ISWIM Statutes

First version: 31st August, 2007
Minor amendments: 9th Sept 2007
Revised: 6th June 2012
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Minor amendments: 31st August 2024

TITLE

Art. 1
A non-profit making association shall be, and hereby is, constituted conforming to article 60 and onwards of the Swiss Civil Code under the title of "International Society for Weigh-In-Motion", or in the abbreviated form "ISWIM" or “Association”.

ADDRESS

Art. 2
The Association shall be domiciled at KMU Texpert AG, Stettbachstettbach Strasse 6, 8600 Dübendorf, Switzerland.

PURPOSES

Art. 3
The purposes of the Association shall be to support advances in and the more widespread use of Weigh-In-Motion (hereinafter abbreviated as WIM) technologies and the applications of WIM data. This will be achieved through:

(a) Dissemination of knowledge and understanding of WIM through:
  (i) The periodic organisation of conferences on WIM in different countries and continents, with the support of local and international organisations. In addition, seminars and other events may be organised from time to time which serve to disseminate knowledge of WIM technology and its applications.
  (ii) The support, collection, distribution and advertising of scientific and technical publications on WIM including books and periodicals.
  (iii) The facilitation of exchanges of research staff and postgraduate students where this leads to a sharing of experience, results and data relating to WIM.

(b) The promotion and support of international research and development projects or actions on WIM:
  (i) The provision of non-financial resources for those who conduct research or promote the subject of WIM with approval by the Board. Proposals, including budget information, deliverables, dates, and sufficient information for the Board members for evaluation shall be provided to the Board in accordance with such procedures as the Board may establish. The Board will respect the confidentiality of all proposals. The Board will pay particular attention to a proposal's relevance to the purposes of ISWIM. A member of the Board with any current interest in the proposal shall not vote on approving such proposal.
  (ii) The support of research or research proposals without providing resources. Applications for the Association’s sponsorship or use of the ISWIM label shall be provided to the Board in accordance with such procedures as the Board may establish.
  (iii) The support of WIM research or of bidding for WIM research funding such as a consortium, without providing resources. Such support shall be done in the form of a support letter. A written application by the project/consortium coordinator shall contain information about the content, deadlines, estimated budgets and deliverables provided to the Board in accordance with such procedures as the Board may establish.
  (iv) A simple majority of the Board without any current interest in the proposal is required for the Association to support a research proposal. If the Board approves a proposal, it may authorize the Executive Board or a task group of three (3) or more ISWIM members (one of which shall be a Board Member without any current interest in the proposal) to negotiate any aspect of the proposal on behalf of the Association. The Board may authorize the Executive Board to enter into any contract or execute and deliver any instrument in the name of and on behalf of the

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Association, whether general or confined to specific instances, in order to support a proposal, if such contract or instrument does not expose ISWIM to any liability or financial risk. The Association shall not enter into a financial partnership to conduct or manage research.

(c) The initiation, participation and/or monitoring of activities relating to WIM standardisation:
   (i) The development of standards relating to WIM and its applications.
   (ii) The promotion and support of common tests of WIM systems, development of harmonised procedures and the publication of scientific results useful for WIM users and manufacturers.

(d) Promotion of use and application of WIM systems and data.

MEMBERSHIP

Art. 4
The Association shall be composed of the following categories of Members:

Art. 4.1 Individual Members
Ordinary Members. Ordinary Members are individuals having a directing function or individuals interested in or conducting research or testing concerned with WIM in a public or private organisation.

Student Members. Fulltime students studying in a field related to WIM may apply for the status of Student Member.

Senior Members. Senior Members are Members who have retired from active employment and who are established contributors to the purposes of ISWIM.

Honorary Members. Honorary Members are individuals nominated indefinitely and exceptionally by the Board in recognition of an outstanding lifetime contribution to the purposes of ISWIM.

