds majority vote in the General Assembly of Country Representative Members and Members at Large present or represented by proxy.

#### **5.4.2 Resignation or Death of an Officer or an Officer-elect**

(a) If the President resigns or dies and there is a President-elect who is willing and available to serve, that individual shall assume the role of Acting President up to the end of the following General Assembly. Otherwise the Executive Committee shall meet within 14 days (either face to face or in a virtual meeting) and appoint one of its members as Acting President up to the end of the following General Assembly. (The person appointed may simultaneously be the holder of another officer post during that time.) If there is no President-elect, an election for President shall be arranged for the following General Assembly.

(b) The resignation or death of the Honorary Secretary or Honorary Treasurer shall be treated in the same way as (a) above.

(c) If the President-elect, Honorary Secretary-elect or Honorary Treasurer-elect resigns or dies the post shall remain vacant and an election for President, Honorary Secretary or Honorary Treasurer, as appropriate, shall be arranged for the next General Assembly.

(d) In the event of the resignation or death of a Vice-President the Executive Committee shall meet within 14 days (either face to face or in a virtual meeting) and appoint one of the councillors as Acting Vice-President up to the end of the following General Assembly. (The person appointed may remain as a councillor during that time.) An election for Vice-President shall be arranged for the following General Assembly.

(e) Should (a)-(d) above result in an election being required which would not otherwise have been expected to occur, the Executive Committee shall be authorised to vary the standard deadline for receipt of nominations depending on when the vacancy arises. The person elected will come into post immediately after the General Assembly ends.

- (f) If an Officer or an Officer-elect resigns or dies during a meeting of the General Assembly, the vacancy shall be treated for the purpose of this statute as if it had occurred before the meeting started.

#### **5.4.3 Authority**

The Executive Committee, as a whole or through its Officers, conducts the day-to-day operations of the Federation.

The President convenes and conducts the meetings of the General Assembly, the Board and the Executive Committee.

During the absence or incapacity of the President, the Vice-President longest in office shall act in his stead in all matters concerning the General Assembly, the Board and the Executive Committee. If necessary, the next Vice-President longest in office shall assume these functions.

Should a period of absence or incapacity by the President, Honorary Secretary or Honorary Treasurer exceed or be expected to exceed four weeks, the Executive Committee shall appoint one of its members to serve in an Acting capacity as a replacement for the remainder of the period of absence or incapacity. In exceptional circumstances of prolonged or repeated periods of absence or incapacity the Executive Committee may choose to recommend to the next General Assembly that the officer concerned shall be deemed to have resigned. Approval of such a proposal by the General Assembly shall require a two-thirds majority of the votes of those members present or represented by proxy.

#### **5.4.4 Meetings**

The Executive Committee decides on the dates and places of its meetings.

### **5.5 Code of Conduct for Officials**

The Federation has adopted a Code of Conduct for IFIP Officials to promote and maintain high standards of behaviour by its Officials whenever they conduct the business of the Federation, including the business of the office to which they were elected or appointed, or when they claim to act or give the impression of acting as a representative of the Federation.

For the purposes of the Code and for this Statute, an 'Official' of IFIP will be taken to mean the holder of any of the following posts: President, President-elect, Vice-President, Honorary Secretary, Honorary Secretary-elect, Honorary Treasurer, Honorary Treasurer-elect, Councillor, together with Chairs and members of the Federation's Technical Committees, Technical Assembly, Member Societies Assembly, Standing Committees and Domain Committees. Additional posts may be specified in the Code itself. All those elected or appointed to these posts shall be deemed to be bound by the Code including those in post when the Code is adopted.

The Code of Conduct for Officials will initially be adopted and may subsequently be amended by a simple majority vote of those Country Representative Members, Members at Large and ex officio Members present or represented by proxy at any meeting of the General Assembly.

## **6 Finance and ideal means**

The Federation is financed by dues from members, income from publications, interest on funds, contributions, and surpluses from events, including funds arising from activities of substructures. The General Assembly shall decide on the scale of annual dues. It may accept donations and subsidies.

The Federation's mission shall be accomplished by the following "ideal means":

- Lectures, training courses, discussion, and similar events, as well as the implementation of events of all kinds.
- Publication of books, newspapers, magazines and other information and information processing materials, as well as Federation publications.
- Contact with public authorities, organizations with similar objectives as well as the stakeholders necessary for the fulfilment of the purpose at regional, national and international level.

- Enabling and supporting cooperation amongst member societies.

## **7 Commitments**

Any document committing the Federation shall be signed by the President or a designated Officer.

All legal actions, whether as plaintiff or as defendant, shall be the responsibility of the Executive Committee, represented by the President or one of its Members, designated for this purpose by him.

## **8 Amendments and dissolution**

### **8.1 Amendments of the Statutes**

All proposals for modification of these Statutes or dissolution of the Federation must be submitted by at least one General Assembly Member. Any such proposal shall be mailed to all Members of the General Assembly at least forty days in advance of the General Assembly meeting at which it will be discussed. Approval of such proposals shall require a two-thirds majority of the total number of Country Representative Members and international Members at Large present or represented by proxy.

### **8.2 Dissolution of the Federation**

In the case of dissolution, the General Assembly shall decide by a two-thirds majority of the Country Representative Members and international Members at Large present or represented by proxy on the method of liquidation of the Federation and the disposal of its assets. The assets will be transferred to one or more non-profit organizations with aims similar to those of IFIP.

## **9 Bylaws**

The Bylaws of the Federation amplify the Statutes and describe in more detail terminology used within the IFIP organization, its internal structure and processes, substructures and the management of its operations.

Any proposal for the modification of the Bylaws must be submitted by at least one General Assembly Member and be mailed to all Members of the General Assembly at least forty days in advance of the General Assembly at which it will be discussed.

Although detailed proposals are desirable it will be acceptable for the proposal to describe the change in general terms leaving detailed changes to be drafted during the General Assembly meeting. It will be permissible during the General Assembly to make amendments to any previously circulated proposal. In both cases the resulting detailed proposals, if accepted, will be put into immediate effect.

Approval of such proposals shall require a two-thirds majority of all Members present or represented by proxy who have the right to vote on the topics concerned.

The Bylaws are complemented by Annexes detailing some of the articles and including policies and procedures.

## **10 Standing Orders**

The IFIP Standing Orders are established and modified by the Executive Committee, where appropriate in consultation with the relevant substructures. Modifications shall require an absolute majority of those present or represented by proxy.

The Standing Orders describe in detail the organization of the various IFIP substructures and their rules of operation. In addition, they provide guidance on procedures for the efficient administration of IFIP's affairs.

The Standing Orders are complemented by Annexes expanding on important aspects of IFIP activities and functions.

## **11 Austrian Law**

Anything not provided for in these Statutes shall be in accordance with Austrian Law on the subject.