



International Federation For Systems Research

CONSTITUTION

(approved by the IFSR Board on 2017-11-29)

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ARTICLE 1: Name, Domicile, Activities, Language

1. The Name of the Federation is "*International Federation for Systems Research*" (abbreviated 'IFSR').

2. The IFSR has its domicile in Vienna, Austria. The domicile can be moved by decision of the Board. The activities of the Federation cover all the countries of the world.
3. The IFSR may create branch societies.
4. The official language of the IFSR is English.

ARTICLE 2: Purpose

1. The IFSR is a non-profit organization.
2. The aims of the IFSR are to stimulate all activities associated with the scientific study of systems, meaning complex entities and mental reflections of these, and coordination of such activities on an international level. These aims will be realized by:
 - coordinating systems research activities of private persons and/or organizations;
 - organizing international meetings, courses, workshops, and the like;
 - promoting international publications in the area of systems research;
 - promoting systems education;
 - maintaining standards and competence in systems research and education;
 - any other means, as far as they are legal in the respective membership countries and serve the aims of the members as formulated in their respective statutes.

ARTICLE 3: Means for achieving the purpose of the IFSR

1. The IFSR tries to achieve its purpose by the means listed in 2. and 3. below
2. The non-material means are:

- organisation of scientific conferences, tutorials, seminars, workshops, lectures, and associated exhibitions;
- cooperation with organisations and associations with similar interests world-wide, especially cooperation at national and international scientific events; support for the participation of scientists at scientific events world wide;
- support of scientific publications;
- establishing of Working Groups and Project Groups including operation of appropriate data bases and communication means;
- cooperation with standardisation organisations and other standard-producing organisations, including development of standards;
- research, formulation and publication of opinions concerning issues of education, training and application in the domain of systems;
- support of education and training in the area of Systems Research and Systems Engineering, in and outside of academic institutions;
- providing information on issues of systems thinking, systems research and systems design to decision makers, to domain specialists and the broader public via all relevant media.

(3) The necessary financial means are procured by

- membership fees and contributions;
- subsidies, collections, heritages and other donations;
- proceeds from events, publishing activities, licences and internet-activities;
- refunds and proceeds from the performance of reviews and projects.

ARTICLE 4: Memberships

- Members of the IFSR are:
 - Full Members,
 - a. Scientific Members,
 - b. Educational Members,
 - c. Enterprise Members,
 - d. Sponsoring Members,
 - Affiliate Members,
 - Fellows.
- Only legal entities can become Full Members.
- Only juristic persons (including legal entities) can become Affiliate Members.
- Only physical persons can become Fellows.
 - a. Scientific Members are usually non-profit research organisations ,
 - b. Educational Members are primarily concerned with in the Systems field,
 - c. Enterprise Members are usually for-profit organisation practising systemic methods.
 - d. Sponsoring Members provide the IFSR with financial or in-kind support.
- A Full or Affiliate Member is admitted to the IFSR after having presented a written request to the Executive Committee of the IFSR; juristic persons, together with a copy of its constitution. An applicant shall be informed of the Federation's decision regarding the application no later than six months after the application has been received. Proposal of a new Member is performed by the Executive Committee to the Board of the IFSR.

- The Board decides about admission of each member. Admission can be rejected without quoting any reasons. Membership starts with the 1st day of the following month after admission.
- The title “Fellow” is the IFSR’s highest recognition. The IFSR may appoint individual persons to the status of “Fellow” on suggestion of the Executive Committee, of Full Members, of Fellows and of Sponsoring Members (but not by the intended Fellow himself/herself). Criteria are defined by the Board.
- Each juristic member nominates one Representative (usually the President or the Secretary General) who acts as the official point of contact for this member. This person can be replaced by informing the Secretary General of the IFSR in written or electronic form.
- A Full or Affiliate Member can request to be moved to another category by request to the Executive Committee. The procedure is analogous to admittance.
- A Full Member’s status can be changed to ‘Affiliate Member’ by the Executive Committee as a result of not having fulfilled its financial obligations for two consecutive years, provided that a formal warning had been sent to it at least 2 month in advance.

ARTICLE 5 :Termination of Membership in the IFSR

1. Membership in the IFSR is terminated by death of a physical person, by the ceasing of the existence as a juridical person, by resignation or exclusion.
2. Membership in the IFSR is terminated when a notice is received by the Secretary of the IFSR from the member announcing its intent to withdraw from the IFSR. A notice of this kind must be authorized by the member’s own constitutional process.
3. If the activities of a member become incompatible with the aims of the IFSR, the Board may send an official warning to the member indicating that its membership is likely to be terminated.

