

Articles of Association

COAR

(as approved at the General Assembly, 2nd March 2010, Madrid, Spain)

§ 1 Name and Seat of the Association, and Fiscal Period

1. The Association is named „COAR“. The applied acronym stands for „Confederation of Open Access Repositories“. This name shall be entered into the register of associations, with the suffix „e.V. “
2. The seat, and as the case may be the office, of the Association is Goettingen (Germany) at the Goettingen State and University Library.
3. The fiscal period follows the calendar year.

§ 2 Aims, Objectives, and Common Public Interest of the Association

1. The aim of the Association is to enhance and progress the provision, visibility and application of research outputs through global networks of Open Access digital repositories.
2. The Association exclusively pursues not-for-profit common public interest objectives in terms of the clause „Steuerbegünstigte Zwecke“ (Purposes with Tax Benefits), under the German Tax Code.
3. The Association does not act on its own behalf; it does not pursue goals which primarily serve its own interests.
4. Finances of the Association may be used for statutory purposes only. The members accrue no benefit from the finances of the Association. No person may benefit from disproportionately high salary or reimbursement contrary to the aims of the Association.

§ 3 Members and Partners

1. The Association has full members, with the option of single and group memberships. In addition, there are special members, honorary members and partners. All members and partners subscribe to the aims of the Association.
2. Full membership is open to any legal entity comprising not-for-profit institutions of higher education, research, infrastructure and technology. Full members are obliged to pay regular membership fees.
 - 2.1. Single members are entitled to both active (i.e. the right to vote at the General Assembly and in elections) and passive (i.e. the right to stand for elections) voting rights, with the right to speak and to propose a motion in the General Assembly.
 - 2.2. Group membership allows a corporate body or a group of institutions to become Full members at a reduced rate.
 - a) All members of a Group have passive voting rights, with the right to speak and to pose motions at the General Assembly.
 - b) A Group, independent on its size, has one active vote.
 - c) The Group nominates a Coordinating Partner who is entitled to enter into a contract with COAR and act on behalf of the participants, having appropriately established relations with the

said participants in order to define its role and the payments due from each. The Coordinating Partner undertakes responsibility for full payment of the Group's combined COAR membership fee.

d) Institutions participating in a Group can be from different countries.

e) The minimum number of participating institutions in a Group is two; the maximum number is 10.

f) The Executive Board can decide on a discount or cap for payments in the case of large-scale consortia from one country.

g) All applications for Group membership will be subject to approval by COAR's Executive Board.

3. Special membership is offered to institutions where financial or technical constraints make it impossible to join the Association immediately as full members and to natural persons insofar as these may be employed in not-for-profit institutions of higher education, research, infrastructure & technology engaged to a notable extent in the achievement of the aims of the Association.

a) Special members are entitled to passive voting rights, with the right to speak and to propose a motion in the General Assembly.

b) Special members from less developed countries can apply for full voting rights.

c) Special members are expected to pay a limited membership fee, if necessary and possible for them.

d) The final decision on whether an institution will be accepted as a Special Member lies with the Executive Board.

4. Honorary members may be natural persons who have provided special service in furthering the aims of the Association. Honorary members are entitled to the same membership rights as special members.

5. Partners may comprise any further natural persons or legal entities engaged to a notable extent in the achievement of the aims of the Association. Partners have the right to attend and to speak in the General Assembly.

6. Membership fees are determined in Annex 1 of the "Articles of Association".

§ 4 Acquisition of Membership, Partnership

1. At the constitutional assembly, the founding members of the Association become by their own volition, either full members or special members.

2. Application for admission to the Association is otherwise made in writing to the Executive Board. In the case of refusal of membership by the Executive Board, application is referred to the next General Assembly.

3. On the recommendation of the Executive Board, and with 2/3 majority, the General Assembly may accept honorary members.

§ 5 Termination of Membership, Partnership

1. Membership or partnership status is terminated in death of the natural person, or lapse of the legal entity, or by resignation, or expulsion.

2. Resignation is tendered in writing to the Executive Board, and is subject to six month's notice from the end of the calendar year.

3. A member or partner may be expelled by decision of the General Assembly on the following grounds:

- a) causation of wilful serious damage to the reputation or interests of the association or repeated infringement of the statutory rights of association above;
- b) membership fees in arrears of more than six months, and failure to respond to written letter of demand warning of such expulsion;

The members or partners have the right to appeal against expulsion in the General Assembly.

Notice of leave to appeal should be given at least two weeks prior to the General Assembly.

