International Society for Quantum Gravity
- Constitution -

July 3, 2024

The legally binding version of this document is the German version. The English version is for informational purposes only.

1. **Name, place and area of operations**

   The association is called International Society for Quantum Gravity ("ISQG"). It is registered in Zurich, Switzerland. Its scope is the development and maintenance of an infrastructure allowing to promote the study of Quantum Gravity (QG), in all its conceptual, mathematical, theoretical and phenomenological aspects, and in all extant approaches, and to exchange information and promote activities in the interest of its members, the profession and the international Quantum Gravity community, and, through that, the society at large.

2. **Purpose**

   The activity of the association is not aimed at generating profit. It aims to achieve the creation and maintenance of a non-commercial, international platform for promoting education and research in the area of Quantum Gravity. Each of the individual bodies constituting the association will promote and organize activities, compatible with the mission and general objectives of the association, and within the specific remit of the body; these activities will then be automatically considered as sponsored and under the auspices of the association, after approval by the Council, which will also be responsible for appropriate coordination of the promoted activities across different bodies of the association. This in particular includes the creation of infrastructure which allows for these activities, and development of this infrastructure.

3. **Means for reaching the goals of association**

   The aim of the association will be reached by the following actions and financial means. The designated actions are:

   a. Overseeing of organization of a series of international conferences in the area of Quantum Gravity, normally every two years. ISQG's support may include but is not limited to, financial contributions, logistical help and scientific guidance.

   b. Addressing petitions to hold conferences or carry out any other activities under the auspices of the association, and possibly co-organized or co-funded by the association, which can be forwarded by any member of the General Assembly as well as by non-members, and are considered by the Council.

   c. Maintenance of infrastructure and in particular a website that ensures the sustained public availability of the materials of supported events.

   d. Further actions aimed at maintaining, developing, and promoting the infrastructure and the integrity of the research field.

e. promoting the visibility of the field within Physics and in Society (as a general purpose and as a specific activity)

The necessary financial means may be raised through:

a. Grants;
b. Sponsoring;
c. Donations, collections, bequests, and other contributions;
d. Membership fees; and/or
e. Asset management, including interest, other capital income, and income from rent and lease.

4. **Membership and joining the association**

The members of the association are ordinary, extraordinary and honorary members.

a. **Ordinary members** are researchers in the field of quantum gravity, who participate fully in the association. All natural persons of full age can apply to become ordinary members of the association, and their membership is subject to approval by the Council. The conditions for ordinary membership are stated in the public Internal Guidelines of the association.
b. **Extraordinary members** support the association through the payment of voluntary membership fees. All natural persons of full age and legal persons can apply to become extraordinary members of the association, and their membership is subject to approval by the Council. The conditions for extraordinary membership are stated in the public Internal Guidelines of the association.
c. **Honorary members** are natural persons who have been designated as such for their special competence or merit for the association. The Council nominates honorary members.

Before the constitution of the association, acceptance is decided by a majority vote taken among the founding members of the Society. Membership comes into effect with the creation of the association.

5. **Obligation of members**

All members are obliged to:

a. Provide a valid email address (and, for legal persons, the name of a representative), and to inform the association about changes of these in a timely fashion;
b. Promote the interests of the association to the extent possible and to refrain from anything that could damage the reputation or the purpose of the association.
c. Follow the Constitution, the Internal Guidelines, the Code of Conduct and the decisions of the association.
d. Pay the membership fees decided by the General Assembly in a timely fashion.

6. **Ending the membership**

Membership ends automatically through death, for legal persons through the loss of the status of the legal entity, through deliberate resignation, or expulsion.

Resignation is possible at any time. It must be communicated in writing or via email at least one month in advance to the Council. In case of a change in membership fees, in the

14 days following the coming into effect of such a change, all affected members have the right to end their membership retroactively to the date of the coming into effect of the change by writing or via email to the Council.

The Council may suspend members or permanently revoke their membership if their actions are deemed significantly harmful to the mission, objectives and values of the association. Decisions can be appealed, in which case the case is brought to the General Assembly and resolved by its vote.

Membership in the Society is initially valid for 5 years and can be renewed. The Council should contact members before the expiration of their initial membership and ask if they want to renew their membership.

7. **Institutions of the association**

   The institutions of the association are the General Assembly (*Vereinsversammlung*, §8, §9, §10, §11), the Council (*Vorstand*, §12) and the Auditors (*Rechnungsrevisoren*, §15), if elected. Additional bodies of the association are specified in the Internal Guidelines.