4. A member can be excluded from the IFSR by vote of 3/4 or more of the Full Members present at the Board meeting, provided that a formal warning was sent to the member at least six months in advance.

ARTICLE 6: Rights and Duties of the members

1. Fellows and personal members of Full Members are entitled to take part in all activities of the IFSR and to utilize all resources of the IFSR according to the rules issued by the Executive Committee.
2. Only personal members of Full Members can become officers of the IFSR.
3. Only Full Members of the IFSR have voting rights.
4. All Full members of the IFSR have equal votes.
5. Affiliate Members have no right to vote but enjoy a reduced membership fee. The method of their participation is determined by the Board for each Affiliate Member on an individual basis.
6. All members are obliged to support and further the interests of the IFSR according to their capabilities. Members have to avoid anything which could mar the standing and the intentions of the IFSR.
7. All members are required to pay the fees and duties in time in the amount determined by the Board. The membership fee for Corporate Members is a multiple of the fee for Scientific Members. It is determined by the Executive Committee.
8. Each juridical member of the IFSR is required to file with the Secretary General of the IFSR any changes concerning its constitution, its governance or its Representative.

ARTICLE 7: Governance

The management of the IFSR is performed by :

- The Board,

- the Executive Committee, and
- the Auditors.

ARTICLE 8: The Board

1. Governance of the IFSR is vested in the Board.
2. The Board is chaired by the President. In case of his/her unavailability Article 11, sections 5 and 6 come into effect.
3. Full Members are represented by one delegate carrying ONE vote at the Board meeting. Full Members may additionally send one additional delegate (without voting rights) to the Board.
4. Affiliate Members may send one delegate (without vote) to the Board.
5. Fellows are invited to attend the Board Meeting without voting rights.
6. A Full Member may substitute its delegates to the Board at any time by a written or electronic notice, duly authorized, to the Secretary General. The substitution becomes effective the next day.
7. In addition a delegate at the Board can represent at most 2 further Full Members.
8. The members of the Executive Committee have ONE vote each.
9. A Board Meeting is called by the Executive Committee.
10. A regular Board Meeting takes place in the first half of every even-numbered year.
11. An extra-ordinary Board-Meeting has to be called on request of the Executive Committee, on the written request of 1/10 of the Full Members, or on request of an Auditor. It has to be convened within 2 months.
12. All Full Members must be invited to regular and extra-ordinary Board Meetings at least 4 weeks before the set date. The invitation to a Board Meeting has to contain a preliminary agenda.

13. Guests can be invited to the Board Meeting at the discretion of the Executive Committee.
14. The Board has a quorum if all members have been duly invited.
15. Voting on the Board is by simple majority, independent of the number of delegates eligible for participation.
16. On request of 1/10 of the votes present (rounded up) voting has to be performed by secret ballot.
17. Changes to the Constitution need a quorum of 2/3 of the votes present.
18. A motion for dissolving the Federation has to be an agenda item on the preliminary Agenda of the Board Meeting and needs the votes of $\frac{3}{4}$ of the votes present.

ARTICLE 9: Electronic Voting

Decisions of the Board can be made via electronic media in the following way:

1. All member organizations have to deposit an official, up-to-date point of contact, the "Representative" (see Article 4.9), with an e-mail address to the Secretary General of the IFSR. It is the responsibility of the member to inform the Secretary General of any changes.
2. Motions can be initiated by the IFSR Executive Committee or by any Full Member supported by a second Full Member. It must be submitted in writing to the Secretary General together with an exact formulation of the motion. The Secretary General must transmit the motion to all members within 1 month. The deadline for returning the vote on motions is 6 weeks after transmittal.
3. Each Full Member Organization of the Federation and each member of the Executive Committee has ONE vote (see also Art. 8.3).
4. The valid votes on a motion are: YES, NO or ABSTAIN. Questions for clarification and discussion amongst member organizations about motions must be completed within the 6 week time limit. By the end of that time, votes on the motion will be final.

5. The quorum for a vote on Article 5.4 (exclusion of a Member), Article 8.16 (change of constitution), and Article 8.17 (dissolving the Federation) is two thirds of Full Members (meaning that at least two thirds of Full Members must return a vote within the allotted time or the motion is dismissed.). For all other motions the quorum is one half of the Full Members.

