

Constitution of the International Association for Quantum Information

July 11, 2024

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1. Name, place and area of operations

The association is called International Association for Quantum Information (“IAQI”). It is registered in Zurich, Switzerland. Its scope is the development and maintenance of an infrastructure allowing to organize conferences, workshops and collaborations in quantum information science, quantum computation, quantum cryptography and related fields.

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 science. This in particular includes the creation of infrastructure which allows for organization of schools, conferences and workshops, as well as activities for the promotion, maintenance, and development of this infrastructure.

3. Means for reaching the goals of association

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

- a. IAQI shall keep a public list of supported scientific events. These may include, but are not limited to, academic conference series, workshops, schools, scientific exchanges, publications and competitions in quantum information and related fields.
- b. IAQI’s support may include, but is not limited to, financial contributions, logistical help and scientific guidance.
- 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.

The necessary financial means shall be raised through:

- a. Earnings from organizing events;
- b. Grants;
- c. Sponsoring;
- d. Donations, collections, bequests, and other contributions;
- e. Membership fees;
- f. 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 those who participate fully in the working of 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 Executive Board.
- b. **Extraordinary members** are those who 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 Executive Board.
- c. **Honorary members** are natural persons who have been designated as such for their special competence or merit for the association. The General Assembly nominates honorary members.

Before the constitution of the association, acceptance is decided by the founding members. Membership comes in 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 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 legal entity, through deliberate resignation, or through expulsion.

Resignation is possible at any time. It must be communicated in writing or via email at least one month in advance to the Executive Board. 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 Executive Board.

The Executive Board can expel a member if, despite two admonitions with an appropriate deadline, they have not paid their membership fee for more than six months. The obligation to pay the outstanding fees is waived.

The expulsion of a member from the association can moreover be decided by the General Assembly on the grounds of violations of the Code of Conduct of the association.

7. Institutions of the association

The institutions of the association are the General Assembly (*Vereinsversammlung*, §8, §9, §10, §11), the Executive Board (*Vorstand*, §12) and the Auditors (*Rechnungsrevisoren*, §15).

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. Only ordinary and honorary members have voting rights.

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 defrocking of members of the Executive Board and auditors;
- d. Approval of legal transactions between the auditors and the association;
- e. Exoneration of the Executive Board;
- f. Determination of the membership fees for ordinary and extraordinary members;
- g. Awarding and derecognition of the honorary membership;
- h. Decisions on changes in the internal documents of the association, such as the Internal Guidelines;
- i. Approval of new supported events;
- j. Decisions on changes in the statutes and the deliberate dissolution of the association;
- k. Debating and deciding on other issues on the agenda.

9. Calling the General Assembly

An ordinary General Assembly is held once a year, at the invitation of the Executive Board. An extraordinary General Assembly must be conducted within four weeks of a call for it by either:

- a. The Executive Board;
- b. An ordinary General Assembly;
- c. A written motion of at least one tenth of the ordinary and honorary members;
- d. An auditor;
- e. A trustee ordered by court.

All members must be invited to all ordinary and extraordinary general assemblies at least two weeks in advance in writing, via email to the address communicated by the members. Every invitation for a general assembly must include a declaration of the agenda. The call happens though the Executive Board (cases a, b and c), through the auditors (case d), or the trustee (case e).

Motions for the General Assembly have to be submitted in writing or via email to the Executive Board at least seven days before the day of the General Assembly. At the General Assembly, Valid decisions on all matters other than the call for an extraordinary general assembly can only be made on issues on the agenda.

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 has a quorum if at least three ordinary or honorary members are present.

The General Assembly is chaired by the president of the Executive Board, or in their absence by their deputy. In case the deputy is also absent the oldest Executive Board 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 Executive Board and the General Assembly chair follow the constitution of the association.

In any General Assembly, members are to be informed about the financial status of the association. 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 demands so, the Executive Board 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 a written authorization is possible, and votes can further be cast in advance through a suitable online voting system.

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

A qualified majority of at least two thirds of valid submitted votes is necessary for decisions that alter the Internal Guidelines, the Code of Conduct or the Constitution of the association. This includes decisions on the dissolution of the association, defrocking of members from an office in the association and alterations of the conditions for membership.

12. Executive Board

The Executive Board consists of at least three members: the President, the Secretary and the Treasurer. The Executive Board is elected by the General Assembly. The term of the Executive Board is three years. Reelection is possible. Every role in the Executive Board is to be executed personally. That is, each role is to be executed by a different person. More roles in the Executive Board may be created by the General Assembly. The President should nominate a Deputy among the other members of the Executive Board, and they may change the Deputy nomination at any time.

The Executive Board is called by any member of the Executive Board. The Executive Board has a quorum if all its members were invited and at least half of them is present. The Executive Board is chaired by the president, or by their Deputy in case of absence. In case the Deputy is absent, the Executive Board is chaired by the oldest present member of the Executive Board. The Executive Board decides with a simple majority; in case of equality of votes the vote of the chair decides.

The Executive Board heads the association. It is charged with all tasks that are not declared to be a task of another institution of the association by the Constitution. The Executive Board is bound by the Constitution, Code of Conduct, and the Internal Guidelines 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 in the cases of § 7 a – c of these statutes;
- 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.

The function of members of the Executive Board 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 Executive Board at any time. The defrocking or dissolution comes into effect with the election of a new (member of) Executive Board. The members of Executive Board can declare their resignation at all times. The declaration of resignation is to be directed at the Executive Board. In case of the resignation of the whole Executive Board, 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.

In case of resignation of a member of the Executive Board, the Executive Board 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 Executive Board or elect another member for the position. In case the Executive Board breaks down without co-opting or for an unpredictable time, every auditor has the obligation to immediately call for an extraordinary General Assembly for the purpose of a reelection of the Executive Board. In case the auditors are equally unable to act, any ordinary or honorary member who takes notice of the emergency situation must order the appointment of a trustee at the responsible court, who then immediately must call for a General Assembly.

The Executive Board meets as often as business requires. Any member of the Executive Board may request a meeting, stating the reasons. Unless a member of the Executive Board requests oral deliberation, resolutions may be passed by circular letter (including e-mail and other electronic correspondence). In general, the members of the Executive Board work in a voluntary capacity and are not paid. They are, however, entitled to reimbursement of effective expenses. For special services, individual Executive Board members can be given an appropriate remuneration.

13. External representation and signing authority

Externally, the association is represented by the Executive Board. The Executive Board regulates collective signing authority of two. That is, the signatures of two Executive Board members are necessary and sufficient to 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 Executive Board 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 are elected by the General Assembly for the duration of five years. Reelection 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 accord with the statutes. The Executive Board has to present the necessary documentation and disclose necessary information. The auditors have to report the to the Executive Board the result of their assessment. Legal transactions between the auditors and the association require authorization through the General Assembly. For the rest, the regulations of § 10 are valid for the auditors analogously.

16. Liability

The liabilities of the association are only liable for the association. 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 Executive Board 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

This constitution has been approved at the founding meeting of the 17th of May, 2024, and has come into effect at this date.