

# **BY – L A W S**

## **of the „Plazi“ Association**

### **1. Name and Seat**

This association shall be known as „Plazi“. It is an association under the art. 60 ff. of the Swiss Civil Law and has its seat in Berne, Switzerland.

### **2. Purpose**

The purpose of the Association is to support the development of persistent and openly accessible taxonomic literature as well as of literature of other dscientific domains.

To this end Plazi will maintain a digital taxonomic repository and participate in the development of new models for publishing taxonomic treatments in order to maximize interoperability with other relevant cyberinfrastructure components. The Association can participate in other associations and enterprises with similar purposes, even in other scientific domains.

The Association has no commercial purpose. Eventual benefits from the Association's activities has to be inverted exclusively in the goal to realize the above purposes. The distribution of benefits to members is excluded.

### **3. Membership**

Any natural person or legal entity which supports the purposes auf the Association and participates actively in its research work is eligible for membership.

### **4. Affiliation and end of membership**

Any person or legal entity that wishes to become a member of the Association has to file a written or oral affiliation demand to the Board. The Board accepts the demand if the requirements for membership are fulfilled. If the Board comes to the conclusion that the requirements are not fulfilled, it presents the demand to the Members' Assembly for final decision.

Every member may resign membership of the Association at any time. An eventual annual due remains payable in full for the whole year.

### **5. Organe**

The Association shall have two organs:

- the Members' Assembly;
- the Board.

### **6. The Members' Assembly      a) Notice**

The Board shall give notice of the date and the place of the Members' Assembly once a year at least. Special assemblies may be called for on request of the Board or of the request of 20 percent of the members. If a special assembly is to be held on request of members, the Board is obliged to give notice of the date and the place of this Members' Assembly within four weeks after receiving the request.

The notice shall be served by mail or by e-mail and indicate any resolutions or other matters to be considered at the assembly. It is sent to the last addresses notified to the Association by the members.

The Assembly can take resolutions or any other decision by correspondance if there is no request of holding a physic assembly by any member. In this case, the Board shall give notice of the resolutions to be considered and its motion by mail or e-mail to the last addresses notified to the Association by the members and state a delay for asking for a physic assembly and for accepting or rejecting the motion. As

far as no member asks for a physic assembly, the resolution shall be taken by the majority of the votes received.

## **7. The Members' Assembly b) Responsibilities**

The Members' Assembly is the only comeptent body for

- adopting and amendig the by-laws;
- adopting the annual financial statement and the budget;
- deciding on affiliation demands which are not directly accepted by the Board;
- electing the president and the other members of the Board;
- taking any resolution on subjects submitted to the Assembly by the Board or by individual members;
- resolving on the dissolution of the Association.

The members present in the Members' Assembly take their resolutions by majority vote. No business shall be transacted in the Members' Assembly except those specified in the notice to the members.

## **8. The Board a) Number**

The Board shall consist of the president and at least to other members, elected by the Members' Assembly. The Board shall decide on his intern organisation.

Regular meetings of the Board shall be held as often as necessary to fulfill the current duties. The president shall give notice on date and place of the meetings. The Board takes its resolutions by majority vote of the member present at the meeting. It can take resolutions or any other decision by correspondance if there is no request of holding a physic assembly by any member of the Board.

## **9. The Board b) Responsibilities**

The Board shall have charge of any current affair of the Association. It is competent in all matters that are not in the exclusive competence of the Members' Assembly.

The Board shall release the regulations necessary for the repository maintained by the Association. It can provide to admit experts who are not members of the Association as well as other persons contributing financially to the maintenance of the repository as members of the managing bodies of the repository. The Board nominates the members of this managing bodies. The regulation may provide to charge an external body to run the repository or parts of it.

## **10. Finance**

The Association shall be financed by voluntary annual member dues, by donations and other contributions as well as by benefits from the own activity. It shall look for subsidies from institutions that provide aid for scientific research. As far as necessary for financing the Association's activities, the memmbers' Assembly may decide to introduce compulsory annual dues and fix their amount.

Only the assets of the Association are reliable for the liabilities of the Association; any personal reponsability of members is excluded.

## **11. Dissolution and liquidation**

In case of dissolution the Board shall have charge of liquidating the Association. A remaining benefit shall be transferred to an other organisation with similar purpose.

These by-laws have been adopted unanimously at the first Members' Assembly of 14<sup>th</sup> March 2008, held by skipe session from Berne, Honolulu, Karlsruhe and New York.