



RULES AND REGULATIONS

Approved by the Annual General Meeting of CERL on 29 October 2014.

Article 1 – CERL – a Company under English Law

1.1 The Consortium of European Research Libraries was founded in 1994 as a company ‘limited by guarantee, not having a share capital’ under English law and Companies Act (1985), now partly superseded by Companies Act (2006). Members’ liability for the debts of the company is limited to £1. The basis for the organisational form is laid down in two documents of 16 June 1994, the *Articles of Association* and the *Memorandum of Association*, published on the CERL website.

Article 2 – Members

2.1 Membership in CERL is open to libraries, archives, museums and research institutions worldwide but with a scope on the cultural heritage of Europe. Application of membership is decided on by the Board of Directors.

2.2 CERL has the following categories of Members:

2.2.1 *Single Members* – each paying the full annual fee and having one vote at the Annual General Meeting (AGM).

2.2.2 *Special Members* – each, due to size, specialisation or other special reasons, paying a reduced annual fee and having one vote at the AGM. The fee is decided by the Board of Directors

2.2.3 *Group Members* – two or more libraries sharing the full annual fee and having together one vote at the AGM. To pay one annual fee, the Group cannot be larger than 16 members. If the Group pays more than one full annual fee, the number of votes will be counted as multiples of the annual fee. The Group decides within itself how the annual fee shall be distributed and selects one member to exercise the vote at the AGM.

2.2.4 *Cluster Library Members* – Single Members may, with the consent of the Board of Directors, invite libraries, with which they co-operate, to be cluster libraries. Cluster library Members have no voting right at the AGM.

Article 3 – Obligations of Members

3.1 Members of the Single, Special and Group categories are obliged to pay CERL an annual contribution, fixed by the AGM.

Article 4 – Rights of Members

4.1 Members, having paid their annual contribution to CERL, and their clusters are entitled to the member restricted services of CERL and to vote at the Annual General Meeting according to the modes set out in Section 2.2 *supra*. All members are entitled to nominate candidates for elections at the AGM. Staff from Members of the Single, Special and Group categories are eligible for appointment to the Board

of Directors. Staff from any Member are eligible for appointment to the Coordinating Committee, Working Groups and *ad hoc* groups.

4.2 The Members shall be represented in the Annual General Meeting by one named delegate who shall carry the voting rights for that institution or group. Any other delegates present at the Meeting shall have observer status and the right to speak at the Meeting.

4.3 A Member not able to send a personal representative to be present at the Annual General Meeting may delegate its right to vote to another Member acting as proxy. It shall notify the CERL Secretary before the start of the Meeting of its intention to delegate its vote and shall name the proxy in writing.

4.4 Members in all categories are entitled to receive all communications sent by the Secretariat, and such CERL publications free of extra charge as the Board of Directors shall from time to time approve.

Article 5 – Termination of Membership

5.1 Membership shall be terminated:

(a) on resignation which shall be tendered for the end of the fiscal year (30 September) subject to 180 days' notice and payment of all moneys owing to CERL;

(b) on termination by the Board of Directors and with the consent of the AGM if a Member, despite formal notice, has not fulfilled its obligation for over two years.

Article 6 – Annual General Meeting (AGM)

6.1 The Annual General Meeting (AGM) is convened once a year, generally in late October or early November. The Secretary shall ensure that announcements relating to the conduct of the business of the AGM shall be sent to Members. Provisions for an Extraordinary General Meeting are set out in the Articles of Association.

6.2 Announcements of the AGM shall be distributed to Members at least twenty-one days before the date of the Meeting.

6.3 The AGM shall approve the budget for the coming year, elect members to the Board and Committee, hear and be given the opportunity to comment on reports from the Secretary, the Treasurer, the Chairman and Board, the Committee, and Working Groups.

6.4 No business shall be transacted at any General Meeting unless a quorum is present. A third of the registered Single and Special Members and of the Groups constitutes a quorum; the Groups are counted according to the number of votes they have at the AGM.

6.5 Announcements calling for nominations to the Board of Directors shall be sent to Members not later than thirty-five days before the AGM. Nominations for appointment, together with notice that the person is willing to be appointed, shall be returned in writing by the Member to the Secretary not later than fourteen days before the opening of the AGM.

6.6 The Secretary shall announce the candidates for appointment to the Board at the beginning of the AGM. The AGM shall decide the number of Directors before the election takes place.¹

6.7 Announcements calling for nominations to the Coordinating Committee shall be sent to Members not later than thirty-five days before the AGM. Nominations for appointment, together with notice that

¹ According to the latest Resolution by the AGM in 2013, the Board consists of the Chairman and nine other Directors.

the person is willing to be appointed, shall be returned in writing to the Secretary not later than the opening of the AGM.

6.8 The Secretary shall announce the candidates for appointment to the Committee at the beginning of the AGM. The AGM shall decide the number of Committee members before the election takes place.²

6.9 In case there are more candidates than positions to be filled at the Board or the Committee, the voting shall take place by closed ballot. In the event of a tie in the voting, the candidates who have received an equal number of votes in the first round shall be subject to a second round.

