

Articles of Association
WEBLOCK ASSOCIATION

Draft Version, January 2016

1 Name and Headquarters

Under the name of *Weblock Association* (Weblock), a not-for profit association exists with its registered office in Basel, Switzerland in accordance with Articles 60 et seq. of the Swiss Civil Code. This Association is an independent legal entity with legal capacity. It is governed by Swiss law. Its duration is unlimited.

2 Purpose

The Association aims at promoting digital archiving best practice and providing long-term preservation solutions for digital objects, including websites and other documents relevant to scientific, scholarly, medical or legal research and practice, in particular websites and other online material referenced in scientific, scholarly, medical or legal publications, and other digital objects and publications of relevance to researchers, medical or legal practitioners, historians, citizens, society at large, or future generations.

The Association may engage in all activities and take all actions necessary and appropriate to carry out or promote the above objectives, including, but not limited to: establishing, developing, operating and maintaining archives and preservation solutions, ordering others to do so, or participating in similar initiatives.

3 Official Language

English is the official language of the Association.

4 Resources

The Association derives its resources from:

- a) membership and service fees, and contributions provided by the Members;
- b) donations, grants, and other forms of gifts or payments;
- c) its assets.

5 Liability

The Association's financial obligations can be satisfied only from its assets. Members of the Association shall not be liable for the obligations or debts of the Association.

6 Admission

6.1 Membership is open to all legal and natural persons that support the objectives of, or want to use, promote or sustain the preservation services offered by the Association.

6.2 Any person wishing to become a member shall apply in writing to the Board. The Board shall decide whether to admit a Member, and will fix the membership category and fees pursuant to Article 10.

7 Suspension and Expulsion

7.1 The Board shall request the General Assembly to suspend or expel a Member only where members repeatedly violate these articles or do not fulfill their financial obligations towards the Association.

7.2 With the expulsion of a Member Weblock is freed from any obligations of sustaining long-term preservation and access to the Member's previously archived material. Weblock will maintain the Member's archive for at least another five years. After that, the Board may decide to discontinue the Member's archive.

8 Resignation

8.1 A Member may resign from Weblock with effect from the end of a calendar year. Notice of resignation must reach the Association domicile no later than six months before the end of the calendar year and be sent by registered letter.

8.2 Members wishing to resign have to fulfill all financial obligations towards Weblock so that the resignation is valid.

8.3 With the resignation of a Member Weblock is freed from any obligations of sustaining long-term preservation and access to the Member's previously archived material. Weblock will maintain the Member's archive for at least another two years. After that, the Board may decide to discontinue the Member's archive.

9 Membership Rights

Members have the following rights:

- a) participate with the annual General Assembly;
- b) propose points and motions for inclusion in the General Assembly agenda;
- c) vote resolutions during the General Assembly, by postal or e-mail letter, or by electronic vote;
- d) nominate candidates for the Board;
- e) elect members of the Board;
- f) archive and preserve websites and other digital documents in the Weblock archive against a modest service fee;
- g) obtain a copy of the Member’s archive at any time.

10 Membership Categories and Fees

- 10.1 Each Member pays membership fees. For Publisher members, membership fees are based on publishing-related revenues of the Member. For Library members, membership fees are based on the number of library patrons. For other types of members, the membership fee is individually fixed by the Board.
- 10.2 The base fee for the first two years after establishment of the association is of 200 CHF (Swiss Francs). Thereafter the General Assembly shall approve the base fee every four years on the recommendation of the Board.
- 10.3 Membership fees are due annually on demand for payment and shall be paid within 30 days. Membership fees for periods less than a year are pro-rated.
- 10.4 Membership categories and fees are set out in the following tables.

10.5 Publisher Members

Category	Annual Publishing Turnover	Annual Membership Fee
P1	< 1 Mio. USD	1x base fee
P2	1-5 Mio. USD	2x base fee
P3	5-15 Mio. USD	4x base fee
P4	15-30 Mio. USD	7x base fee
P5	30-50 Mio. USD	13x base fee
P6	> 50 Mio. USD	25x base fee

10.6 Library Members

Category	Library Patrons	Annual Membership Fee
L1	< 1,000	1x base fee
L2	1,000–5,000	2x base fee
L3	5,000–12,500	4x base fee
L4	12,500–20,000	6x base fee
L5	20,000–30,000	8x base fee
L6	> 30,000	10x base fee

10.7 Other Members

For other types of members, the membership fees are fixed individually by the Board and shall amount 1x to 25x the base fee.

10.8 The Board may decide to individually waive membership fees for Members in financial hardship.

10.9 Members are obliged to inform the Association if their membership category changes based on current revenues or number of patrons. The Board may also ask Members to review their category status anytime.

11 Association Bodies

The association has following bodies:

- a) General Assembly
- b) Board
- c) Audit Committee

12 The General Assembly

The General Assembly is the supreme body of the Association and consists of all members of the Association.

13 Powers of the General Assembly

The General Assembly shall have the following powers:

- a) to adopt and amend these Articles of Association;

- b) to create and dissolve advisory committees and other bodies;
- c) to elect and dismiss the President, Treasurer and other members of the Board from amongst its members or their delegates;
- d) to elect and dismiss the Auditor(s) from amongst its members or their delegates;
- e) to approve the audited annual report and the accounts of the Association;
- f) to adopt, after approval of the audited annual report;
- g) resolutions discharging the members of the Board, Audit Committee or other bodies from all liabilities;
- h) to suspend or expel a member from the Association on request of the Board;
- i) to approve changes to the membership base fee or amendments to the membership categories;
- j) to pass resolutions on matters which are by law or by the Articles of Association reserved to the General Assembly or validly submitted to it by the Board.

