

**Statutes of the
International Association for Shell and Spatial Structures (IASS)
Approved by the IASS General Assembly April 2011
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TITLE I. Name, headquarters, address, duration and scope

Article 1. Denomination

The name of the Association is The International Association for Shell and Spatial Structures (IASS) (Asociación Internacional de Estructuras Laminares y Espaciales) constituted by members dedicated to the development of the science and technology concerning shell and spatial structures.

Article 2. Legal status

The Association has legal personality in itself and full legal capacity to act.

The IASS is a non-profit organization. It shall be governed according to the Spanish Organic Law of Associations 1/2002 of 22 of March and by these Statutes.

Article 3. Headquarters and address

The headquarters of the Association is at C/Alfonso XII 3, 28014 Madrid (Spain) at the Centro de Estudios y Experimentación de Obras Públicas (CEDEX), Laboratorio Central de Estructuras y Materiales, or at such other location as might be established in the future by the Governing Bodies of the Association. The website of the Association is www.iass-structures.org and the email address is iass@iass-structures.org.

Article 4. Duration

The duration of the association shall be indefinite.

Article 5. International scope and official languages

Given the universality of the technical topics listed in the objectives of the Association, it shall develop its activities at an international level, in accordance with current legislation, including the protection of personal data in the website, the membership database and all activities of the Association, as required by the EU General Data Protection Regulation (GDPR) and the Spanish data protection regulation. The official languages are Spanish for its operations within Spain and English for its international activities.

Article 6. Interpretation and development of the Statutes

The present Statutes shall be developed and complied through the agreements validly adopted by the Working Bureau, the Executive Council and the General Assembly, in their respective competences. The interpretation of these Statutes shall be the responsibility of the Executive Council. The process for amending these Statutes is specified in Article 29.

TITLE II. Aims of the Association

Article 7. Aims of the Association

The aim of the Association is the advancement of the technology of shells and spatial structures. The term technology shall be understood in its widest possible meaning including architecture, conceptual design, analysis, research, and all aspects of the process of realization of projects involving shell and spatial structures of any material and including methods of execution.

The aims of the Association shall be advanced through an exchange of ideas and information, using the appropriate means such as:

- a) Organization of conferences, symposia and colloquia.
- b) Publication of literature related to the topics of the Association.

- c) Creation of working groups to investigate and report on special topics of the relevant technology.
- d) Collaboration with other similar organizations.
- e) Any other activity that could be effective in achieving the aims of the Association.

TITLE III. The members, classes, rights and duties

Article 8. Membership

The Association encompasses the following classifications of membership:

- a) **Individual members:** Individuals who share the aims of the Association.
- b) **Collective members:** Organizations which share the aims of the Association, each of which has a single coordinator and liaison designated as a Collective Representative.
- c) **Collective Affiliates:** Individuals who are personnel of a Collective member and who are designated to have membership privileges as determined by these Statutes or by the Executive Council.
- d) **Distinguished members:** Individuals with a distinguished record of outstanding achievement in the field of shells and/or spatial structures and designated by the Executive Council as Honorary Members and/or Torroja Medalists having dues-free lifelong membership.
- e) **Student members:** University students who share the aims of the Association.
- f) **Subscribers:** Entities that subscribe to the journal of the Association.
- g) **Exchange members:** Courtesy and reciprocal subscriptions for collaborating or other similar organizations.
- h) **Awardees:** Student members or non-members who receive one-year dues-free memberships as part of prizes, awards or recognitions of the Association as established by the Executive Council.
 - i) **Senior members:** Individual members who meet the requirements of age and years of Individual membership as determined by the Executive Council.
 - j) **Chapter Representatives:** An Individual member who serves as the coordinator and liaison for a Chapter (see below)
 - k) **Chapter Members:** Individuals who are members of a Chapter (see below).

In those regions or countries where economic conditions make it difficult for individuals to join the Association, IASS Chapters may be formed under policies and procedures approved by the Executive Council that enable reduced fees for Chapter Members and coordination by a Chapter Representative.

The Executive Council shall determine the maximum number of Chapter Members allowed per Chapter and the maximum number of Collective Affiliates allowed per Collective membership.

