

DataCite Statutes

Final Version 24 November 2009

§ 1 Name, registered office, fiscal year

- (1) The name of the Association is “DataCite – International Data Citation Initiative”. It is to be registered in the register of associations on the basis of an official German translation of these Statutes; after registration, its name will be “DataCite – International Data Citation Initiative e.V.”.
- (2) The Association has its registered office in Hanover.
- (3) The fiscal year of the Association is the calendar year.

§ 2 Purpose, objectives, charitable status

- (1) The purpose of the Association is to promote science and research.
- (2) The exclusive and immediate purposes of the Association are charitable as defined in the section on “tax-privileged purposes” [Steuerbegünstigte Zwecke] of the German Tax Code [Abgabenordnung – AO]. Its statutory object shall be fulfilled, without limitation, by
 - a) supporting researchers by providing methods to locate, identify and cite data with confidence
 - b) being a member of the International DOI Foundation
 - c) the Association undertaking the function of a Registration Agency (RA) for DOI names
 - d) operating a DataCite office to execute the day to day business of the association
 - e) operating a DOI registration service with a distributed infrastructure for use by and benefit of its members
 - f) international cooperation to ensure the availability of data
 - g) defining, adopting and promoting standard methods in order to locate, identify and cite data with confidence
 - h) promoting and developing knowledge and skills exchange regarding the availability of data and policies for their handling
 - i) promoting the initiatives, work, and benefits of the Association
 - j) contracting with other providers for additional services for the benefit of DataCite.
- (3) The Association is a non profit making organisation; its primary objectives are not for profit. Further the Association shall strive to not operate at a loss.
- (4) Funds of the Association may be used only for the purposes contemplated by its statutes. No benefits shall be paid to members out of the funds of the Association. Payments according to contracts with members to provide a service are not “benefits” in the meaning of the foregoing sentence. No person must be favoured by expenses that are not in keeping with the purpose of the Association or by being granted inappropriately high remuneration.
- (5) If the Association is dissolved, or if any of its tax-privileged purposes cease to exist, any assets remaining following disposal of any liabilities to the association then those assets shall be donated to Deutsche Forschungsgemeinschaft e.V. (German Research Foundation), Bonn, who shall use the same directly and exclusively for tax-privileged purposes.

§ 3 Definitions

- (1) An Allocating Agent is an Institution which allocates DOI names on behalf of the DOI registration agency of DataCite.
- (2) The Managing Agent shall be entrusted with the operation of the DataCite Office and with the day-to-day operation of the DOI registration Agency. The Managing Agent is TIB (Technische Informationsbibliothek / German National Library of Science and Technology).

- (3) The Manager is an individual recommended by the Managing Agent and approved by the Executive Board. The Manager is the Secretary of the Executive Board. In that function, the Manager prepares the meetings of the Executive Board and the General Assembly, prepares the Business Plan, the Budget, and implements all decisions taken. The Manager heads and manages the Data Cite Office.

§ 4 Membership

- (1) Membership is open to all not for profit organisations who wish to allocate DOI names and use the Registration Agency of DataCite in their capacity as allocating agents.
- (2) The admission of organisations whose country of registration is already represented in the Association by other members shall be subject to the members from that country of registration being heard on this issue by the General Assembly.
- (3) A member should be actively working with data centres for the purpose of issuing DOIs.
- (4) A member is expected to attend the General Assembly meeting. If any member fails to attend three meetings of the general assembly in a row, then this shall result in removal from the register of members according to §6 (4).

§ 5 Membership application

- (1) Organisations interested in becoming members of the Association must apply in writing to the Executive Board which shall refer the application to the General Assembly in due course.
- (2) The General Assembly shall decide on the membership application.

§ 6 Termination of membership

- (1) Membership shall end by exclusion, removal from the register of members or resignation from membership of the Association.
- (2) Resignation must be in writing to the Executive Board. Notice of resignation may be given only to take effect at the end of a fiscal year, observing a notice period of two months.
- (3) A member may be removed from the register of members by resolution of the Executive Board if it is in arrears with payment of its membership fees despite two formal written warnings. The resolution to effect its removal may be passed only after a period of two months has elapsed following the second formal warning and provided that the member was threatened in that warning to be removed from the register. The member shall be notified of the decision by the Executive Board to remove it from the register.
- (4) A member must be removed from the register of members by resolution of the Executive Board if it no longer meets the membership criteria pursuant to § 4.
- (5) A member may be excluded from the Association by resolution of the Executive Board if it negligently and deliberately damages the interests of the Association in a gross manner. Before passing its resolution, the Executive Board shall give the member the opportunity to state its case, either orally or in writing. The reasons for the resolution passed by the Executive Board shall be stated in writing and sent to the member concerned. The member may appeal against the resolution to the General Assembly. The appeal shall be submitted to the Executive Board within one month following receipt of the resolution. Within one month after the appeal has been filed in accordance with the applicable deadline, the Executive Board shall convene the General Assembly which shall take the final decision on the exclusion of the member.
- (6) On the resignation, exclusion or removal of a member the Executive Board shall suggest to the General Assembly an Allocation Agent which could assume responsibility for the relationship to the respective Data Centers in order to continue the maintenance of the DOI names registered by the resigned or removed member.