Art. 4.2 Corporate Members
Corporate Members. The status of a Corporate Member may be conferred upon public or private research or testing organisations of national renown, universities (and divisions thereof), national and international standards generating organisations, firms, enterprises, companies or associations including members of the Vendors and Consultants College (Art. 4.3).
There are two categories of Corporate Member:

i) Large Corporate Members
ii) Small Corporate Members

Large Corporate Members are defined as those with more than than two hundred and fifty (250) employees.
Small Corporate Members are defined as those with less than or equal to two hundred and fifty (250) employees.

Each Corporate Member has to nominate its representatives for the General Assembly according to Art. 8.2.

Art. 4.3 Vendors and Consultants College
The Vendors and Consultants College is the body representing commercial enterprises that provide:

i) WIM technology to customers for profit, and being Large or Small Corporate Members of ISWIM
ii) WIM consulting and advisory services to customers for profit and being Ordinary or Honorary Members or Large or Small Corporate Members of ISWIM

For the Vendors and Consultants College, Large Corporate Members shall nominate up to five (5) persons and Small Corporate Members shall nominate up to two (2) persons. Large Corporate Members shall have five (5) votes and small corporate members two (2) votes. Ordinary or Honorary Members shall comprise one (1) person.

Art. 4.4 Groups
Regional Groups. Individual and Corporate Members of any geographical region may, with the approval of the Board, form Regional Groups.

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Regional Groups must include a member of the Board as their chair or vice-chair who shall have the authority to represent the group at meetings of the Board. Regional Groups are fully integrated in ISWIM and, as such, are neither organisationally nor financially independent from the Association.

Art. 5 Admission
The admission of new Members shall be decided by the Board, which may delegate the duty to one of its members.

Art. 6 Privileges and Obligations
All Members have the right to take part in ISWIM activities in compliance with provisions made by the Board and following the conditions defined by the Board for each category of Members, and to be informed of the progress of ISWIM work.

Each Member shall help in advancing the objectives of the Association and particularly to keep it acquainted with studies of general interest with which the Member is concerned, within the limits of his/her professional, administrative or other obligations.

ORGANISATION

Art. 7
The organs of the Association shall be:

- General Assembly
- Board
- Executive Board.

Art. 8 General Assembly

Art. 8.1
The General Assembly consists of all Individual Members (excluding Student Members) plus the nominees of Corporate Members.

Art. 8.2
Large Corporate Members shall nominate up to five (5) physical persons to the General Assembly and Small Corporate Members shall nominate up to two (2) physical persons. Each of the nominees shall have one (1) vote.

Art 8.3 Duties of the General Assembly
The General Assembly is responsible for any changes to the statutes, electing the Board Members, approving the annual report and the annual financial report.

Art. 8.4
The General Assembly shall meet during each International Conference on WIM (ICWIM), with a maximum interval of five (5) years, and may also hold Internet meetings at the discretion of the Board at any time.

Art. 9 Board

Art. 9.1
The Board is the principal organ of the Association.

Art. 9.2
The Board is composed of a maximum of seventeen (17) Members of ISWIM.

Art. 9.3 Election of Board Members
A maximum of eleven (11) Board Members shall be elected by General Assembly Members as their representatives on the Board.
A maximum of three (3) Board Members shall be elected by the Vendors and Consultants College as their representatives on the Board.

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A maximum of three (3) Board Members can be co-opted by the Board itself in order to complement the skills and regional representation of the elected Board Members, provided the total of Board Members does not exceed seventeen (17).

Art. 9.4 Proxy
Board Members may, exceptionally and for a limited time approved by the Board, have themselves represented in the Board by a General Assembly Member.

Art. 9.5 Term of office
The normal term of office of a Board Member is three (3) years or until the next ICWIM, whichever comes later, with possible re-elections for further terms.

