



International Institute for
Applied Systems Analysis
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CHARTER

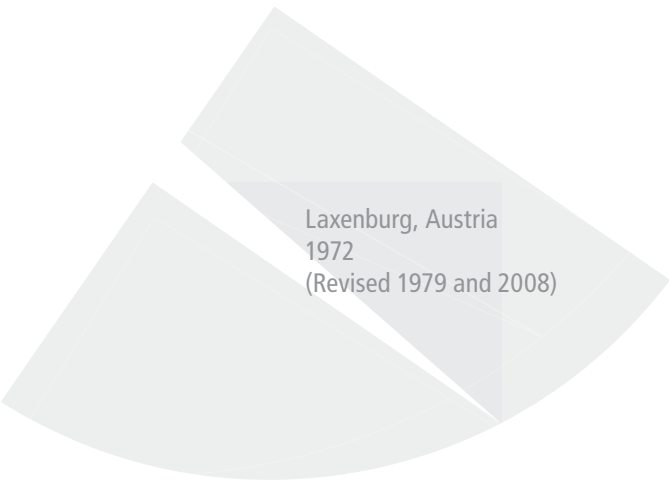
of the
International Institute for
Applied Systems Analysis

Laxenburg, Austria
1972



CHARTER

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Laxenburg, Austria
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(Revised 1979 and 2008)



CHARTER OF THE INTERNATIONAL INSTITUTE FOR APPLIED SYSTEMS ANALYSIS

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CHARTER OF THE INTERNATIONAL INSTITUTE FOR APPLIED SYSTEMS ANALYSIS

PREAMBLE

The Academy of Sciences, Union of Soviet Socialist Republics;
The Committee for the International Institute for Applied
Systems Analysis, Canada;

The Committee for the International Institute for Applied
Systems Analysis of the Czechoslovak Socialist Republic;

The French Association for the Development of Systems
Analysis, France;

The Academy of Sciences of the German Democratic
Republic;

The Japan Committee for the International Institute for
Applied Systems Analysis;

The Max Planck Society for the Advancement of Sciences,
Federal Republic of Germany;

The National Centre for Cybernetics and Computer
Techniques, People's Republic of Bulgaria;

The National Academy of Sciences, United States of America;

The National Research Council, Italy; The Polish Academy of
Sciences, Poland;

The Royal Society of London, United Kingdom.

Realising that the spread and intensification of industry
through the continued application of science and technology
generates problems of an increasingly complex nature in
modern societies,

Recognising that present methods of investigation and
analysis should be substantially improved to make them
more adequate to predict, evaluate and manage the social
and other repercussions of scientific and technological
development,

Believing that this aim can best be achieved through
international co-operation in the development and
application of methods of investigation and analysis which
shall make use of computer technology, systems analysis
methodology and modern management principles,

Convinced that science and technology, if wisely directed,
can benefit all mankind,

Believing that international co-operation between national
institutions promotes co-operation between nations and so
the economic and social progress of peoples;

**HEREBY RESOLVE TO ESTABLISH AN INTERNATIONAL
INSTITUTE FOR APPLIED SYSTEMS ANALYSIS PURSUANT TO
THE FOLLOWING AGREEMENT**

ARTICLE I

ESTABLISHMENT

Section 1. The parties hereto are agreed to create an International Institute for Applied Systems Analysis, hereinafter called "the Institute"; to pursue the objectives set out in Article II; and to ensure that it shall have the legal status and powers set out in Article III.

Section 2. The Institute is a non-governmental, multi-national, autonomous scientific institution.

Section 3. The Institute may be located wherever the Council agrees in accordance with the provisions of Article VI (10), provided that member institutions and their representatives shall enjoy equal rights and privileges in the host country. The headquarters of the Institute shall be situated at Laxenburg, Lower Austria.

Section 4. The Institute shall be established as a not-for-profit corporation and shall be subject to the laws and jurisdiction of the host country.

ARTICLE II

OBJECTIVES

Section 1. The Institute shall initiate and support collaborative and individual research in relation to problems of modern societies arising from scientific and technological development. To this end, the Institute shall undertake its own studies into both methodological and applied research in the related fields of systems analysis, cybernetics, operations research, and management techniques.