Article 7 – Administration and Operation

7.1 CERL shall normally organise its work through the Board of Directors, the Coordinating Committee, the Working Groups, and the Secretariat, headed by the Secretary and the Executive Manager. Matters of organisation and policy shall be communicated with the Members and discussed at the AGM.

Article 8 – The Board of Directors

8.1 The Board of Directors is the decision making body of CERL as a company under English law. It is responsible for the Annual Report and employs the Company Secretary and the Executive Manager. It oversees the work of the Secretariat and takes decisions in financial and major policy matters. Its meetings are chaired by the CERL Chairman.

8.2 The term of office of a Director is three years. A Director can be re-elected once. Under special circumstances and with the consent of the AGM, a Director can be re-elected more than once. No new nominations are necessary for the re-election of a Director.

8.3 According to legal provisions, each year a third of the Directors has to ‘retire by rotation’. Unless there is a sufficient number of Directors ending their terms, those with the longest serving time shall either retire or stand for re-election, irrespective of the term of office they hold.

8.4 The term of office of a Director shall start immediately upon election.

8.5 The Board of Directors meet at least twice a year. There are options for communication between the Directors between the physical meetings. A Director, not able to attend a meeting, can appoint another Director to act as Alternate Director, thus carrying an extra vote at the meeting. In exceptional cases and with the approval of the Directors present, a Director can appoint a third person to act as Alternate Director.

8.6 Minutes of the Board meetings are taken by the Secretary. The Executive Manager has the right to attend and speak at the meetings of the Board.

8.7 One of the Directors is the CERL Treasurer, so appointed by the AGM. The Treasurer has special obligations to present and check the budget and other financial matters.

Article 9 – The Coordinating Committee

9.1 The Coordinating Committee is a representative body delegated by Members to monitor policies and progress. The Committee coordinates the work of the several Working Groups and is given a supervisory role also in following the work of the Secretariat and the projects, in which CERL takes part.

² According to the latest Resolution by the AGM in 2013, the Committee consists of the CERL Management Team, the Chairmen of the Working Groups, and 9 other members.

9.2 The Committee consists of the CERL Management Team, the Chairmen of the Working Groups and other members, representing specialist knowledge in the fields where CERL provides services and expertise.

9.3 The term of office of a Committee member is three years. Members can be re-elected.

9.4 The term of office of a Committee member shall start immediately upon election.

9.5 The Coordinating Committee meets at least twice a year. There are options for communication between the members between the physical meetings. There are no provisions for selecting alternate members in case a member is unable to attend a meeting of the Committee.

9.6 Minutes of the Committee meetings are taken by the Executive Manager.

Article 10 – The Secretary, the Executive Manager, and the Secretariat

10.1 The Secretary and the Executive Manager are employed by CERL under contracts, reviewed by the Board of Directors and signed on behalf of CERL by the Chairman.

10.2 The registered office of CERL is in London and run by the employed Executive Officer. The Executive Manager has her office currently in The Hague, enabling her to have close contact with other important library organisations there situated. The Executive Manager oversees the work conducted by temporarily employed Project Officers.

10.3 The legal obligations of the Secretary are set out in the Companies Act.

Article 11 – The Management Team

11.1 The CERL Management Team consists of the Chairman, Treasurer, Secretary and Executive Manager.

Article 12 – The Working Groups

12.1 To further the interests of CERL and its Members a structure of Working Groups is created. They are either Project Groups with special attention to the databases developed and maintained by CERL or Interest Groups directed to special fields of cultural heritage management.³

12.2 The Chairmen of the Working Groups are selected from among the members of the Coordinating Committee by the CERL Chairman after consultation with the Management Team and the Working Group. If a candidate to the Coordinating Committee declares to the AGM that he/she is willing to stand as Chairman of a Working Group, it constitutes a strong recommendation for the CERL Chairman's choice.

12.3 The Coordinating Committee hears reports from the Working Groups through their Chairmen and makes proposals on the continuation of an existing and the creation of a new Working Group. The Board of Directors shall be heard before the AGM takes a decision regarding the number and direction of the CERL Working Groups.

12.4 Members of a Working Group are appointed by its Chairman after consultation with the Management Team and with a view to broad representation within the CERL membership and necessary specialist knowledge. The members are, except for exceptional needs, staff of any Member library

³ In 2014 exist, as *Project Groups*: Heritage of the Printed Book Database (HPB), CERL Thesaurus, CERL Portal, Material Evidence in Incunabula (MEI), and CERL Activities and Services incl. Web Development, and as *Interest Groups*: Book Binding, Provenance and Standards for the Description of Provenance Evidence, Manuscripts, Security Network.

category. There are no rules on number of members or terms of office in a Working Group. However, it is recommended that a Working Group shall not exceed fifteen members and that a review of the membership takes place every second year.

12.5 On the recommendation of the Coordinating Committee the Board of Directors can create *ad hoc* groups to explore, *i.a.*, new fields of CERL activities and strategy development.