6. All regular motions will be decided by a simple majority of the votes returned. Changes to the Constitution require agreement by two thirds of the votes returned in order to be passed. Dissolution of the Federation, or exclusion (i.e. removal from membership) of a member organization, require agreement by three fourths of the votes returned. The Secretary General has to inform all members of the outcome of a vote within 2 weeks.

7. A new motion addressing the same topic as a previous one may only be submitted 4 months after the deadline of the previous motion. Clarification or modification of existing motions can be initiated by, or with the consent of, the Executive Committee, as necessary to maintain the operations and integrity of the Federation. The obvious exception to this clause would be the dissolution of the Federation.

ARTICLE 10: Duties of the Board

The Board has the following duties:

1. receiving and accepting the bi-annual Activity Report, the bi-annual Financial Report and, if applicable, the Project Report(s), reporting on the past two years;
2. receiving and accepting the Auditors' Report about the past two years;
3. receiving and accepting the action plans and proposed budget of the IFSR on the part of the Executive Committee, including the financial statement;
4. electing of the members of the Executive Committee. Due consideration shall be given to achieving a balance of nationalities among these officers.
5. removing of members of the Executive Committee and of the Auditors;
6. exonerating of the Executive Committee;

7. bestowing and revoking of all types of memberships;
8. settling of disputes within the membership in the IFSR;
9. deciding about the number of Vice-presidents for the next bi-annual period;
10. preparing and changing the Constitution and By-laws of the IFSR;
11. deciding on membership fees;
12. receiving, discussing, modifying and voting on the Financial Plan, the Activity Plan and on the Project Plans;
13. voting on the dissolution of the IFSR.

ARTICLE 11: The Executive Committee

1. The executive Committee consists of the President, one to three Vice-Presidents (numbered 1 to 3), and the Secretary General.
2. The President chairs the Executive Committee.
3. The Board elects the members of the Executive Committee. Nominations for the IFSR officers must be received 1 month by the Secretary General before the Board Meeting at which the Executive Committee is to be elected
4. The term of any of the officers starts on the 1st day of the next month after the election and ends with the end of the month in which the next election takes place (approx. two years). Each officer is eligible to succeed himself/herself. Any officer may be removed from office by a vote of the Board.
5. In case the President is unavailable, he/she is represented by the 1st, 2nd and 3rd Vice-president (if applicable) and the Secretary General in that order.
6. If the President or the Secretary General became or will become incapable or unavailable for more than 3 month, the Executive Committee must co-opt one other eligible person to that position within 1 month.
7. If another member of the Executive Committee becomes incapable or unavailable, the Executive Committee may co-opt one other eligible person.

8. In case the complete Executive Committee becomes incapable of leading the IFSR, an Auditor or any other Member has the duty to call an extra-ordinary General Assembly.
9. Legally binding written documents and Announcements of the IFSR have to be signed by at least two members of the Executive Committee.
10. Other documents of the IFSR may be signed by the Secretary General.
11. The Executive committee has a quorum, if all members have been invited and at least half of them are present in person, by electronic means, or by proxy.
12. The Executive Committee makes the decisions by a simple vote of majority. In the case of a tie the President has the decisive vote.

ARTICLE 12 : Duties of the Executive Committee

The Executive Committee performs the operative management of the IFSR and has to fulfil all activities which are not explicitly allocated to other management function of the IFSR. The Executive Committee is authorized to act for the Board pursuant to such regulations the Board makes.

Specifically the Executive Committee has to perform the following tasks:

1. preparation of the Financial Report, the Activity Report and (if applicable) the Project Reports;
2. preparation, calling and organizing Board Meetings;
3. management of the finances of the IFSR; specifically the Secretary General is responsible for the orderly management of the finances;
4. management of employees of the IFSR (if any);
5. preparing the Activity Plan, the Financial Plan and the Project Plans (if applicable);
6. preliminary acceptance of members to the IFSR, and submitting the proposal to the Board.

7. The Secretary General supports the President in managing of the business of the IFSR;

ARTICLE 13: The Auditors

1. The Auditors are elected by the Board for a period of two years, re-election is permissible.
2. The Auditors audit the financial activity of the Executive Committee, audit the Financial Reports, and report to the Board.

ARTICLE 14: Dissolution of the Federation

1. If the Federation is dissolved or otherwise ceases to function, the remaining funds, after all debts have been paid, are be donated to the Austrian Society for Cybernetic Studies (OSGK) or its successor organisation.
2. The last acting Executive Committee has to announce the decision of dissolution within 4 weeks in writing to the appropriate Austrian Authorities.

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