The following classifications of members of the Association shall be Voting Members: Individual, Senior, Distinguished, Collective Representatives and Chapter Representatives. Awardees, Student members, Exchanges, Subscribers, Collective Affiliates and Chapter Members shall not be entitled to vote.

Collective Affiliates and Chapter Members enjoy all the rights and privileges of Individual membership except voting. Students, Awardees, Exchanges and Subscribers are not eligible for organizational positions of the Association and are considered as courtesy members.

Article 9. Rights of the members

The members shall have the following rights, subject to the voting rights of Article 8 and to other provisions of these Statutes:

- a) Taking part in the activities organized by the Association in fulfilment of its purposes and

- goals.
- b) Taking advantage of the benefits that the Association offers.
 - c) Taking part of the General Assembly with voice and vote according to what is specified elsewhere in these Statutes.
 - d) Being electors and eligible for any charge of the Association, according to what is established in these Statutes.
 - e) Receiving information on the actions and decisions taken by the Governing Bodies of the Association.
 - f) Raising to the Executive Council proposals and suggestions in order to further the best fulfilment of the purposes of the Association.

Article 10. Duties of the members

The members shall have the following duties:

- a) Complying with the present Statutes and the valid agreements of the General Assembly, Executive Council and Working Bureau.
- b) Satisfying the dues or fees annually established by the Executive Council.
- c) Carrying out the duties related to their position.
- d) Contributing to the best development of the purposes of the Association.

Article 11. Membership expiration

Membership expires because:

- a) Own request, communicated to the Secretariat of the Association.
- b) Non-payment of the established membership dues or subscription fees within the grace period established by the Executive Council for each classification of membership.
- c) Severe or repeated non-compliance with the duties of members that appear in these Statutes, such non-compliance to be determined by the Executive Council.
- d) Death of the member.
- e) Dissolution of the Association.

TITLE IV. Governing Bodies, officers and committees

Article 12. Governing Bodies

The Governing Bodies of the Association are:

- General Assembly
- Executive Council
- Working Bureau
- Advisory Board

Article 13. General Assembly

The General Assembly is the highest board of the Association and is composed of all the members with voting rights as specified in these Statutes. The General Assembly is presided over by the President of the Association together with the other members of the Working Bureau.

Due to the geographic spread of the membership around the world, the agreements of the General Assembly, including for dissolution of the Association according to Article 30, shall be accomplished by communication over the Internet, using the balloting capabilities implemented in the Association website, offering a secret, independent and reliable balloting process.

The General Assembly shall be consulted at least once per year for it to endorse the decisions of the Executive Council taken since the last consult regarding financial balance, renewal of the

Executive Council members, and other resolutions and decisions regarding the activity of the Association. Endorsements or approvals by the General Assembly shall require a majority of those casting votes.

As well, the General Assembly shall be asked to vote on changes to these Statutes and potential dissolution of the Association according to the provisions of Articles 29 and 30, respectively.

Records of the General Assembly decisions shall be written and subscribed by the President and the Secretary of the Association.

Article 14. Functions of the General Assembly

The following functions shall be the competence of the General Assembly:

- a) The approval and amendment of Statutes as proposed by the Executive Council according to Article 29.
- b) Examining and endorsing, if applicable, the yearly Association management, as well as the finances and other reports, annually formulated and submitted by the Executive Council.
- c) Elect with secret vote the members for the annual renewal of the Executive Council.
- d) Pronouncing on as many questions and reports that the Executive Council submits to the General Assembly, including any recommendation for the dissolution of the Association according to Article 30.

Article 15. Executive Council

The Association shall be governed by an Executive Council, for delegation and in representation of the General Assembly. It shall consist of voting members and a secretary. Voting members shall be elected or co-opted.

There shall be not more than 18 elected members of the Council. They shall be elected for a period of three years by mail or electronic ballot of the General Assembly, one third being elected each year. The newly elected Executive Council members shall formally assume their membership at the beginning of the Council meeting following their election, simultaneous with the expiration of membership of those members whose terms have ended.

Candidates for election to the Executive Council shall be members of the Association who have voting rights as per Article 8, who express willingness to serve and who are nominated in either of the following ways:

- a) Through a secret vote of the members of the Executive Council.
- b) On a written motion of a minimum of twenty Voting Members of the Association, submitted to the Council not later than on January 15 each year.