§ 6 Contributions

1. The rate and renewal date of the respective membership fees, as well as the sponsorship of partners and if necessary admission fees shall be set by the General Assembly and duly recorded in a subscription schedule (Annex 1).
2. Beyond their conformity to the requirements of the Association, differential size and the economic power of a full member shall be taken into consideration, to achieve wide international participation.
3. Contributions of special members shall be configured in a manner adequate to achieve general accessibility.
4. Partners may contribute by sponsorship, reflecting the economic power of the country of seat of business.
5. Honorary members are free of any financial contribution.

§ 7 Governance of the Association

Governance structures of the Association include the Executive Board, the Advisory Council and the General Assembly.

§ 8 Executive Board

1. It is incumbent upon the Executive Board to represent the Association in terms of § 26 of the “Bürgerliches Gesetzbuch” (German Civil Code) and to manage its affairs particularly to the following duties:
 - a) The timely convention and preparation of the General Assembly, including the drafting of an agenda;
 - b) The execution of decisions taken by the General Assembly;
 - c) The administration of the assets of the Association and the provision of annual reports, as well as strategic action plans and annual budgets;
 - d) The admission of new members and partners.
 - e) Appointment of working groups, as well as the designation of members and partners with voting powers in those working groups. Meetings and minutes of meeting of working groups are made available to all COAR members and partners.
2. The Executive Board will consist of the Chairperson, the Deputy Chairperson and the Treasurer.
3. The Chairperson is sole representative of the Association, also regarding inscription and amendments in the Register of Associations. Alternatively, two members of the Executive Board may jointly represent the Association.
4. Members of the Executive Board are elected by the General Assembly for a period of three years. Re-election for two further terms of office or premature dismissal of Executive Board members by the General Assembly is permitted. For the latter, a two thirds majority is required.

An incumbent may remain in office beyond term, pending election of a successor. Should a member of the Executive Board resign during the term of office, the remaining members are entitled to co-opt a replacement, until a successor is elected by the next General Assembly.

5. The Executive Board will meet on demand. Legally binding decisions may also be made in meetings held by teleconference or videoconference meetings. The

Executive Board meeting will be summoned by the Chairperson, failing which the Vice-Chairperson may summon the Executive Board meeting. Notice shall be issued at least one week prior to the meeting. The Executive Board may make legally binding decisions if a majority of its members are present. Decisions are made by majority rule. In the event of a tie of vote, the Chairperson has the casting vote, failing which the Deputy Chairperson has the casting vote. Resolutions may also be taken by postal or faxed ballot, within a cut off period of four weeks.

6. Minutes will be kept of the resolutions of the Executive Board. The minutes of meeting will be taken by a recorder who, with the Chairperson, and failing which, with the Deputy Chairperson or alternate member of the Executive Board, shall be responsible for the signed confirmation and immediate distribution thereof to all Executive Board members.

§ 9 Advisory Council

1. The Advisory Council will give solicited and unsolicited advice to the Executive Board and to the General Assembly on all matters relevant to the Association. It will accept the reports of working groups of the Association; move on behalf of the General Assembly any proposed change of constitution; and respond to the annual reports, as well as strategic action plans and annual budgets submitted by the Executive Board.

2. Members of the Advisory Council are elected by the General Assembly for a period of four years. All natural persons are eligible for election. Removal from office requires a 2/3 majority. Executive Board members are not eligible for election to the Advisory Council, but hold the right to participate in and to speak at Advisory Council meetings.

3. All members of the Advisory Council are eligible to vote at Advisory Council meetings, either in person or by proxy. No member may hold more than two proxy votes, i.e. no member may cast more than three votes. The Chairperson of Advisory Council shall be notified in writing prior to the meeting of the intention to vote by proxy.

4. Resolutions of Advisory Council shall be passed by simple majority. Abstentions are regarded as null and void.

5. The Advisory Council will appoint a Chairperson and Deputy Chairperson from among its members by simple majority.

6. The Advisory Council is entitled to file application to both the Executive Board and to the General Assembly.

7. All members of the Advisory Council have the right to speak at the General Assembly.

8. The Chairperson of Advisory Council, failing which the Deputy Chairperson will convene the Advisory Council, under a notice period of four weeks from the time of distribution of the agenda and associated documentation. Members of the Executive Board may demand a meeting, and may participate in any meeting of the Advisory Council, holding the right to speak and to propose a motion, but without voting rights.

9. Advisory Council meetings and the adoption of resolutions may be conducted by teleconference or videoconference. Resolutions may also be taken by postal or faxed ballot within a cut off period of four weeks.

10. Minutes will be kept of the resolutions of Advisory Council. The minutes of meeting will be taken by a recorder who, with the Chairperson of Advisory Council, and failing which, with the Deputy Chairperson, shall be responsible for the signed confirmation and the distribution thereof to all Advisory Council members and to the Executive Board within four weeks from the date of the meeting.