Section 2. The Institute shall encourage and reinforce national and international efforts in corresponding fields of inquiry; devise means of enhancing appreciation of this type of research among scientists from all nations; and attempt to increase understanding through the development of uniform standards and terminology. Its work shall be open to all experts in conformity with the normal practice of international scientific co-operation and the Institute shall endeavour to meet the highest standards of scholarship.

Section 3. The Institute's work shall be exclusively for peaceful purposes.

ARTICLE III

GENERAL POWERS

Section 1. The Institute shall use all the appropriate methods to organize its research; participate in international and national congresses, conferences and symposia; publish the results of all research in scientific periodicals, or as publications of the Institute, subject to the provisions set forth here in Article XVII with respect to patents, licensing, copyrights and proprietary information.

Section 2. The Institute shall entertain proposals for research from member institutions, research scholars and from representatives of other institutions and organizations.

Section 3. The Institute is authorised to appoint resident scholars; to provide stipends, grants and fellowships to such

scholars; and to make any other necessary arrangements for the support of the research activities of such scholars.

Section 4. The Institute shall have legal personality. Subject to the laws and jurisdiction of the host country, it is empowered to buy and sell property, real and personal; to acquire, rent, hold, lease, maintain, operate, and dispose of materials, equipment, and physical facilities; to make agreements, grants and contracts; to retain consultants; to borrow money; to raise funds; to accept and dispose of bequests, donations, gifts and grants for the purposes of the Institute; to solicit contributions and grants; to enter into contracts for the performance of services; to sue and be sued; and to conduct any other financial or other business as may be needed to pursue the aims and objectives of the Institute.

ARTICLE IV

MEMBERSHIP OF THE INSTITUTE

Section 1. Membership shall be open to one professional institution from any country provided that:

- a. the institution be representative of the relevant scholarly community of the country;
- b. the institution subscribes to the Charter of the Institute;
- c. the institution agrees to respect the international character of the Institute in accordance with Article XIV below;
- d. the institution meets the financial obligations of membership;
- e. the institution agrees to maintain membership for a minimum of 5 years;
- f. subject to the approval of the Council in accordance with the provisions of Article VI (10), the institution may transfer membership to another professional institution satisfying the requirements set out in this Section; in which case the new organisation shall hold membership during the balance of the term of its predecessor without in any respects jeopardising the rights enjoyed by the former institution;
- g. the institution is approved for membership by a vote of the Council in accordance with the provisions of Article VI (10).

Section 2. The institutions signatory to this agreement shall have the status of founding member.

Section 3. A national institution applying for membership shall do so by notifying in writing the Chairman of the Council. The Chairman shall inform all members of the Institute of such application at least three months before it is to be discussed by the Council. Upon approval by the Council such institution shall become a member of the Institute except when the Council decides otherwise on the date of the Council's vote.

Section 4. It shall be the responsibility of the Council, pursuant to Article VI (10), to establish the financial and other obligations of membership.

Section 5. After its fifth year of membership, a member institution may resign from the Institute by giving one year's notice at the end of the current fiscal

year. Any member institution so resigning shall be liable to the Institute for financial obligations incurred pursuant to membership until such obligations have been discharged.

Section 6. If, upon a determination by the Council, pursuant to Article VI (10), a member institution is deemed to have failed to fulfil its financial or other obligations under the terms of this Charter, it shall, at a date and in accordance with the above determination, cease to be a member of the Institute.

ARTICLE V

STRUCTURE

The organization of the Institute shall comprise:

- a. the Council;
- b. the Conference;
- c. the Director, the Deputy Director and administrative staff; and
- d. research scholars and guest scholars.

ARTICLE VI

THE COUNCIL

Section 1. The Council is the governing body of the Institute and shall be responsible for establishing relations with governments and multi-national bodies; for determining financial and managerial policies, and subject areas for research of the Institute; and for ensuring that the activities of the Institute are in line with its objectives, the provisions of this Charter and the interest of member institutions.