The list of candidates for Executive Council membership in any given election shall be greater than the number of vacancies.

The Director of the Administrative Organization shall nominate, and the Executive Council shall appoint one representative of the Administrative Organization, which is currently CEDEX - Laboratorio Central de Estructuras y Materiales (Madrid). The Director may self-nominate. This individual shall serve as a voting member of the Executive Council and as Executive Vice President of the Association for as long as he or she is the designated representative.

The Council shall have the power to co-opt, by a secret vote, additional members. Candidates for co-option shall be Individual or Senior members proposed by the President with the concurrence of the Working Bureau. The number of such members shall not exceed five (5) at any time. Such co-opted members shall have full voting rights. The term of service of a co-opted

member shall be established in each case by the Council, but it shall be not more than three years. After the three-year term has elapsed, the Council may co-opt the same person for a period of up to an additional three years, with the aggregate total not more than six years, if a co-opted member is elected to the Council during their tenure, their seat as a co-opted member shall become vacant.

The Executive Council shall elect from among its members the following officers of the Association: The President, three Vice Presidents, and the Treasurer, all to three-year terms, one Vice President being elected each year. If any elected officer relinquishes their position for any reason, the Executive Council shall elect a replacement to complete the unexpired term of the office. The newly elected officers will formally assume their office at the closing ceremony of the Annual Symposium following their election. A fourth Vice President shall be the Executive Vice President. The President shall nominate, and the Executive Council shall appoint the Secretary of the Association, who shall also be a member of the Administrative Organization mentioned above. The Executive Vice President and the Secretary shall be entitled to dues-free Individual membership in the Association. All the officers shall hold their functions freely, without prejudice of the compensation for specific expenses that their performance originates.

The Executive Council shall meet at least once a year, or at the request of the President, or at the request of a minimum of one fourth of the Council members, not later than two months after such request has been made. One half of the total membership of the Executive Council, excluding proxies, shall constitute a quorum. All voting in the Council shall be by a majority of two thirds of all members present, written proxies being allowed. Proxies shall be designated to a voting member of the Executive Council in advance by the absent member.

The decisions of the Executive Council may also be accomplished in virtual mode using either Email ballots or the balloting capabilities implemented in the Association website.

Minutes of each Executive Council Meeting shall be taken, subscribed by the President and the Secretary of the Association.

The Responsibilities of the Executive Council are as follows:

- a) Directing, planning and coordinating the activities of the Association. Developing the financial and administrative management of the Association, agreeing to carry out the appropriate contracts and acts.
- b) Elaborating budget and accounting statements, submitting for approval of the General Assembly and executing any other agreement approved by the General Assembly.
- c) Recommending changes in the Statutes to be submitted to the General Assembly for balloting.
- d) Appointing delegates for some specific activity of the Association.
- e) Creating Working Groups that shall be constituted by members of the Association, with a Chairperson appointed by the President.
- f) To propose the change of domiciliation of the Association.
- g) Proposing the dissolution of the Association according to Article 30.
- h) Any other function that is not of the exclusive competence of the General Assembly.

The members shall have the duties inherent of their charge as members of the Executive Council, as well as those that originate from the delegations or commissions of work that the Executive Council entrusts them.

Article 16. President and Vice Presidents

The President shall be the chief officer of the Association. He or she shall preside at the meetings of the General Assembly, the Working Bureau and the Executive Council, and shall represent the Association. He or she shall order payments and authorize with his or her signature the documents, minutes and registers and shall adopt any urgent measure that the

good course of the Association recommends, without prejudice of later informing the Executive Council.

The President shall be able to delegate to the Executive Vice President and to the Secretary all those administrative actions and the ordinary functioning of the Association. In particular, the Executive Vice President shall normally be authorized to sign contracts, licenses and agreements on behalf of the Association.

It is the responsibility of the Vice Presidents to designate one of their number to replace the President in the event of absence, motivated by illness or any other cause, and to have in such a case the same responsibilities as the President and to represent the Association in all those matters that ordinarily devolve to the President.

Article 17. Secretary and Executive Vice President

It is the responsibility of the Secretary, together with the Executive Vice President, to conduct the daily operations of the Association. Particularly they shall perform the administrative management of the Association and they shall be in charge of all the relations with the Spanish Administration.

