

Statutes
of the International Association
Infoterm
(International Information Centre for Terminology)

Preamble

The expanding global information society requires terminological information, methods, and tools.

High-quality terminologies and terminology systems play a key role in specialized communication, training, research and development, information and documentation, and knowledge and technology transfer.

International cooperation in preparing, processing, and exchanging terminological information promotes knowledge transfer and thus supports the economic and social progress of peoples.

The rapidly increasing volume of specialized knowledge, coupled with the hectic development of electronic means to store, disseminate, and retrieve information in electronic form, necessitates the systematic and coordinated integration of terminological methods and reliable terminological data into information and knowledge systems.

Thus the activities carried out by the International Information Centre for Terminology (Infoterm) as an autonomous, independent scientific international institution are of major public interest throughout the world.

1. Name, Seat, and Scope

The name of the Association is '**International Information Centre for Terminology**', abbreviated "**Infoterm**". It has its seat in Vienna and extends its activities all over the world. Branch offices are intended to be set up in all Federal Provinces.

2. Objectives

The Association's activities shall be exclusively not for profit according to paras. 34-47 of the Austrian Federal Fiscal Code. Its objectives shall be to promote the collection and dissemination of INFORMATION on TERMinological activities in close cooperation with international institutions and specialized organizations.

3. Means for Achieving the Objectives of Infoterm

The objectives of Infoterm shall be achieved by the non-financial and financial means listed under Articles 3.1 and 3.2 in conformity with the general tasks of Infoterm, which are to improve specialized information and communication through the promotion of activities and cooperation in the field of terminology.

3.1 Non-financial means include:

- (1) collecting information on terminological data, publications, and activities with a view to processing and making it available in conventional and electronic form (i.e. functioning as an international clearing house and referral centre in the field of terminology);
- (2) processing and disseminating terminological and related scientific, technical, and economic information;
- (3) publishing in the field of terminology;
- (4) creating and maintaining holdings and archives in the field of terminology;
- (5) promoting, coordinating, and conducting terminological activities in all specialized fields;
- (6) promoting and coordinating terminology work with the aim of supporting knowledge and technology transfer;
- (7) promoting research and development activities relating to terminology work, including terminology teaching and training;
- (8) advising institutions and bodies active in the field of terminology, as an activity of public interest;
- (9) methodically integrating terminology and terminology management systems into information management systems and quality management systems;
- (10) initiating and coordinating projects in the field of terminology;
- (11) organizing lectures, meetings, seminars, conferences and other events in conformity with the objectives of Infoterm.

3.2 The necessary financial means shall be raised in the form of:

- (1) cost-recovery from research and development projects;
- (2) cost-recovery from publications;
- (3) cost-recovery from sponsored events;
- (4) cost-recovery from other Association activities;
- (5) contributions, grants, subsidies, and other private and public donations.

With regard to all the above-mentioned means, it must be borne in mind that the overall activity of the Association shall aim exclusively at fulfilling non-profit objectives and that only activities required to achieve the aforementioned objectives may be pursued. Association activities must not compete on a broader scale with taxable enterprises of the same or similar nature except to the extent that this may be unavoidable in order to achieve the Association's objectives. Any and all surpluses resulting from the above-cited activities must be directly used for the promotion of the non-profit objectives of the Association. Members of the Association must not derive any profit or other remuneration from Association funds in their capacity as Association members. This stipulation shall also apply to members withdrawing from the Association or in the event of the dissolution or termination of the Association. No person shall benefit from expenditures not related to the objectives of the Association, nor shall any individual receive any inappropriately high remuneration.

4. *Types of Infoterm Membership*

Members of the Association, hereinafter called “Infoterm Members” shall consist of regular members and associate members.

- 4.1 Regular Infoterm Members shall be natural persons.
- 4.2 Associate Infoterm Members are corporate bodies with full rights and obligations. They shall be specialized international, regional or national terminology institutions, organizations or networks as well as specialized public or semi-public or other kind of non-profit institutions, supporting the objectives of Infoterm by virtue of contracts and performing activities compatible with the Association’s objectives.

5. *Membership*

- 5.1 Membership shall be subject to an invitation by the Infoterm Executive Board in accordance with Articles 4 and 8.2.6.
- 5.2 Prior to the establishment of the Association, provisional membership shall be obtained upon proposal by the founding members. Such provisional membership shall not come into effect before the Association has been officially established.