Section 2. The Council shall be composed of one permanent representative from each member institution. Each representative may be accompanied at the meetings of the Council by advisors. In the temporary absence of its permanent representative the member institution is authorised to designate an alternate to represent the member institution in his place.

Section 3. The Council shall adopt its own rules of procedure and, pursuant to Section 10 hereof, shall elect a Chairman and two Vice Chairmen, who shall be the Officers of the Council. In the absence of the Chairman, the two Vice Chairmen shall each in turn preside at meetings of the Council. The three Officers shall each be elected for a term of three years and may be re-elected.

Section 4. The Council shall appoint, pursuant to Section 10 hereof, a Director and, taking into consideration the proposal of the Director, one Deputy Director of the Institute, constituting the Directorate, for a term of not less than three years, but with the possibility of extension according to the employment regulations. While not a member of the Council, the Director and the

Deputy Director shall be entitled to participate in all its deliberations, except those which concern their tenure.

Section 5. The Council shall have authority, pursuant to Section 10 hereof, to dismiss the Director and the Deputy Director, and to appoint permanent or interim successors in the event of incapacitation, resignation or dismissal.

Section 6. The Council shall annually approve, pursuant to Section 10 hereof, a budget and research programme for the Institute, on the basis of proposals prepared and submitted by the Directorate.

Section 7. The Council shall meet at least once annually and may hold other meetings or initiate postal ballots as deemed necessary. The Council may hold its meeting at such places other than the seat of the Institute as in its judgment will best facilitate its work. At the request of the Chairman of the Council, a tenth of the members of the Council, or the Directorate, a Council meeting may be called within 30 days.

Section 8. In all meetings, three-fourths of the Council members will constitute a quorum. Voting shall be open, except that voting may be by secret ballot if so requested by three members of the Council.

Section 9. The Council shall decide all matters by a simple majority of votes of all members present and voting (or, in the case of postal or electronic ballots, of all members of a quorum responding and voting), except as provided in Section 10 below.

Section 10. The Council shall decide by a majority of votes of all members present and voting (or, in the case of postal or electronic ballots, of all members responding and voting). In addition to any other obligations bestowed upon the Council by this Charter, it shall exercise the following powers:

- a. to admit new members or to approve transfer of member professional institution;
- b. to establish and to amend the financial and other obligations of membership;
- c. to make a determination as to expulsion of members failing in their financial or other obligations;
- d. to amend this Charter;
- e. to terminate the Institute;
- f. to elect its Chairman and two Vice-Chairmen;
- g. to determine the broad subject areas for research;
- h. to approve annually, after modifications where necessary, the research programme of the Institute, as prepared and submitted by the Directorate;
- i. to approve annually, after modification where necessary, the budget of the Institute, as prepared and submitted by the Directorate;

- j. to appoint or reappoint and to dismiss the Director of the Institute, and, taking into consideration the proposal of the Director, the Deputy Director;
- k. to appoint an interim successor in the event of the Director's and/or the Deputy Director's death, incapacitation, resignation or dismissal;
- l. to approve the general principles underlying the regulations established by the Directorate for the Institute's operations and conditions of employment, including salaries;
- m. to establish the Executive, Finance, and Membership Committees referred to in Article VII below;
- n. to approve, with or without modification, policies which regulate patents, licensing and copyrights prepared by the Directorate, in accordance with Article XVII;
- o. to determine or to change the location of the Institute;
- p. to take any other measures the Council may explicitly reserve for the promotion of the aims of the Institute.

Section 11. The Council, in electing its officers and appointing committees, shall take account of the desirability of a wide geographical representation.

ARTICLE VIa

BOARD OF ARBITRATION

Section 1. A Board of Arbitration shall decide on any disputes arising from the provisions of the Institute Charter, except for labour-law disputes arising from an existing employment contract.

Section 2. The Board of Arbitration shall consist of three persons. It shall be composed in such a way that each party of the dispute shall, upon request by the Directorate, nominate an arbitrator in writing within a two-week period. The arbitrators nominated shall appoint, within another two-week period, a third person as chairman of the Board of Arbitration. The members of the Board must not be members of a body associated with the subject of the dispute.