8. **The General Assembly**

   The General Assembly constitutes the "Vereinsversammlung" of the association, according to the Schweizerisches Zivilgesetzbuch, Art. 60–89. All members may participate in the General Assembly.

   The General Assembly is reserved the right to perform the following tasks:

   a. Decisions on motions;
   b. Reception and approval of the "Rechenschaftsberichts" and the "Rechnungsabschlusses" (accounting) under advice of the Auditors;
   c. Election and removal of members of the Council and Auditors;
   d. Approval of legal transactions between the auditors and the association;
   e. Exoneration of the Council;
   f. Determination of the membership fees for ordinary and extraordinary members;
   g. Decisions on changes in the internal documents of the association, such as the Code of Conduct, the list of supported events and the Internal Guidelines;
   h. Decisions on changes in the statutes and the deliberate dissolution of the association;
   i. Debating and deciding on other issues on the agenda.

9. **Calling the General Assembly**

   An ordinary General Assembly is held yearly, and is called by the Council.

   An extraordinary General Assembly may be called by either:

   a. The Council;
   b. An ordinary General Assembly;
   c. A written motion of at least one tenth of all members;
   d. An Auditor;
   e. A Trustee ordered by court.

Calls for an extraordinary General Assembly are sent to the Council, which must schedule the meeting to occur within eight weeks of the call.

The Council must invite all members for each ordinary and extraordinary General Assembly at least two weeks in advance in writing, via email to the address communicated by the members. Every invitation to a General Assembly must include a description of the meeting's agenda. If the Council is not available, the invitation is sent by an Auditor or Trustee appointed by the court.

10. **Quorum, chair and fixed agenda items of the General Assembly**

    All members have the right to participate in the General Assembly. Each legal person may be represented by one authorized representative.

    The General Assembly can take place in person or online. Online participation on the General Assembly will always be made possible. It is the responsibility of the chair of the General Assembly to provide online access to the General Assembly so that members can participate virtually.

    The General Assembly has a quorum if at least one tenth of the members are present.

    The General Assembly is chaired by the Chair of the Council, or in their absence by their deputy. In case the deputy is also absent the oldest Council member present chairs the General Assembly. In their absence, the oldest ordinary or honorary member present chairs the General Assembly. Every member has the right to demand that the Council and the General Assembly chair follow the constitution of the association.

    The agenda for the General Assembly should include approval of the association's yearly budget and yearly plan. The members are to be informed about the audited closing of books (accounting). In case that happens as part of a General Assembly, the auditors are to be involved. If at least one-tenth of the members demand so, the Council is obliged to provide them with this information also outside of a General Assembly, within four months.

11. **Voting rights and decision making at the General Assembly**

    Only ordinary and honorary members have voting rights at the General Assembly, as well as active and passive participation rights. Every member has one vote. Transfer of one's voting right to another member by means of written authorization is possible, and votes can further be cast in advance through a suitable online voting system.

    Generally, a simple majority is sufficient for elections and decisions in the general assembly.

    Resolutions to amend or modify the active Constitution, or to liquidate the association, require a qualified majority of at least two-thirds of valid submitted votes. This includes decisions on the dissolution of the association, removal of members from an office in the association, expulsion of members from the association, and alterations of the conditions for membership.

    Resolutions to amend or modify the Internal Guidelines or the Code of Conduct require a simple majority [**other possibility: 60%**] of valid submitted votes.

12. **Council**

    Roles. The Council consists of nine members: the Chair, the Co-Chair, the Secretary, the Treasurer and five additional members. Every role in the Council is to be executed personally. That is, each role is to be executed by a different person. More roles in the Council may be created by the General Assembly.

Nomination. The Council is elected by the General Assembly. A Council member's term is normally four years, with the possibility of renewal for four more years, via re-election by the General Assembly. A new Council election is held every two years, to substitute Council members who have exhausted their term; special elections can be called when unexpected vacancies arise. Election candidates for the new Council are presented to the GA by the outgoing Council. Candidates are actively sought by the Council but any member can self-nominate or nominate other members; nominations of members who have not previously served on the Council are encouraged, but a former Council member can be nominated for re-election. The outgoing Council shall strive to ensure diverse representation, including different scientific perspectives, gender and geographic distribution, of the candidates. After a Council election, the new Council will elect a new Chair and Co-Chair, a Secretary and a Treasurer, from within the Council itself.

End of term. The function of members of the Council ends with their death, the end of their term, or by defrocking or resignation. The General Assembly can defrock individual members of or dissolve the whole Council at any time. The defrocking or dissolution comes into effect with the election of a new (member of) Council. The members of Council can declare their resignation at all times. The declaration of resignation is to be directed at the Council. In case of the resignation of the whole Council, it is to be directed at the General Assembly. The resignation only comes into effect through the co-opting or election of a successor/successors.