Art. 9.6 Duties of the Board
The duties of the Board shall include:

- The election of the president, vice presidents, Executive Board, honorary fellows, International Scientific Committee (ISC), technical committees, and experts.
- The delegation of other duties to the Executive Board.
- With a majority of 67%, the Board has the right to expel a Member of the General Assembly for non-payment of fees or, in exceptional circumstances, for behaviour damaging to ISWIM or behaviour contrary to the purposes of ISWIM.

Art. 9.7 Meetings of the Board
The Board meets (physically, by electronic means or by a combination thereof) once a year. Extraordinary meetings can be planned if either a third (1/3) of the Board Members agree or at the request of the Executive Board.

Art.9.8 Termination of Board Membership
If a Board Member for any reason does not exercise his/her function, the Board shall be empowered, through a 67% majority, to appoint a replacement for completion of that Member's term of office. If a Board Member resigns, the Board may, through a simple majority, appoint a replacement for the completion of that Member's term of office.

Art. 10 Executive Board

Art. 10.1 Composition
The Executive Board shall be composed of the President, Vice-President (Science), Vice-President (Vendors), Treasurer, General Secretary, and the Information Officer, plus the President-Elect if any.

The Executive Board members are elected by the Board for a normal term of office of three (3) years or until the next ICWIM, whichever comes later, with possible re-elections for further terms.

Art 10.2 Presidency
The Board, on being elected, shall promptly elect the President and up to three (3) Vice-Presidents, all being Board Members in office.

The President is elected for three (3) years or until the next ICWIM, whichever comes later, and is not eligible for re-election for more than two (2) consecutive terms.

Art 10.3 Duties of the President
During his/her presidency, the President chairs meetings of the Board and the Executive Board.

Art 10.4 Duties of Vice Presidents
The Vice President(s) assist(s) and, if needed, replaces the President. A Vice President may also convene and/or chair a regional group. A Vice President is elected for a period of three (3) years and may be re-elected.

Art 10.5 President-Elect
At the beginning of the last year of the President's term, a President-Elect may be elected by the Board. The President-Elect may be one of the Vice-President(s) or another Board Member. The President-Elect

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is a member of the Executive Board de jure. If elected to the next Board, the President-Elect is proposed to be elected as the President at the end of the President's term of office.

Art 10.6 Vice-President (Science)
The Board may designate one of its Members to be appointed Vice-President (Science) and charged with the scientific organisation of the next international conference on WIM (ICWIM) in cooperation with the scientific committee, which he/she shall chair for a specific period to be determined by the Board.

Art 10.7 Vice-President (Vendors and Consultants)
The Vendors and Consultants College may designate one of its members, who has been duly elected by the voting process outlined in Art 4.3 above, to be appointed Vice-President (Vendors and Consultants). The candidate who receives the most votes from the Vendors and Consultants College is appointed Vice-President (Vendors and Consultants). If he/she declines the appointment they may designate one of the other two successful Vendors and Consultants College board member candidates from the election process.

Art 10.8 Treasurer
The Board shall elect the Treasurer from among Board Members in office. The Treasurer is in charge of collecting funds and membership fees, paying expenses, and managing money of the ISWIM. The Treasurer is elected for a three (3) year period or until the next ICWIM, whichever comes later, and may be re-elected.

Art 10.9 General Secretary
The Board shall elect the General Secretary from among Board Members in office. The General Secretary is in charge of the Administrative work of the ISWIM. The General Secretary is elected for a three (3) year period or until the next ICWIM, whichever comes later, and may be re-elected, but not for more than two (2) consecutive terms.

Art 10.10 Information Officer
The Board shall elect the Information Officer from among Board Members in office. The Information Officer is in charge of dissemination outlets (e.g. web) and other dissemination of information, through printed, electronic or other media, to members, other stakeholders and the general public. The Information Officer is elected for a period of three (3) years or until the next ICWIM, whichever comes later, and may be re-elected.

The same physical person may hold the offices of the General Secretary and the Information Officer.