Article 18. Treasurer

It is the responsibility of the Treasurer, with the assistance of the Secretary and the Executive Vice President:

- a) To present the annual financial balance to the Executive Council and the General Assembly, including any payments authorized by the Executive Council. The accounting shall be carried out according to the current regulations in Spain for non-profit associations.
- b) To present the budget for the current and next fiscal year.
- c) To recommend revision of the membership dues and subscription fees, as well as other incomes that the Association could have.

Article 19. Working Bureau

The Executive Council shall have all the powers necessary to the discharge of its duties arising from its functions as a Governing Body of the Association.

The Executive Council may delegate such of its powers as it may deem proper to the Working Bureau which shall conduct the day-to-day management of the Association's affairs. The Working Bureau shall consist of the President, the four Vice Presidents, the Treasurer, the immediate Past President, and the Secretary. The Working Bureau shall meet at least once a year in person, unless exceptional circumstances prevent such, and as often as necessary, using the resources available through new information technologies and communication.

As members of the Executive Council and Working Bureau may be from different countries, the Executive Council shall further delegate to a committee of the Working Bureau consisting of the President, the Treasurer, the Executive Vice President and the Secretary, the representation of the Association to the Spanish Administration as well as the management of accounts and funds through banks. The Executive Vice President and the Secretary shall have recognized signatures, and both signatures shall be necessary to operate the Association bank accounts, except in an extraordinary circumstance when one of these officers is incapacitated, in which case the President and the Treasurer may decide together that a single signature is sufficient on an emergency basis until the circumstance is corrected by action of the President or by return of the incapacitated officer.

Article 20. Advisory Board

The Executive Council shall be assisted in its work by the Advisory Board. Members of the Advisory Board shall be former members of the Executive Council, and Individual or Senior members with a record of achievement in the field of shells and/or spatial structures. Candidates for the Advisory Board may be nominated by the Working Bureau or by one-fourth of the members of the Executive Council. The members of the Advisory Board shall be elected by a two-thirds vote of the Executive Council. They shall be invited to attend the meetings of the Executive Council and may participate in its deliberations but do not possess voting rights in these deliberations.

Article 21. Standing Committees

The Association shall have the following standing committees:

- a) Technical Activities Committee to stimulate, coordinate and oversee the technical activities of the Association, including the Working Groups and the technical symposia and colloquia.
- b) Election Committee, chaired by the Executive Vice President.
- c) Financial Committee, chaired by the Treasurer.
- d) Editorial Committee, chaired by the Editor-in-Chief of the Journal of the IASS.
- e) Membership Committee.
- f) Honors and Awards Committee.
- g) Website Committee.
- h) Communications Committee.
- i) Liaison Committee Representation, chaired by the Executive Vice President or Secretary.

From time to time, the President in consultation with the Executive Council may organize and appoint committees to oversee awards, prizes, and recognitions of the Association and ad hoc committees for other special purposes. At the discretion of the President, such additional committees may become standing committees or be of limited duration.

Except as specified above, the chairs of all committees shall be appointed by the President in consultation with the Working Bureau and the Executive Council. Additional members of each committee shall be appointed by the President in consultation with the chair of the committee and with the Working Bureau and the Executive Council.

Article 22. Working Groups

The Executive Council may from time to time create Working Groups as described in Article 7 of the Statutes. Each Working Group shall consist of members of the Association and shall be presided over by a Chairperson appointed by the President. Each Working Group shall report to the Executive Council in writing or on the website once a year. The report of the investigations of each Working Group shall be submitted to the Executive Council who shall have the right to approve or disapprove the publication of such report under the auspices of the Association.

Article 23. Medals, prizes and awards

To advance the aims of the Association and to reward excellence, the Executive Council may establish and confer various honors and awards. These recognitions shall be administered by the President and the Secretariat and shall be coordinated by the standing committee for Honors and Awards, which shall recommend to the Executive Council the criteria, policies, frequency and procedures for the selection of recipients.

The following recognitions have been established by the Executive Council:

- a) **Honorary Membership.** From time to time, the Executive Council confers Honorary Membership to Individual members with a distinguished record of outstanding achievement in the field of shells and/or spatial structures, and/or for exceptional service

to the Association. Designees become lifelong dues-free Distinguished members of the Association.

