

EURIG Cooperation Agreement

3rd May, 2019

Name and purposes

Article 1 EURIG is the European RDA Interest Group. The working language of the group is English. EURIG is represented by its Chair.

Article 2 EURIG exists

- To promote the common professional interests of all users, and potential users, of "RDA: Resource Description and Access", in Europe;
- To provide a forum in which current and prospective European users of RDA can participate;
- To encourage and promote co-operation, communication and the exchange of experience among current and prospective users in order to facilitate implementation of RDA in Europe;
- To disseminate information and co-ordinate development of RDA according to the bibliographic needs of European libraries and users by working closely with the RDA Steering Committee and supporting the work of the RSC by helping to identify possible members for the RSC working groups with the appropriate expertise from the European region;
- To encourage and promote co-operation in the translation of RDA into European languages by the exchange of experience.

The Members of EURIG work closely together to achieve these goals.

These terms of reference are endorsed by the RDA Board; if EURIG changes its terms of reference after the initial approval, EURIG will notify the RDA Board so that the changes can be endorsed.

Membership

Article 3 Any European national bibliographic agency may be a member of the Group. However, there is no absolute right to membership and whether or not a party is permitted to become a member shall be in the sole discretion of the Executive Committee.

Other European institutions and organisations with an interest in the use and implementation of cataloguing codes in Europe can also be members subject to the sole discretion of the Executive Committee.

European is defined as being within the Europe region, as defined by the United Nations.¹

The Executive Committee shall have the discretion to admit other agencies, institutions or organizations with a demonstrable interest and commitment to RDA that would not otherwise be represented by an RDA region.

Article 4 The membership of any member begins when the Executive Committee has accepted the application. Applicants have to send a written application to the Executive Committee for acceptance. The Executive Committee confirms acceptance / refusal within 4 weeks.

¹ United Nations. Statistics Division. *Composition of macro geographical (continental) regions, geographical sub-regions, and selected economic and other groupings. Europe.*
<http://unstats.un.org/unsd/methods/m49/m49regin.htm#europe>

Article 5 Any individual nominated by a member institution is entitled to attend General and Special meetings of EURIG members, participate in all discussions, make motions, and serve on Working Groups.

There is no limitation on the number of participants per institutional member who may participate in any activity or committee of EURIG.

The Executive Committee may decline applications for membership that do not satisfy the provisions of Article 3. Even if applicants satisfy the provisions of Article 3, there shall be no absolute right to membership. Whether or not membership is granted to the applicant will be in the sole discretion of the Executive Committee.

Article 6 Any member is free to withdraw from EURIG at any time without notice. Withdrawal of a member shall not result in a dissolution of EURIG and the termination of the Cooperation Agreement for the other members respectively.

Article 7 Membership of EURIG is free. Members are responsible for meeting costs and expenses incurred by attendance at EURIG meetings, etc.

Structures

Article 8 The operational structures of EURIG are

- The General Meeting of the Members;
- The Executive Committee;
- The Editorial Committee
- The Working Groups.
- Representative to RDA Steering Committee
- Representative to RDA Board

These structures are further described in Articles 10-28 below.

Article 9 If there is no consensus a decision will be reached by a vote of the members. The affirmative vote of a majority of the designated representatives in person or online shall be the act of all members.

Voting is restricted to one designated representative per member institution.

Each institution must identify its designated voting representative to the Chair of the Executive Committee prior to the beginning of any EURIG meeting. The designated voting representative of each member institution has one vote of equal weight.

Decisions are made by majority vote of all designated voting representatives. The Chair has the deciding vote if the result of the voting is evenly divided.

General Meeting of the Members

Article 10 EURIG pursues its objectives via General Meetings of the Members. The General Meeting of the Members is held annually in a different European country. Date and location of the next meeting is decided upon no later than the previous year's meeting.

Special meetings as well as email meetings or teleconferences may be convened by the Executive Committee at the request of any member if needed in between the annual meetings.

Members shall be notified in writing by the Executive Committee at least 60 days before the date fixed for a General Meeting of the Members. The notice shall include the items on the agenda.

- Article 11* Duties of the General Meeting of the Members include, but are not limited to:
- Nominate and elect the Executive Committee members;
 - Agree objectives for the Executive Committee;
 - Nominate and elect the Editorial Committee members;
 - Agree objectives for the Editorial Committee;
 - Ratify the minutes of the previous General Meeting of the Members;
 - Discuss and approve proposals of the members;
 - Modify the Cooperation Agreement.
 - Nominate and Elect the RSC Europe Region Representative

Article 12 The Chair of the Executive Committee also chairs the General Meeting of the Members.