Art. 10.11 Tasks of the Executive Board
The Executive Board shall exercise control of such day-to-day affairs of ISWIM, as are delegated to it by the Board and shall ensure that the statutes and rules are observed. It shall be responsible to the Board to which it will submit an annual report.

Art. 10.12 Duties of the Executive Board
The duties of the Executive Board shall include:

- the verification of the accounts of ISWIM
- opening and management of current accounts
- preparation of the budget
- designation to those amongst its Members who shall have the power to sign for the Association.

All spending must be authorized by the Executive Board. This authorization may be delegated to the treasurer and one other Board Member.

FINANCIAL

Art. 11 Finances

Art 11.1 Membership fees
The Board shall decide on the annual fees of the individual Members and corporate Members.

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Art. 11.2 Management of funds
The treasurer shall deposit all acquired funds resulting from annual membership fees, donations, and payments by international organizations in an ISWIM bank account. Prepayment for a number of years may be allowed, but not for longer than the period between International conferences.

Art. 11.3 Allocation of funds
The funds shall be allocated to further the purposes of the Association in accordance with Art 3.

Art. 11.4 Debts
The Association is solely liable for its own debts. There is no solidarity liability of the individual Members or Corporate Members with the debts or other responsibilities of the Association.

COMMITTEES AND EXPERTS

Art 12 International Scientific Committee
An International Scientific Committee (ISC) is appointed by the Board to be responsible for the organisation of the International Conference for WIM (ICWIM), and the management of the technical and scientific matters of ISWIM.

The ISC Members are appointed among the General Assembly (ISWIM) Members, for a mandate which starts right after an ICWIM until the end of the next one or as decided by the Board from time to time. In case an ISC Member withdraws during the term of its mandate, the Board may appoint a new ISC Member for the remaining term of the mandates. In this case, the ISC will be consulted. ISC Members may be re-elected.

Art. 13 Technical Committees
The Board may set up specialised committees to study certain questions. The Members of these committees shall be Individual Members of ISWIM, experts, or persons employed by a Corporate Member.

Art. 14 Experts
Experts whose cooperation is required for the review of specific questions may be invited to the meetings of the Board.

AMENDMENTS TO THE STATUTES

Art. 15
Amendments to the present Statutes shall be decided by the General Assembly. A majority vote of sixty-seven percent (67%) of those who vote is required.

DISSOLUTION OF THE ASSOCIATION

Art. 16
A proposal to dissolve ISWIM shall be decided by a vote of the Board. A majority vote of seventy-five percent (75%) is required. This proposal shall then be made the subject of a vote to the General Assembly by correspondence to all Members of ISWIM current with their membership dues. To be effective, it shall have a majority of three-quarters (3/4) of Members who have made known their vote within two months. The Board shall be the responsible organ for establishing the dissolution, and the liquidation of the Association's assets. These processes shall be carried out under the Board’s direction by a liquidator appointed by the Board.

INDEMNIFICATION

Art. 17
Each member of the Board and Officer of the organization now or hereafter serving as such, shall be indemnified by the organization against any and all claims and liabilities to which she or he has or shall become subject by reason of serving or having served as Director or Officer, or by reason of any action alleged to have been taken, omitted, or neglected by her or him as such Board Member or Officer. The

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organization shall reimburse such person for all legal expenses reasonably incurred by her or him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of her or his own willful misconduct or gross negligence.

The right of indemnification herein and above provided for shall not be exclusive of any rights to which any Board member or Officer of the organization may otherwise be entitled by law.

FINAL CONCLUSIONS

Art. 18

If the Association is dissolved, its property shall be transferred to an institution with the same or similar non-profit objectives. The General Assembly is the decision-maker according to Art. 16.

Art. 19

Whenever these Statutes leave a matter open, the provisions of the Swiss Civil Code shall apply.

Art. 20

The present edition of Statutes was approved at the General Assembly on 21st August 2024 and be effective from thereon. They shall fully substitute the edition of Statutes agreed on 22nd May 2019.

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