- b) **Eduardo Torroja Medal.** The Executive Council may from time to time award the Eduardo Torroja Medal to a member or non-member of the Association in recognition of outstanding and distinguished contributions to design, construction, or research of shell and/or spatial structures. This medal is conferred upon those who embody the ideals and accomplishments of Eduardo Torroja, the founding President of the IASS. Torroja Medalists shall receive lifelong dues-free Distinguished membership in the Association.
- c) **Tsuboi Awards.** The Tsuboi Awards honor the memory of the former IASS President Yoshikatsu Tsuboi and are conferred annually in two categories: (i) for the most meritorious original paper published in the Journal of the IASS in the preceding calendar year, and (ii) for the most outstanding original paper presented and published in the Proceedings of the previous year's annual IASS Symposium.
- d) **Hangai Prizes.** In the memory of the late Professor Yasuhiko Hangai and of his career-long encouragement of young people, these annual prizes recognize talented researchers, designers and engineers who are under the age of thirty and working in the field of shell and spatial structures. This recognition is achieved by selecting outstanding submissions to the Annual IASS Symposium in the form of research papers, design projects, or innovative ideas.
- e) **Isler Prize.** In the memory of the late Heinz Isler, a distinguished and very active member of the IASS, a man of exceptional talent, who became one of the most innovative reinforced concrete shell designers in the 20th century. The Prize is awarded every two years to IASS members or non-members in recognition of a significant contribution that embodies the ideals and accomplishments of Heinz Isler: exploration, realization, discovery and innovation; playfulness and inclusivity; sustainability and low impact on the environment.

The Executive Council may establish other awards, prizes and recognitions of the Association, including the criteria, policies, frequency and procedures for the selection of recipients.

TITLE V. Finances

Article 24. Income sources, reserve fund and annual budgets

The funds of the Association shall consist of the membership dues, subscription fees, donations, subsidies, grants, interest on accumulated reserves, and any other type of legally permitted income. In any case, the Association shall not have for-profit purposes in any of the activities it carries out, and all income shall be devoted to the activities of the Association.

Any surplus income in a fiscal year shall be held in a reserve fund retained exclusively for activities of the Association approved by its Governing Bodies or for coverage of future annual deficits.

Budget revenues and expenditures shall be drawn up and approved annually by the Executive Council and endorsed by the General Assembly.

Article 25. Fees

The amount of the dues or subscription fees to be paid by members of different classifications shall be determined from time to time by the Executive Council upon recommendation by the Treasurer. Dues and fees shall be levied on the basis of the calendar year, and new memberships shall be valid for the year in which payment is made, except that when a new member's payment is received in the last quarter of the year, it is valid through the following year.

Article 26. Payment of dues or fees

Membership dues or subscription fees will be payable when falling due. Failure to pay these dues or fees within a grace period established by the Executive Council shall result in expiration of membership.

Article 27. Deficit

The limit of the annual deficit which the Executive Council may authorize on behalf of the Association shall be no more than one half of the amount of the total income in the previous calendar year, provided that the total current reserve is at least twice the authorized annual deficit.

Article 28. Fiscal year

The fiscal year of the Association shall be the calendar year, and the books shall be closed and all accounts and statements balanced as of December 31.

TITLE VI. Amendments and dissolution

Article 29. Changes in the Statutes

These Statutes of the Association may be modified or changed by the following procedure:

- a) Proposed modifications or changes are circulated to Executive Council members at least two months before the next annual Council meeting, or one month if the approval balloting would be implemented electronically.
- b) Executive Council votes to place the modification or change on the ballot.
- c) Ballot vote for modifications or change of a majority of two thirds of those Voting Members of the General Assembly who cast ballots.

Article 30. Dissolution of the Association

The dissolution of the Association must be proposed by a vote of at least a two-thirds majority of the Executive Council, after the opinion of the members of the Advisory Board had been obtained. The dissolution must be approved by a majority of two thirds of the votes cast in an extraordinary General Assembly, called specifically for this purpose.

In the event of dissolution of the Association, the Executive Council shall appoint a commission to extinguish any debts and to allocate any remaining funds to whatever non-commercial purpose the Executive Council may decide, in accordance with applicable laws.

In addition, the Association may be dissolved by the causes determined in the Article 39 of the Spanish Civil Code and by binding judicial decision.