The Secretary of the Executive Committee shall produce written minutes of each meeting which shall be the formal record of all decisions taken. They shall send this draft on behalf of the Chair to all members within 30 calendar days of the meeting. Amendments to the minutes shall be emailed to the Secretary, who will collate them and produce a new draft for circulation to all members. The minutes shall be considered as finalised and approved if, within 15 calendar days from sending, no member institution has objected in writing to the Chair with respect to the accuracy of the final draft to the minutes. If there are amendments, they shall be integrated in the text of the minutes and marked clearly. That version of the minutes shall be submitted for acceptance at the next General Meeting of the Members. The minutes shall be accepted if a majority of designated representatives is in favour.

Article 13 The General Meeting of the Members has the authority to dissolve EURIG at any time if a majority of two-thirds of all designated members (see Article 9) votes to do so and provided that the potential dissolution is announced via the General Meeting's agenda, in accordance with Article 10.

Executive Committee

Article 14 The Executive Committee of EURIG shall consist of

1. The Chair Person;
2. The Vice-Chair;
3. The Secretary
4. The Europe Region representative to RDA Steering Committee
5. The Europe Region representative to the RDA Board
6. Website Administrator
7. Co-opted members

Members, other than co-opted members and the RDA Board Representative, are nominated and elected by the General Meeting of the Members.

Article 15 Members of the Executive Committee are elected for a two-year term. A member having served one term can be elected for another post in the Executive Committee. A member may not serve consecutive terms in the same post, but may be re-elected to a post after an interval of at least 1 year.

Co-opted members are appointed by the Executive Committee. Co-opted members are appointed for the duration of a specific task or to fill a temporary vacancy. Co-opted members have the same rights and functions as other members of the Executive Committee. Service as a co-opted member does not affect eligibility for election to the Executive Committee.

- Article 16* Duties of the Executive Committee include, but are not limited to:
- Execute the objectives as agreed by the General Meeting of the Members (see Article 11).
 - Plan the General Meetings of the Members and prepare the agenda for the annual meeting;
 - Call annual and special meetings of members including email meetings;
 - Accept or refuse applications for membership;
 - Disseminate appropriate information to the members pertinent to the interests and purposes of the organization and in particular to monitor European RDA projects;
 - Take charge of all matters relevant to EURIG;
 - Delegate individuals to represent EURIG as necessary
 - Set up or dissolve working groups;
 - Set the charge for working groups
 - Co-option of additional members to the Executive Committee.
- Article 17* Additional duties of the Chair include, but are not limited to:
- Schedule all General Meetings of the Members / Executive Committee;
 - Preside at the General Meeting / the Executive Committee meeting;
 - Give a report of the activities of the previous year at the annual meeting;
 - Propose a substitute / interim Secretary in case of their incapacity.
- Article 18* Additional duties of the Vice-Chair include, but are not limited to:
- Assist in the discharge of the duties of the Chair. In the absence or incapacity of the Chair, the Vice-Chair shall assume the duties of the Chair.
- Article 19* Additional duties of the Secretary include, but are not limited to:
- Assist the Chair in preparing the general annual meeting;
 - Take the Minutes of the meetings and send them on behalf of the Chair to all members;
 - Disseminate the decisions and information from the meetings.

Editorial Committee

- Article 20* The Editorial Committee of EURIG shall consist of
1. The Europe region representative to RDA SC, who shall chair the committee;
 2. The EURIG Chair or Vice-Chair;
 3. The Secretary
 4. Representatives of EURIG Members

The number of representatives should not exceed or fall below the limits necessary for effective working of the committee, e.g. 7-12.

Representatives are nominated by EURIG Members. An election will be called if the number of nominations exceeds the number of positions available. A majority of members of the committee must represent members that have implemented RDA.

The term of service shall be three years. No more than two terms may be served consecutively.

"Implemented RDA" means that RDA is being used as a current descriptive cataloguing standard by the representative's institution.

- Article 21* Duties of The Editorial Committee:
- Execute the objectives as agreed by the General Meeting of the Members (see Article 11).
 - Discuss issues referred by the Executive Committee and to propose recommendations to be communicated to the RSC;
 - Prepare RDA proposals and discussion papers, taking account of EURIG members' recommendations;
 - Respond to RDA proposals and discussion papers, taking account of EURIG members' comments.

Representative to RDA Steering Committee

- Article 22* The RSC representative is appointed by the members in accordance with the following process:
- EURIG Executive Committee issues a call for nominations
 - Members nominate individuals who satisfy the criteria set out by the RDA Board.
 - Executive Committee confirms eligibility of nominees
 - If there is one eligible candidate, he or she will be recommended to Chair of the RDA Steering Committee;
 - If there is more than one eligible candidate the Executive Committee will initiate a vote of the members' representatives.
 - The candidate obtaining the larger or largest number of votes will be recommended to the Chair of the RDA Steering Committee.
 - In the event of a tie, a further ballot will be held. Only those candidates who were tied with the most votes will be eligible for this second ballot. The process may be repeated until a single candidate is selected or all other candidates have withdrawn.