Section 3. Prior to its decision, the Board of Arbitration shall grant to the parties of the dispute sufficient opportunity to state their cause. It shall make its decision in the presence of all its members by a majority of votes and according to its best knowledge. This decision and its justification shall be communicated to the parties of the dispute in writing. Its decision shall be final for Institute-internal purposes.

ARTICLE VII

COMMITTEES

Section 1. The Council may establish committees, under regulations adopted by the Council, to engage in the transaction of the Council's business.

Section 2. There shall be an Executive Committee of the Council composed of the officers of the Council and such additional representatives of the members as may be elected for terms of three years at the time of the annual meeting of the Council pursuant to the provision of Article VI (10). The Executive

Committee may meet upon call of the Chairman and will be authorised under specific instructions from the Council to act on its behalf in carrying out established Council policies between sessions of the Council. Although not a member of the Executive Committee, the Directorate shall be entitled to participate in its deliberations. The Executive Committee shall report its actions to the Council.

Section 3. There shall be a Finance Committee composed of the Chairman of the Council and such additional members elected for terms of three years at the time of the annual meeting of the Council, pursuant to the provisions of Article VI (10). Although not a member of the Finance Committee, the Directorate shall be entitled to participate in its deliberations. The Finance Committee shall be responsible for ensuring that the Council is kept informed of all financial matters pertaining to the Institute and, upon appropriate authority of the Council, shall exercise supervision over matters of accounting and audit, annual payments of member institutions, realisation of royalties and other revenues, and annual financial reports.

Section 4. There shall be a Membership Committee composed of one ex-officio member representing the Executive Committee and such additional members as may be elected for terms of three years at the time of the annual meeting of the Council, pursuant to Article VI (10). Although not a member of the Membership Committee, the Directorate shall be entitled to participate in its deliberations. The Membership Committee shall be responsible for proposing guidelines for membership policy to be approved by the Council; defining, in agreement with the rules of the Charter, improved admission procedures to be approved by the Executive Committee; actively following new membership applications to prepare the Council decision; reporting to the Executive Committee between the session of the Council.

ARTICLE VIII

THE CONFERENCE

Section 1. The Conference of the Institute is the major forum for providing broad scientific and technical advice to the Council and the Directorate; for encouraging the programmes of the Institute and linking them with the research efforts of other national and international institutions; and for fostering understanding of the work of the Institute.

Section 2. The Conference shall consist of representatives designated by each member institution and other individuals invited by the Institute, who will normally meet every three years at a time determined by the Council and shall be organised under regulations and procedures proposed by the Directorate and approved by the Council.

Section 3. The Conference shall publish a report not more than nine months after each of its meetings.

ARTICLE IX

DIRECTORATE

Section 1. The Director and the Deputy Director, constituting the Directorate, shall be the chief executive officers of the Institute. In case of divergence, the vote of the Director shall prevail. The Director, in his absence the Deputy Director, shall be the legal representative of the Institute. The Directorate shall be responsible for the formulation, management and administration of all programmes, projects and other activities of the Institute. It shall have authority to prepare an annual budget and research programme for submission to the Council; to select research projects within the research programme approved annually by the Council; to enter into contracts and agreements subject to policy guidelines and annual budget authorisations established by the Council; to disburse funds; and, under the guidance of the Council and its Chairman, to represent the Institute in its relations with governments and multi-national bodies. In the performance of its duties, the Directorate shall give due consideration to the objectives of the Institute, the provisions of its Charter and the interests of all member institutions.

Section 2. The Directorate shall establish, in accordance with Article VI (10), regulations governing the Institute's operations consistent with managerial policies established by the Council.

Section 3. The Directorate shall establish, in accordance with Article VI (10), conditions of employment, including salaries, of all research scholars, guest scholars and administrative staff.

Section 4. The Directorate may also establish such internal and external advisory committees as may be necessary to assist in the formulation and evaluation of the research programme of the Institute.

ARTICLE X

ADMINISTRATIVE STAFF OF THE INSTITUTE

Section 1. The Directorate shall employ such professional, technical, clerical, maintenance and other administrative staff as are required to carry out and perform the programmes of the Institute within the limits of the approved budget.