§ 7 Membership fees

- (1) Members shall be charged an annual membership fee.

- (2) The amount and due date of annual membership fees shall be determined by the General Assembly.
- (3) To the extent not covered by membership fees, the budget of the Association shall be funded by apportionment to the members. Any expenditure beyond the agreed budget must be approved by the General Assembly. If this results in an additional levy upon members, members have the option to resign from the association at the end of the current fiscal year.

§ 8 Affiliated Members

Affiliate Membership with an advisory function and the right to attend the General Assembly shall be restricted to organisations who do not use the Registration Agency of DataCite in their capacity as allocating agents but have an interest in the further purposes specified under § 2 (2). §§ 4 to 5 shall apply *mutatis mutandis*.

§ 9 Constituent bodies of the Association

The constituent bodies of the Association are the Executive Board and the General Assembly.

§ 10 Executive Board

- (1) The Executive Board (the “Board” within the meaning of Sec. 26 of the German Civil Code [Bürgerliches Gesetzbuch – BGB]) shall consist of the President, three Vice Presidents (one of them being the Deputy President) and the Treasurer. One member of the above mentioned shall be a representative of the Managing Agent. The Manager is ex officio member of the Executive Board without voting rights and acts as a secretary to the Executive Board and head of the DataCite office.
- (2) The Executive Board shall represent the Association in court and out of court.
- (3) The Association shall be represented by two members of the Executive Board. The power of representation of the Executive Board shall be restricted to the effect that all transactions will not exceed the budget for that period as approved by the General Assembly. Further those exceeding a threshold of EUR 10,000.00 require direct approval of the General Assembly. In derogation from the foregoing, transactions with a value of up to EUR 1000.00 may be entered into by the Manager acting alone, but within the budget approved by the General Assembly, for that period.

§ 11 Responsibilities of the Executive Board

- (1) The Executive Board shall be responsible for all affairs of the Association to the extent not entrusted to any other constituent body of the Association by its statutes. Its responsibilities shall include, without limitation,
 - a) preparing and convening the General Assembly and setting the agenda for the meeting;
 - b) appointing working groups;
 - c) implementing resolutions of the General Assembly;
 - d) drawing up the annual budget with a duty to refer it to the General Assembly for decision at least 2 months before the end of the fiscal year,
 - e) accounting,
 - f) preparing the annual report;
 - g) annual accounting for revenues and expenditures of the Association. These annual accounts shall be audited by two accounts auditors. The accounting records of the Association shall be included in this audit. The audit of the accounts shall verify whether the funds of the Association are used in accordance with the statutes. The Executive Board shall report the outcome of the audit to the General Assembly.
- (2) In all matters of particular importance, the Executive Board shall obtain a resolution from the General Assembly.
- (3) In order to perform its responsibilities, the Executive Board may establish an office at the Managing Agent’s registered office.

§ 12 Appointment and term of office of the Executive Board

- (1) The Executive Board shall be appointed by the General Assembly from among the representatives of the members of the Association for a term of two years from the date of appointment. The first terms of the vice presidents (including the Deputy President) shall be 1 year, thereafter 2 years. However, it will remain in office until a new Executive Board has been elected. Each member of the Executive Board shall be elected individually. Membership of the Executive Board is personal, no representation permitted.
- (2) Members of the Executive Board are elected from individuals put forth by member organisations. If the individual leaves the organisation, then he or she also departs the post.
- (3) If a member of the Executive Board resigns early, the Executive Board may appoint a successor for the remaining term of office of the departing member. Such an appointment shall be ratified by the General Assembly.

§ 13 Meetings and resolutions of the Executive Board

- (1) The Executive Board shall pass resolutions in meetings to be convened by the President or, if the latter is unavailable, by the Deputy President; the agenda does not need to be announced. A notice period of one month for convening a meeting shall be complied with.
- (2) The Executive Board shall have a quorum if at least 4 of its members are present. Resolutions shall be adopted by a majority of all valid votes cast, with the President or, in the latter's absence, the Deputy President, having the casting vote in the event of a tie.
- (3) The Executive Board may pass resolutions by circular if all members of the Executive Board agree to the object of the resolution to be passed.
- (4) Minutes documenting the resolutions passed by the Executive Board shall be drawn up by the Manager, unless otherwise stipulated by the President. These minutes shall be deemed approved unless objected to in writing within four weeks following dispatch.
- (5) Video / Telecom participation and voting in the meeting is permitted.