- Article 23* Duties of RDA Steering Committee (RSC) representative are set out in [RSC/Chair/1 Information for new RSC representatives](#). Additional duties of the representative to RSC include, but are not limited to:
- Schedule meetings of the Editorial Committee
 - Chair meetings of the Editorial Committee
 - Report on the activity of the Editorial Committee at the annual meeting and at meetings of the Executive
 - Assign tasks to the Editorial Committee

- Article 24* The term of service shall be three years. No more than two terms may be served consecutively.

Representative to RDA Board

- Article 25* The RDA Board representative is appointed by the RDA Board in accordance with the process determined by the RDA Board.

- Article 26* The representative to RDA Board will discharge duties as set out by the RDA Board.
- Additional duties of the Europe representative to the RDA Board include, but are not limited to:
- Representation of EURIG members' views at RDA Board.
 - Notify Executive Committee of Board actions assigned to Europe Region.

The RDA Board representative may attend meetings of the Executive Committee, Editorial Committee and meetings of members.

Working Groups

Article 27 Institutional members may propose Working Groups to the Executive Committee when a special topic or issue relating to RDA needs to be addressed by EURIG. Working Groups shall be made up of individuals with relevant expertise.

- Each Working Group is managed by a Chair.
- Chairs of Working Groups are appointed for the duration of the task for which the Working Group was formed.
- A person cannot be Chair of more than one Working Group at a time.
- The Working Groups are responsible for organizing themselves under the direction of the Chair of Working Group.
- The Secretary may not act as Chair of a Working Group.
- A Working Group is dissolved when its work is finished.

Article 28 Duties of each Working Group:

- Discuss issues proposed for discussion by the Executive Committee and to propose recommendations to be communicated to the RSC through the Europe Region representative.
- Identify areas of further consideration within a specific area of study;
- Report (by the Chair or a member nominated by the Chair) to the General Meeting of the Members on the developments and results of the work by the Working Group.

Final Clauses

Article 29 Neither the Members, nor the Executive Committee nor any of its members shall be entitled to represent, or act or to make legally binding declarations on behalf of, any other member. Nothing in this Agreement shall be deemed to constitute a joint venture, agency, partnership, interest grouping, company or any other kind of formal business grouping or entity between the Members.

Neither EURIG nor any of the Members of EURIG nor the Executive Committee or any of its members shall be permitted to enter into any contractual arrangements or other commitments for EURIG or on behalf of the Members of EURIG (including, but not limited to, contracts relating to the provision of procurement of services by EURIG). In particular, neither EURIG nor the Executive Committee nor any of its members nor any Member shall be permitted to undertake any financial obligations neither for EURIG nor for the Members of EURIG or to borrow money which shall include, but not be limited to, taking a mortgage, obtaining a loan from a bank, third party or one of the members. Members will not be permitted to hold any property on behalf of EURIG.

Members of EURIG are not liable for costs or losses incurred or damages caused by the actions of other members or the Executive Committee or any of its members. Liability of Member shall be on a severable basis that means that every Member of EURIG is liable for only their respective obligations.

Article 30 Ancillary agreements, amendments or additions hereto must be made in writing.

Article 31 The above Agreement has been adopted by the majority of members via email. It comes into force immediately upon adoption and shall, where applicable be governed by Swiss law.

Any dispute or claim arising out of, relating to, or in connection with this Cooperation Agreement, as well as non-contractual claims, shall be first submitted by the Parties in writing to the Executive Committee, who shall promptly meet and confer in a good faith effort to resolve such dispute.

In the event that the Executive Committee is unable to resolve such dispute within ten (10) days after receiving submission and the Members have not agreed to an extension of time, either Member may then refer such dispute to arbitration.

Any controversy or claim arising out of, relating to, or in connection with this Cooperation Agreement, as well as non-contractual claims, that have not been resolved by negotiation shall be resolved through binding arbitration pursuant to and in accordance with WIPO Arbitration Rules (the "Rules") by a Arbitral Tribunal of three arbitrators, appointed in accordance with the Rules.

The Arbitral Tribunal shall decide in accordance with the governing law of Switzerland. The place of the arbitration shall be Geneva (Switzerland) at WIPO Arbitration and Mediation Center and the language of the arbitration shall be English.

Prior to the commencement of the arbitration, each Party shall be entitled to take limited discovery, including the rights to request a reasonable number of documents, to serve no more than twenty (20) interrogatories and to take no more than three (3) depositions. Any disputes concerning this limited discovery shall be decided by the Arbitral Tribunal.

The reasonable fees and expenses arising out of any arbitration (including, without limitation, the costs of the arbitrators selected and attorneys' fees and disbursements) shall be paid by the losing Party or, in the event that the arbitrator's decision partially favours each Party, as determined by the Arbitral Tribunal.

The arbitration award shall be specifically enforceable under prevailing law. Any award rendered by the arbitrator shall be final, binding and enforceable by any Party to the arbitration, and judgment may be rendered upon it in accordance with the applicable law in a court of competent jurisdiction.

Signatories