Section 2. The administrative staff of the Institute may be engaged or dismissed by the Directorate and shall have contractual employment rights and privileges in accordance with the laws of the host country, the relevant provisions of this Charter, and such policies as may be established by the Council.

ARTICLE XI

RESEARCH SCHOLARS

Section 1. Research scholars shall conduct research, lecture or pursue any kind of methodological or basic enquiry as may be approved by the Directorate in accordance with the subject areas determined by the Council.

Section 2. While in residence, research scholars shall be subject to the regulations of the Institute.

Section 3. The Institute shall provide to research scholars the assistance and support necessary in the opinion of the Directorate. Such support shall include access to library,

computing and other facilities, and assistance in publishing and disseminating completed research.

Section 4. Each member institution may elect to exercise an exclusive right of nominating candidates for research scholarships from the country of the member institution. Alternatively each member institution may elect to permit individual candidates from the country of the member institution to apply directly to the Directorate.

Section 5. Appointment of research scholars shall be made by the Directorate on the basis of scholarly merit, the relationship of the applicant's interest to work of the Institute, and such other criteria as may deem appropriate.

Section 6. At least two-thirds of the research scholars shall be selected from among candidates of the countries of member institutions. Each member institution shall have the right to have at least one research scholar selected from among its nominees without reference to its financial contribution to the Institute.

Section 7. Research scholars from non-member countries shall normally be internationally known scientists whose particular knowledge and experience should be beneficial to the success of the Institute.

ARTICLE XII

GUEST SCHOLARS

Section 1. Provision may be made by the Directorate for the appointment of guest scholars from member institutions or other organisations to pursue research work.

Section 2. Guest Scholars shall be selected on the basis of definite proposals for research, and selection shall be based upon evaluations by a scientific committee established by the Directorate from among the research scholars under procedures established by the Directorate and approved by the Council.

Section 3. Guest Scholars shall serve in a designated capacity for specific project terms of one year or less, and under administrative and financial arrangements prescribed by the Directorate and approved by the Council.

ARTICLE XIII

RESEARCH PROGRAMMES

Section 1. The research programme of the Institute shall be developed and supervised by the Directorate. It shall be based upon the subject areas of research previously determined by the Council, and shall be approved annually by the Council in accordance with the provisions of Article VI (10).

Section 2. To facilitate and promote the scientific work of the Institute's scholars, the utmost freedom shall be exercised in the selection and pursuit of research; provided that, in the formulation of the annual programme, the Directorate shall give due care and consideration to the needs of the member institutions.

Section 3. Subject to the provisions of Article XVII, no research project shall be undertaken if there are restrictions on the full

and complete publication by the Institute of results of such projects.

Section 4. The programmes and projects of the Institute shall be carried out by research scholars or by contractual arrangement with other institutions.

ARTICLE XIV

INTERNATIONAL CHARACTER OF THE INSTITUTE

Section 1. In the performance of their duties the Director, Deputy Director, research scholars, guest scholars and administrative staff of the Institute shall neither seek nor receive instructions from any Government or other authority external to the Institute and shall refrain from any action which might reflect on their affiliation with the Institute.

Section 2. The Institute shall not hold any meeting outside the country of its location unless the host country to such meeting guarantees freedom of travel of participants to and from as well as freedom of movement within that country to meet the programme requirements of the planned meeting.

ARTICLE XV

FINANCIAL MATTERS

Section 1. The Directorate, subject to regulations approved by the Council, shall keep account of all income and disbursements, real and personal property, and other assets as required by the laws of the host country and by sound financial practice.

Section 2. The accounts of the Institute shall be audited annually. For this purpose the Council shall appoint an internationally recognized accountant. To guarantee the independence of the Institute, the accountant must not be a member of a body associated with the subject of the audit.

Section 3. The financial year of the Institute shall be from 1 January to 31 December.

Section 4. The financial support of the Institute by member institutions shall be in accordance with the Appendix to this Charter of which it shall be an integral part. This Appendix may be changed by the Council in accordance with the provisions of Article VI (10) and subject to the limitations set out in the Appendix at the beginning of each financial year with the proportions therein described to be applicable on the first of January of the succeeding year. No member institution shall be required to contribute more than one-third of the financial support of the Institute.

