



Statutes

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Version	4.0
Status	Version passed at the 11th ordinary General Meeting held in 2011 in Berne (amended: Point 4.4.3)

1 Legal Form

- 1.1 An association, named scopeArchiv User Group, exists for an unlimited period of time in accordance with article 60ff. of the Swiss Civil Code (ZGB).
- 1.2 The association's registered office shall be identical to the place of work of the President.
- 1.3 The business year of the association shall be identical to the calendar year.

2 General and Purpose

- 2.1 The term "scopeArchiv standard" covers the components of the product scopeArchiv which the members of the association declare to be their joint used tools.
- 2.2 The purpose of the scopeArchiv User Group shall be to
 - define the scopeArchiv standard,
 - promote the exchange of experience and information relating to the scopeArchiv IT system and the associated products and services between members,
 - coordinate and be involved in the use and further development of scopeArchiv,
 - finance any required further developments via joint funds,
 - contribute to the further distribution of scopeArchiv and thus lay the foundations for the electronic interconnection of archive systems for research purposes.

3 Membership

Classes of membership

- 3.1 The manufacturer and licensees of scopeArchiv shall be members of the association.
- 3.2 A legal entity who has purchased scopeArchiv licenses shall be entitled to become a licensee member.
- 3.3 The company who is in charge of and further develops scopeArchiv shall be eligible as a manufacturer member.

Admission

- 3.4 Applications for membership must be submitted in writing to the chair.
- 3.5 The Board shall check compliance with the conditions of admission pursuant to 3.1–3.3.

- 3.6 New members shall usually be admitted at the beginning of a business year and shall be announced at the respective General Meeting.
- 3.7 The Board may deviate from the rule specified under 3.6 if it can come to an agreement with the new member with regard to the membership fee owed in the year started.

Resignation

- 3.8 Resignation from the association must be submitted in writing by giving six months notice in advance to the end of the business year.
- 3.9 In the event of resignation, a member shall forfeit any claim to association assets.

Exclusion

- 3.10 Members who act contrary to the purpose and objectives of the association may be excluded from membership of the association by the Board.
- 3.11 Members who despite two written reminders have not paid their membership fees owed shall be excluded from the association by the Board.
- 3.12 Excluded members shall have a right of appeal at the General Meeting. Appeals should be lodged in writing with the chair within 30 days of receiving the notice of exclusion. The decision of the General Meeting is final.

4 Organization

4.1 Executive Bodies

The executive bodies of the association are

- the General Meeting,
- the Board,
- the Audit Committee.

4.2 General Meeting

General

- 4.2.1 The association shall hold an annual ordinary General Meeting in the first quarter.
- 4.2.2 The Board shall announce the date of the Ordinary General Meeting at least six weeks in advance.
- 4.2.3 Invitations together with a list of agenda items shall be sent at least four weeks prior to the date scheduled for the ordinary General Meeting.
- 4.2.4 If required by the association's work, extraordinary General Meetings shall be convened by the Board itself or on submission of a request of at least one fifth of the members to the Board.

Powers

- 4.2.5 The General Meeting shall have the following powers:
- Approval of the strategic program and annual goals of the Board
 - Approval of the annual budget
 - Fixing the annual membership fees at the request of the Board
 - Acceptance of the minutes of the last General Meeting
 - Acceptance of the Board's annual report and the reports of the working groups
 - Acceptance of the annual accounts and the audit committee's report
 - Granting discharge to the Board
 - Election of the President
 - Election of the other members of the Board
 - Election of the auditors and replacement auditor
 - Execution of amendments to the statutes
 - Dissolution or merger of the association

Resolutions

- 4.2.6 Each licensee member and manufacturer member carry one vote at the General Meeting.
- 4.2.7 Resolutions are passed at the General Meeting with a simple majority. If there is equality of votes, the President shall have the casting vote.

4.3 Board

Composition and Eligibility

- 4.3.1 The Board shall comprise no fewer than three and no more than seven members, including the President, Vice President and Treasurer.
- 4.3.2 The President and members of the association shall be elected by the General Meeting for a term of office of one year; they shall be eligible for re-election at the end of their term of office.
- 4.3.3 The manufacturer of scopeArchiv shall be represented by a seat on the Board.
- 4.3.4 The Board shall organize itself and shall assign the positions of Vice President, Secretary for the Minutes and Treasurer.
- 4.3.5 The position combinations of President/Vice President, President/Secretary for the Minutes, President/Treasurer and Vice President/Treasurer shall not be permissible.
- 4.3.6 The representative of the manufacturer member cannot be elected President.