§ 14 General Assembly

- (1) Each member pursuant to § 4 shall have one vote at the General Assembly, Affiliated Members pursuant to § 7 have no right to vote.
- (2) The General Assembly is responsible for the following issues:
 - a) approving the budget drawn up by the Executive Board for the next fiscal year;
 - b) accepting the annual report to be issued by the Executive Board, formally approving the actions of the Executive Board in the past fiscal year;
 - c) determining the amount of membership fees;
 - d) appointing and removing the members of the Executive Board;
 - e) appointing and removing the accounts auditors;
 - f) passing resolutions to amend the statutes and to dissolve the Association;
 - g) passing resolutions to decide on admission, exclusion and removal of a member.

§ 15 Convening the General Assembly

- (1) An ordinary meeting of the General Assembly shall be held at least once per year and it is expected that all members will attend. It shall be convened by the President in writing, giving at least two months advance notice and specifying the agenda. The notice period shall begin on the day following dispatch of the letter convening the meeting. The letter convening the meeting shall be deemed received by the member if it is sent to the address last specified by the member to the Association in writing. The agenda shall be prepared by the President.
- (2) Any member may submit agenda items to the Executive Board for inclusion in the meeting by written proposal at least one week prior to the meeting of the General Assembly. The President shall notify the General Assembly of any resulting amendment to the agenda at the beginning of the meeting. Proposals for amendments to the agenda which are made at the meeting shall be decided by the General Assembly.

§ 16 Extraordinary General Assembly meetings

An extraordinary meeting of the General Assembly shall be convened by the President whenever deemed necessary in the interest of the Association, or if requested in writing by one fourth of the members, specifying the purpose and the reasons behind their request.

§ 17 Resolutions by the General Assembly

- (1) Meetings of the General Assembly shall be chaired by the President or, if the latter is unavailable, by the Deputy President or the Treasurer. If no member of the Executive Board is present, the Chair of the meeting shall be appointed by the General Assembly. In the case of elections, an electoral committee may be elected by the General Assembly in order to chair the meeting for the duration of the ballot and the preceding discussion.
- (2) The method of voting shall be determined by the Chair of the meeting. The vote shall be made by written ballot if one third of the members present so request.
- (3) The General Assembly shall have a quorum if at least 50% of the votes existing when the meeting of the General Assembly was convened are present. Representation by members is permitted. In the absence of a quorum, the Executive Board shall be under an obligation to convene a second meeting of the General Assembly with the same agenda within four weeks; this adjourned meeting shall have a quorum regardless of how many members entitled to vote are present. This shall be pointed out in the notice convening that meeting.
- (4) The General Assembly shall normally pass resolutions by simple majority of the valid votes cast; abstentions shall be counted as invalid votes. However, amendments to the statutes require a majority of three fourths of the valid votes cast, and the dissolution of the Association a majority of nine tenths.
- (5) In elections, the candidate obtaining more than half of the valid votes cast shall be elected. If no candidate obtains more than half of the valid votes cast, a run-off ballot shall be held between the two candidates who obtained the most votes. The candidate who then obtains the most votes shall be elected. If there is an equality of votes, the matter shall be determined by lot to be drawn by the Chair of the meeting.
- (6) Minutes documenting all resolutions passed by the General Assembly shall be drawn up and shall be signed by the Manager and the President of the Association. These minutes shall be deemed approved unless objected to in writing within four weeks following dispatch.

§ 18 Intellectual Property

Any Intellectual Property owned by DataCite and any development contributed by a member to a development of DataCite shall be Open Source and shall be made available by a Public Access Licence.

§ 19 Dissolution of the Association

- (1) A resolution to dissolve the Association may be passed only at a meeting of the General Assembly by a majority of 90% of the valid votes cast (§ 17 (4)).
- (2) If the Association is dissolved, reasonable steps are taken with the endeavour to maintain the resolution of DOI names registered by DataCite. This may include a request to IDF but shall include at minimum any steps necessitated by the contractual relationship with the IDF, if any.
- (3) Unless otherwise determined by resolution of the General Assembly, the President and the Deputy President shall act as liquidators holding joint power of representation.
- (4) The assets remaining after completion of the liquidation shall be donated to Deutsche Forschungsgemeinschaft e.V. (German Research Foundation), Bonn. § 2 (5) shall apply mutatis mutandis.
- (5) The foregoing provisions shall apply mutatis mutandis if the Association is dissolved, or loses its legal capacity, for any other reason.