6. *Termination of Infoterm Membership*

- 6.1 Membership shall be terminated by death, loss of legal personality, voluntary resignation, or by a declaration of exclusion by the Infoterm Executive Board.
- 6.2 Resignation from membership on the part of Regular Infoterm Members shall be possible by December 31 of each year only. The Infoterm Secretariat shall be informed in writing of a member's intention to withdraw *at least* three months prior to the end of a calendar year. If notification is given at a later date, the resignation from membership shall *not* become legally effective before December 31 of the next following year.
- 6.3 Membership of Associate Infoterm Members shall be terminated upon cessation of the respective contractual relationship.

7. *Rights and Obligations of Infoterm Members*

The Members shall have the following rights and duties:

- 7.1 All Infoterm Members shall be entitled to participate in Association events and to use Association facilities (e.g. library, documentation, databases).
- 7.2 Regular Infoterm Members shall have the right to participate in the General Assembly. They shall have the right to vote and to be elected. The delegates appointed by the Associate Infoterm Members to the General Assembly shall have the same rights as the Regular Infoterm Members.
- 7.3. All Infoterm Members shall be obliged to promote the interests of the Association to the best of their abilities and shall refrain from any activities that might be detrimental to the reputation or objectives of the Association. They shall abide by the Infoterm Statutes and by the decisions of its governing bodies.
- 7.4 Associate Infoterm Members shall have the obligation to fulfill their commitments on the basis of contracts concluded with the Infoterm Executive Board.
- 7.5 An extraordinary General Assembly shall be convened within four weeks upon decision of the Infoterm Executive Board or the General Assembly, upon a written request submitted by at least a tenth of Infoterm Members or at the request of the Auditors.

8. Infoterm Executive Bodies

Infoterm shall have the following executive bodies:

the General Assembly,
the Infoterm Executive Board,
the Board of Arbitration.

8.1 The General Assembly

- 8.1.1 The General Assembly is the members' assembly as defined by the Austrian Association Act. It shall consist of the Regular Infoterm Members and the Associate Infoterm Members, who shall be represented by one delegate.
- 8.1.2 An ordinary session of the General Assembly shall be convened at least every second year by the Infoterm Executive Board; it shall be chaired by the President or one of the Vice-Presidents.
- 8.1.3 At least half of the voting Infoterm Members must be present at the General Assembly to constitute a quorum. This requirement can be waived if the notice of the General Assembly is delivered to the voting Infoterm Members not later than three months prior to the meeting date together with the agenda and if this legal consequence is clearly stated in the notice.
- 8.1.4 The General Assembly shall be authorized to:
- elect the members to the Infoterm Executive Board and to discharge them from their responsibility;
 - appoint the Auditors and to discharge them from their responsibility;
 - approve the final accounts and the proposed budget as well as the report on Infoterm activities, and the Auditors' report;
 - decide on the dissolution of Infoterm.
- 8.1.5 Unless otherwise stipulated in these Statutes, decisions shall require a simple majority of the votes cast. In the event of a tie, the President shall have a casting vote.
- 8.1.6 If a Regular Infoterm Member or the delegated representative of an Associate Infoterm Member in accordance with Article 7.2 is unable to attend a General Assembly, he/she may transfer his/her vote to another voting Infoterm Member in writing; however, a voting Infoterm Member must not cast proxy votes on behalf of more than two members.
- 8.1.7 An extraordinary session of the General Assembly may be called on the decision of the Infoterm Executive Board or upon request of at least 30% of the voting members. Any or all decisions reached at an extraordinary session of the General Assembly shall be subject to approval at the next ordinary session of the General Assembly.

8.2 Infoterm Executive Board

- 8.2.1 The Infoterm Executive Board shall consist of at least five and not more than nine members who shall be elected for a two-year term of office; re-election shall be possible.
- 8.2.2 Immediately following each General Assembly, the Infoterm Executive Board shall convene an Executive Board meeting for the purpose of electing the Infoterm President and two Vice-Presidents from among its members; this meeting shall be chaired by the senior member of the Infoterm Executive Board. The Infoterm President and, in his/her absence, one of the Vice-Presidents or the Director is the representative of Infoterm vis-à-vis third parties.
- 8.2.3 The Infoterm Executive Board shall hold at least one ordinary meeting annually and shall hold extraordinary meetings at the request of either half of the members of the Infoterm Executive Board or of the President.