Duties and Powers

- 4.3.7 The Board shall represent the association towards third parties. It shall be responsible for all areas which are not assigned to another executive body by law or the statutes.
- 4.3.8 The Board shall represent the association with the legally binding joint signatures of the President and one member of the Board.

4.3.9 The Board shall have sole authority over amounts of up to CHF 10,000.

4.3.10 The Board shall have the following duties and powers:

- Management of the association's business and affairs
- Formulation of the strategic program and annual goals for the attention of the General Meeting
- Decision regarding the functional scope of the respective scopeArchiv standard in consultation with the members
- Motion for fixing the annual membership fees for the attention of the General Meeting
- Decision regarding the specific use of the membership fees
- Adoption of the annual report for the attention of the General Meeting
- Adoption of the reports of the permanent working groups for the attention of the General Meeting
- Drawing up the annual budget for the attention of the General Meeting
- Checking and adoption of the annual accounts for the attention of the General Meeting
- Appointment of permanent and temporary working groups and delegations
- Calling in experts with an advisory vote to meetings or in committees

4.3.11 The President shall preside over the General Meeting and the Board.

4.3.12 The Vice President shall deputize for the President.

Resolutions

4.3.12 The Board shall pass resolutions with a simple majority. If there is equality of votes, the President shall have the casting vote.

4.4 Audit Committee

4.4.1 The audit committee shall consist of an auditor and a replacement auditor.

4.4.2 The auditor and replacement auditor shall be elected at the same time as the Board for a term of office of three years.

4.4.3 The auditor and replacement auditor shall be reeligible.

4.4.4 The audit committee shall check the association's annual accounts and submit in writing a report of the findings to the Board for the attention of the General Meeting no later than two weeks prior to the ordinary General Meeting.

5 Financial Affairs

5.1 The association's funds shall be derived from:

- membership fees,
- income from association activities,
- donations from authorities, associations and individuals,
- Interest from the association's assets.

- 5.2 The scopeArchiv User Group differentiates between membership fees and development fees.
- 5.2.1 The membership fee shall be an annual fee and shall be calculated according to the number of positions of the licensee members and shall be used exclusively for the administration of the association, training and further training as well as know-how exchange amongst members.
- 5.2.2 Development fees shall be calculated on the basis of the number of modules acquired by licensee members involved in a specific project and shall be used exclusively for any necessary further developments of scopeArchiv.
- 5.3 Membership fees shall be fixed in consideration of any foreseeable need for action.
- 5.4 The association shall only be liable for the obligations of the association to the extent of the association's assets.

6 Obligations, rights

- 6.1 The licensee members shall be obliged to pay an annual membership fee fixed by the General Meeting by a majority vote. The decision regarding the use of membership fees shall be made in accordance with the rules stipulated in these statutes.
- 6.2 The licensee members involved in a project shall be entitled to purchase, at a discount, program components which were co-financed with the appropriate funds and which are incorporated in the scopeArchiv standard version. The purchase right shall be restricted in time; it shall not include any installation, migration and training costs.
- 6.3 The manufacturer shall report to the Board with regard to maintenance, further development, sales and marketing of scopeArchiv for the attention of the General Meeting.
- 6.4 The Board shall support the manufacturer in measures which contribute to the distribution of the scopeArchiv standard and which are in the interests of the association.
- 6.5 The manufacturer member may establish other user groups as required and in consultation with the Board.

7 Member data

- 7.1 The Board shall be entitled to store data relating to its members and their hardware and software installations on a database and to use this data for its own business management in line with the purpose of the association.
- 7.2 The data may be made accessible to all association members unless an individual member explicitly forbids it.

8 Dissolution

- 8.1 The members must be notified at least three months in advance of a resolution to dissolve or merge the association. The association shall be dissolved in the event of a 2/3-majority decision of those present at the General Meeting.
- 8.2 Liquidation shall be carried out by the Board unless otherwise decided by the General Meeting.
- 8.3 The General Meeting shall decide on the use of any surplus assets.

9 Final clause

- 9.1 These statutes were approved by the foundation meeting of March 15 2011 held in Bern. They take immediate effect.

Note: In all legal issues the german original of these statutes shall be the only legally valid.