§ 10 General Assembly

1. The General Assembly is responsible for decisions in the following affairs of the Association:

- a) Changes to the constitution;
- b) Dissolution of the Association;
- c) Nomination of honorary members, as well as the expulsion of members and termination of partner status;
- d) Election and termination of Executive Board membership;
- e) Election and termination of Advisory Council membership;
- f) Election of two annual accounts Auditors (for a period of four years);
- g) Acceptance of the annual report of the Executive Board and any related response by the Advisory Council;
- h) Acceptance of the annual financial report of the Auditors;
- i) Discharge the Executive Board from financial liability in the previous fiscal period;
- k) Acceptance of the strategic action plans and annual budget of the Executive Board for the coming year, and any related response by the Advisory Council;
- l) Approval or amendment to strategic action plans and the annual budget;
- m) Stipulation of the schedule of fees;
- n) Acceptance of similar Rules of the Executive Board, and related response by the Advisory Council;
- o) Approval or amendment of the Rules of the Executive Board;

2. The General Assembly will meet at least annually, preferably in the first quarter of each year, in an annual general meeting called by the Executive Board. The meeting shall be convened by written notice within a period of four weeks, from the date specified in an agenda and distributed with any proposed resolutions.

3. The Agenda is set by the Executive Board. Any member of the Association may propose motions to the agenda, submitted in writing to the Executive Board at least two months before the annual general meeting. The Executive Board decides on motions to the agenda. The General Assembly will decide by simple majority on motions not accepted by the Executive Board, or those motions first proposed during the annual general meeting; this does not apply to motions that propose any change to the constitution, the dissolution of the Association or change to the membership fees.

4. The Executive Board may call an extraordinary meeting of the General Assembly where this is deemed to be in the best interests of the Association, or when one quarter of the members submit written motivation of purpose and reason thereof. As far as possible under the given circumstances, written notice of four weeks shall be given, from the date specified in an agenda and distributed with any proposed resolutions.

5. The General Assembly is chaired by the Chairperson of the Executive Board, failing which, the Deputy Chairperson, failing which, by a member of the General Assembly elected for this purpose.

6. Apart from members and partners, personnel of the Association may participate in the General Assembly, insofar as they are not subject to the discussion.

7. Every full member is entitled to vote. Where the authorised legal representative is not present, prior written submission of proxy by the authorised legal representative is required. No member may hold more than two proxy votes, i.e. no member may cast more than three votes. The Chairperson shall be notified prior to the meeting of the intention to vote by proxy.

8. The General Assembly is quorate when one third of all full members of the Association are present in person or duly represented. Where the General Assembly does not constitute a quorum, the Executive Board is obliged to call a second meeting with the same agenda, within a period of four weeks. This General Assembly is considered quorate, irrespective of the number of members present, and shall be noted as such in the notice of meeting.

9. The Executive Board provides notice of meeting and specifies venue of meeting three months in advance of an ordinary annual general meeting, and issues a call for nominations for any vacant office. Nominations shall be submitted to the Executive Board two months prior to the meeting. The executive checks the eligibility of nominations and issues a list of candidates one month prior to the meeting, distributed with the agenda.

10. The General Assembly takes decisions by open ballot carried by the majority of votes cast by full members present in person or duly represented. Secret ballot is conducted on application of one quarter of full members present in person or duly represented. In case there is no majority of votes obtained by any candidate, the candidate with the highest number of votes is chosen; in the event of a tie in votes between multiple candidates, a second vote is taken. Abstentions are regarded as null and void. Decisions regarding a change in membership fees require a two thirds majority, decisions regarding a change to the constitution require a three quarters majority, decisions regarding the dissolution of the Association require a four fifths majority of the full members present in person or duly represented.

11. The order of meeting and resolutions taken by the General Assembly shall be minuted, and it is recorded therein at least the number of full members present in person or duly represented; the constitution of quorum; the motions proposed; the nature and the exact result of ballots taken. The minutes of meeting shall be signed by the recorder and by the Chairperson, and conveyed to all members and partners within eight weeks of the date of meeting.

§ 11 Dissolution of the Association, Termination for other reasons, Abolition of Not-for-profit status.

1. In the event of the dissolution of the Association, the Chairperson and Deputy Chairperson are jointly authorised as liquidators, unless otherwise assigned by the General Assembly.

2. In the event of dissolution, or termination, or abolition of not-for-profit status, the assets of the Association shall revert to UNESCO, to be used immediately and exclusively for common public interest objectives.

3. The preceding clauses apply accordingly, if the Association is dissolved or loses its legal capacity for any other reason.

Unanimously agreed by the Members,
Madrid, March 2, 2010