Replacement. In case of the resignation of a member of the Council, the Council has the right to co-opt another electable member in their place, but a General Assembly must be held at the next possible date to retroactively approve the new member of the Council or elect another member for the position. In case the Council is dissolved without co-opting or for an unpredictable time, every auditor must immediately call for an extraordinary General Assembly for a reelection of the Council. In case the auditors are equally unable to act, any ordinary or honorary member who takes notice of the emergency must order the appointment of a trustee at the responsible court, who then immediately must call for an Emergency General Assembly.

Meetings. The Council meets as often as business requires. Any member of the Council may request a meeting, stating the reasons. Unless a member of the Council requests oral deliberation, resolutions may be passed by circular letter (including e-mail and other electronic correspondence). In case oral deliberation is required, the Council has a quorum if all its members are invited and at least half of them are present. The Council is chaired by the Chair, or by the Co-Chair in their absence. In case the Co-Chair is absent, the Council is chaired by the oldest present member of the Council.

Compensation. In general, Council members work in a voluntary capacity and are not paid. They are, however, entitled to reimbursement of effective expenses. For special services, individual Council members can be given an appropriate remuneration.

Votes. The Council decides with a simple majority; in case of equality of votes, the vote of the Chair decides.

Tasks. The Council heads the association. The Council coordinates and supervises the activities of the association, and promotes new ones, organizing them on its own or delegating the organization to the designated deputies, whose rights and obligations are specified in the Internal Guidelines. The Council is bound by the Constitution and Code of Conduct of the association, as established by the General Assembly. Its scope includes the following tasks:

a. Establishment of a system of accounting appropriate for the requirements of the association, including a record of running costs and incomes and a directory of the assets of the association;
b. Compilation of an annual budget (Jahresvoranschlags) and a statement of accounts (Rechenschaftsbericht and Rechnungsabschlusses);
c. Preparation and call for the General Assembly;
d. Informing the members about the activities of the association, the conduct, and the audited Rechnungsabschluss (statement of accounts);
e. Management of the assets of the association;
f. Conducting the acceptance and the expulsion of members of the association;
g. Employment and layoffs of employees of the association;
h. Organization and control of the day-to-day business of the organization.
i. Awarding and derecognition of memberships;

13. **External representation and signing authority**

    Externally, the association is represented by the Council. The signatures of two council members are required to legally represent the association.

14. **Data protection**

    The association exclusively gathers the personal data of the members required to fulfil the purpose of the association. The Council ensures data security appropriate to that of the risk.

    Personal member data (including address, contact information and other demographic information) of individual members will not be disclosed to other members or to third-party entities, unless a legal provision applies.

    Names and work institutions of members that serve in one of the bodies of the institution may be published only with their express consent.

    Otherwise, member data is processed in accordance with the provisions of Swiss data protection legislation and the privacy policy on the association's website.

15. **Auditors**

    Two auditors may be elected by the General Assembly for the duration of five years. Re-election is possible. The auditors cannot be part of any other institution of the association, except for the General Assembly. The auditors are responsible for the ongoing control of the running business and the examination of the financial management of the association with respect to the compliance of accounting and the usage of funds in accordance with the statutes. The Council has to present the necessary documentation and disclose necessary information. The auditors have to report to the Council the result of their assessment. Legal transactions between the auditors and the association require authorization through the general assembly.

16. **Liability**

    The liabilities of the association are only liable to the association. The personal liabilities of the members are explicitly excluded.

17. **Dissolution of the association**

The deliberate dissolution of the association can be decided only during a General Assembly with a two-thirds majority of the submitted valid votes.

In case of dissolution, the General Assembly must decide on the handling of the association's assets. In particular, it must nominate a liquidator and decide to whom the liquidator shall pass on the remaining assets of the association, after covering all liabilities. Assets may include the domain and associated trademarks. The last Council must inform the responsible authorities in writing about the dissolution of the association within four weeks. In case of dissolution of the association or disappearance of its purpose, the assets remaining after covering all liabilities of the association are to be dedicated to the organization of events supported by the association, as decided by the General Assembly. If this is not possible, the assets of the association will be transferred to a tax-exempt organisation in Switzerland that pursues the same or a similar purpose. The distribution of the association's assets among the members is excluded.

18. **Coming into effect**

These statutes have been approved at the foundation meeting of [DATE] and have come into effect with this date.