14 Meetings of the General Assembly

- 14.1 The ordinary General Assembly is held once per year. The Board shall fix the place and date of the meeting at least 60 days in advance and communicate the date of the meeting to the members in writing by post or e-mail.
- 14.2 Members shall submit motions and points for the agenda in writing by post or e-mail to the Association's domicile, secretariat, or President at least 40 days in advance of the General Assembly.
- 14.3 The convocation to the General Assembly shall be made in writing by post or e-mail at least 20 days in advance, accompanied by the meeting agenda, the motions for consideration, the voting form and the annual report.
- 14.4 The Board shall convene an extraordinary General Assembly if one-fifth of the Members make such a request in writing. The request shall specify the items for the agenda of the Extraordinary Meeting. An Extraordinary Meeting shall be held within 3 months of receipt of the request. The agenda of the Extraordinary Meeting cannot be modified.

15 Voting and Resolutions

- 15.1 Each Member has one vote. The Member is represented by its delegate at the General Assembly. Votes can also be sent in writing by post or e-mail using the voting form, or through electronic vote, and should reach the Association's domicile, secretariat or President one day before the General Assembly at the latest.

- 15.2 The General Assembly shall be quorate irrespective of the number of participants.
- 15.3 Unless provided otherwise by mandatory provisions of the law or by the Articles of Association, resolutions shall be passed by simple majority of all votes represented at the General Assembly.
- 15.4 The following resolutions require a $\frac{3}{4}$ majority:
- a) amendments to these Articles of Association;
 - b) suspension or expulsion of a Member.
- 15.5 Elections are decided by the absolute majority of the votes cast in the first round of voting and - if there is no absolute majority - by the simple majority of the votes cast in the second round of voting.
- 15.6 When adopting resolutions on discharging the Board, Audit Committee or other bodies, persons who are represented in the concerned body have no right to vote.
- 15.7 When a vote ends in a tie, the resolution is considered to be declined; the chairperson has no casting vote. An election tie shall be decided by lot.

16 The Board

- 16.1 The Board is the executive body of the Association. The board shall have at least three members.
- 16.2 Each member of the Board shall serve for a three-year term following his/her election, such term ending on the day of the respective ordinary General Assembly.
- 16.3 Members of the Board may be re-elected as often as necessary.
- 16.4 The members of the Board act voluntarily and will not receive a compensation for such voluntary office. They will be reimbursed for any out-of-pocket expenses reasonably incurred, however.
- 16.5 The Board shall make an annual report on its activities and those of the Association.
- 16.6 The members of the Board may adopt procedures to implement internal administrative functions of the Association.

17 Powers of the Board

The Board shall perform, inter alia, the following functions:

- a) develop an annual program and budget for the consideration of the General Assembly;
- b) handle membership applications and resignations;
- c) hire a director to manage the activities of the Association and to run the secretariat;
- d) day to day management decisions, not directly handled by the Director or secretariat;
- e) establishment and amendment of the Association's organizational rules;
- f) establishment of councils and sub-committees.

18 Director

- 18.1 The Board may employ a Director, who need not be a member of the Association, to be in charge of the management and administration of the Association.
- 18.2 The Director, in consultation with the Board, and in line with the approved program and budget of the Association, may hire administrative and other staff to assist in fulfilling the mission of the Association.
- 18.3 The Director shall administer the affairs of the Association and represent the Association vis-à-vis third parties in accordance with organizational rules and policies established in consultation with the Board. The Director shall have the right to be present, without vote, at all meetings of the General Assembly and Board, and he/she shall have the authority to sign on behalf of the Association.

19 The Audit Committee

- 19.1 The Audit Committee is composed of one or more members, respectively, their delegates. Members of the Audit Committee are elected by the General Assembly.
- 19.2 Each member of the Audit Committee shall serve for a three-year term following his/her election, such term ending on the day of the respective ordinary General Assembly.
- 19.3 Members of the Audit Committee may be re-elected as often as necessary.
- 19.4 The members of the Audit Committee act voluntarily and will not receive a compensation for such voluntary office. They will be reimbursed for any out-of-pocket expenses reasonably incurred, however.

19.5 The Audit Committee is responsible for a yearly limited audit of the bookkeeping records and financial statements of the Association and shall deliver report to the General Assembly.

20 Dissolution and Liquidation

20.1 The Association can only be dissolved:

- a) by unanimous, written agreement of all members;
- b) in the circumstances provided for by the law.

20.2 In case of dissolution of the Association, the Board must proceed to its liquidation. The assets of the association will be allocated to another non-commercial organization or institution in Switzerland or abroad that is able to fulfill the main purpose of this Association, after payment of all debts of the Association. The distribution of the assets among the Members is excluded. This arrangement is irrevocable.

21 Entry into Force

The founding members have adopted the present Articles of Association by way of correspondence. The present Articles of Association have entered into force today.

Basel, xxxxxx

On behalf of the founding members:

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