- 8.2.4 A quorum shall exist if at least half of the members of the Infoterm Executive Board are present. Decisions shall be taken by a simple majority vote. In the event of a tie, the President shall cast the tie-breaking vote.
- 8.2.5 If a member of the Infoterm Executive Board is unable to attend a Board meeting, he/she may transfer his/her vote to another member in writing; however, a member shall not cast a proxy vote on behalf of more than two members.
- 8.2.6 The Association shall be governed by the Infoterm Executive Board which is the policy-making organ according to the Austrian Associations Act 2002. The Infoterm Executive Board shall perform all the functions which have not been assigned, by virtue of the Statutes, to another organ of the Association. It shall be authorized to:
- admit new Infoterm Members by invitation;
 - convene the sessions of the General Assembly;
 - take decisions on the programme of work;
 - prepare the proposed budget and the final accounts;
 - determine the range of the admission fee and annual membership dues;
 - conclude contracts with Associate Infoterm Members;
 - appoint the Director;
 - approve the terms of reference and rules of procedure of the Infoterm Advisory Groups.

8.3 Board of Arbitration

All disputes that may arise from Infoterm membership shall be settled by a final decision by a three-member Board of Arbitration. Each party to the dispute shall appoint one member, and the appointees shall select a third member as chief arbiter. Decisions of the Board of Arbitration shall be by simple majority.

8.4 Infoterm Advisory Groups

- 8.4.1 The Infoterm Executive Board may appoint advisers or establish one or more advisory groups on an *ad hoc* basis for specific questions and on a permanent basis for general questions.
- 8.4.2 The Infoterm Executive Board shall appoint the chairman of each advisory group, who shall invite experts (who need not necessarily be or represent Infoterm Members) to join the respective advisory group. The chairman shall draft the terms of reference as well as the rules of procedure for his/her advisory group to be submitted to the Infoterm Executive Board for approval.
- 8.4.3 The chairman shall report on the activities and findings of his/her advisory group to the General Assembly and – if requested by any Infoterm Executive Board member(s) – to the Infoterm Executive Board.

9. Auditors

The General Assembly shall appoint two Auditors for a two-year term of office. Extension of the appointment shall be possible. The Auditors shall examine the final accounts and report annually to the Infoterm Executive Board and to the General Assembly on the results of their audit. The Auditors may not be members of the Infoterm Executive Board.

10. Secretariat

- 10.1 The Secretariat shall conduct the regular business of the Association in accordance with the decisions of the Infoterm Executive Board.
- 10.2 The Secretariat shall consist of the Director of Infoterm and such staff as may be required.

11. Director

- 11.1 The Director shall be in charge of the Secretariat and shall normally be appointed by the Infoterm Executive Board for a two-year term of office. He may be re-appointed for further terms of two years.
- 11.2 The Director shall be responsible for the day-to-day operation of the Association in accordance with the decisions and instructions of the Infoterm Executive Board. He alone shall be authorized to sign checks, contracts, and other legal documents for matters involving the day-to-day transactions of Infoterm. He shall provide administrative support to the governing bodies of the Association.
His further duties include the following:
 - drafting the final accounts for submission to the Infoterm Executive Board;
 - drafting the proposed budget for submission to the Infoterm Executive Board;
 - preparing the programme of work and the report on the activities of Infoterm for submission to the Infoterm Executive Board;
 - handling of financial transactions in agreement with the Infoterm Executive Board;
 - appointing and dismissing Association employees.

12. Amendments to the Statutes

Any amendment to these Statutes is possible only at an extraordinary General Assembly that meets the following requirements:

- the invitation to the General Assembly specifically includes this agenda item and is issued in due time as stipulated in Article 8.1.3;
- the decision is supported by at least two thirds of the Members of Infoterm present in person or represented by proxy.

13. Dissolution of the Association

- 13.1 A voluntary dissolution of the Association may only be resolved by an extraordinary General Assembly convened specifically for that purpose and only by a two-thirds majority of the valid votes cast.
- 13.2 This General Assembly has also to decide on the liquidation of Infoterm in case of existing assets. In particular, the General Assembly has to appoint a liquidator, and to decide to whom this liquidator - after discharging the debts of the Association – shall distribute the remaining assets.
- 13.3 In the event of dissolution of Infoterm or in case its non-profit status ceases, the remaining assets must be transferred to an organization, which pursues the same or similar objectives as Infoterm. In any case, they have to be used for non-profit-making purposes as defined in the Austrian Federal Fiscal Code (BAO §§34ff).
- 13.4 The last Infoterm Executive Board must notify in writing the competent Austrian Association Authority of the voluntary dissolution within four weeks. It has also to announce the voluntary dissolution within the same delay in an official bulletin.