Section 5. Financial support through grants or contracts and other means may be accepted by the Directorate with the approval of the Council, providing that such grants or contracts in no way contravene any other provision of the Charter.

ARTICLE XVI

REPORTING

Section 1. The Directorate shall prepare and present an annual report of the research programme to the Council, which will be transmitted by the Council to all member institutions not more than 90 days from the end of each financial year.

Section 2. The Directorate shall prepare and present an annual report of finances to the Council coincidental with the annual report of research which shall be transmitted to all member institutions not more than 90 days from the end of each financial year.

ARTICLE XVII

PATENTS, LICENSING AND COPYRIGHT

The Directorate shall develop and prepare for Council approval in accordance with Article VI (10) regulations concerning:

- a. the determination of rights and conditions of assignment relating to any patentable inventions made in the course of the research activities of the Institute;
- b. the securing of patent protection for such inventions in the host country, in countries of member institutions, and in third countries;
- c. the granting of licensing under patents for such inventions;
- d. the disposition of rights in technical data and proprietary information arising out of the research activities of the Institute; and
- e. the securing of copyright protection for Institute publications.

ARTICLE XVIII

AMENDMENTS

Section 1. Amendments to this Charter may be proposed by a member institution at any time after this Charter has been in effect for a 12 month period.

Section 2. All proposed amendments shall be provided in writing to all member institutions at least 90 calendar days before the annual meeting at which they are to be discussed.

Section 3. Adoption of amendments shall be subject to the provisions of Article VI (10).

Section 4. Except when the Council decides otherwise, amendments shall come into force 90 days after their adoption.

ARTICLE XIX

DISSOLUTION AND LIQUIDATION

Section 1. For the purposes of this Charter the Institute shall be deemed to have been dissolved if –

- a. all parties except one have withdrawn from the Institute; or
- b. the Council decides to dissolve the Institute pursuant to the provisions of Article VI (10).

Section 2. In the event of such dissolution the Institute shall be deemed to exist only for the purpose of its legal dissolution under the laws of the country of incorporation.

Section 3. In the event of such legal dissolution, after payment of all debts, the remaining assets of the Institute shall be divided among the member institutions then remaining in direct proportion to their total lifetime contribution to the Institute. The assets so distributed shall be dedicated by each such member for support of activities in accordance with the provisions of Article II including scientific research of benefit to mankind.

ARTICLE XX

FINAL PROVISIONS

Section 1. The Charter shall enter into force upon signature by representatives of all founding member institutions.

Section 2. The Charter shall enter into force for other institutions upon approval of their request for membership in accordance with Article IV.

Section 3. It is the intent of the signatories hereto that this Charter shall remain in force for ten years and thereafter until terminated subject to the provisions of Article XVIII.

In witness whereof the undersigned, duly appointed by their respective institutions, have signed this Agreement.

Done at London the fourth day of October 1972

For the Academy of Sciences, Union of Soviet Socialist Republics

Dr. J.M. Gvishiani

The Committee for the International Institute for Applied Systems Analysis, Canada

Dr. J.R. Whitehead

The Committee for the International Institute for Applied Systems Analysis of the Czechoslovak Socialist Republic

Dr. T. Vasko

The French Association for the Development of Systems Analysis, France

Professor M. Lévy

The Academy of Sciences of the German Democratic Republic

Dr. O. Leupold

The Japan Committee for the International Institute for Applied Systems Analysis

Professor K. Miyasawa

The Max Planck Society for the Advancement of Sciences, Federal Republic of Germany

Dr. F. Schneider

The National Centre for Cybernetics and Computer Techniques, People's Republic of Bulgaria

Mr. C. Zhelezov

The National Academy of Sciences, United States of America

Dr. P. Handler

The National Research Council, Italy

Professor N.B. Cacciapuoti

The Polish Academy of Sciences, Poland

Professor D. Smolenski

The Royal Society of London, United Kingdom

Sir Alan Hodgkin
