



# **EDRLab bylaws**

## **English translation**

September 2020

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**Important notice:**

This translation of the EDRLab bylaws is provided as-is and has no legal weight.

Because the European Digital Reading Lab is a French association created under the law of 1 July 1901, the French version of the bylaws is the sole official document maintained by the association.

## Preamble

The aim of the European Digital Reading Lab (EDRLab) association is:

- to contribute to general interest initiatives in the fields of reading, education, and accessibility.
- to support European publishers involved in the digital transition of this industry by supporting them in the development and use of open, interoperable and accessible technologies.

At its creation in 2015, EDRLab signed partnerships with the International Digital Publishing Forum (IDPF) and the Radium Foundation, making the association the European office of these two organizations. Following the absorption of the IDPF by the W3C, EDRLab became a member of the W3C and the Radium Foundation.

It is stated that rules of procedure may be proposed by the president of the association and adopted by the board of directors and may thus complement these articles of association.

## Name - Object - Registered office - Term

### Article 1: Name

An association governed by the law of 1<sup>st</sup> July 1901 and the decree of 16 August 1901 under the name of: "**European Digital Reading Lab**" was founded by the parties to these articles of association.

### Article 2: Object

The object of the association is to research, develop and promote an open, interoperable and accessible digital reading ecosystem based on EPUB standards as well as, more generally, all operations, whether they be of general interest, industrial, commercial or financial, or relating to securities or property, which may be directly or indirectly related to this object or likely to facilitate its expansion or development.

### Article 3: Registered office

The association's head office is located at 14 rue Alexandre Parodi, 75010 Paris. It may be transferred to any municipality within Ile-de-France by simple decision of the board of directors, and by a simple majority of members present or represented.

### Article 4: Term

The association's term is for an indefinite period.

## Composition - Condition of membership – Resignation – Removal

### Article 5: Composition

The association consists of legal persons.

Members are grouped into **five (5) categories**:

**Founding members:** these are members who actively participated in the creation of the association. They are committed to minimum funding for 3 years, renewable thereafter per annual period. The current founding members are:

- o Cap Digital
- o Cercle de la Librairie
- o Editis
- o Hachette Livres
- o Madrigall
- o Media-Participations
- o Syndicat national de l'édition

**Major industrial partner members:** these are members who commit to minimum annual funding for 3 years, renewable thereafter per annual period. Major industrial partners pay an annual subscription set by the ordinary general meeting on the proposal of the president of the association.

**Major academic partner members:** these are academic members who commit to minimum annual funding for 3 years, renewable thereafter per annual period. Major academic partners pay an annual subscription set by the ordinary general meeting on the proposal of the president of the association.

**Associate members:** these are the members of the association admitted in accordance with article 6 of these articles of association. Associate members pay an annual subscription set by the ordinary general meeting on the proposal of the president of the association.

**Ex-officio members:** these are public institutions, local authorities and non-profit associations which contribute to the support, development and funding of the association. The current ex-officio members are:

- o The French State, represented by the Ministry of Culture and Communications (without voting rights)
- o The Centre National du Livre (without voting rights)

Ex-officio members take part in general meetings. The status of ex-officio member becomes effective after a letter of commitment has been sent to the president from the authority, institution or association to support the association.

## Article 6: Condition of membership

To join the association, one must at least be engaged in an activity related to the association's object. The board of directors can define other criteria for membership, which will be indicated in the rules of procedure.

Membership implies ipso facto acceptance of the association's articles of association and its rules of procedure.

All candidates must first submit an "expression of interest" declaration to the president of the board of directors, who then submits it to the board of directors at one of its meetings for acceptance of membership.

The decision to accept membership is made by the board of directors. In the event of any decision to refuse made by the board of directors, its decision must be reasoned, and the candidate wishing to become a member may submit a new application which will be considered at the following meeting of the board of directors.

Acceptance of the membership implies the immediate obligation for the new member to pay the amount of the subscription.

Membership becomes effective on the date of payment of the subscription fee for the current calendar year and remains in effect for the limited period of two (2) months after the end of the calendar year for which the subscription was paid. Membership is tacitly renewed.

## Article 7: Resignation - Removal

Membership of the association is lost by:

- Resignation sent by paper or electronic mail before the end of the current year;
- When a member no longer meets the criteria defined by these articles of association or the rules of procedure;
- Removal decided by the board of directors ruling by a simple majority, for serious reasons, the interested party having been invited by registered letter to provide an explanation by return post;
- Non-payment of the subscription;
- The cessation of activity or the dissolution of the member, for any reason whatsoever.

The departure of a member, whatever the cause, does not release it from its obligations towards the association, including the payment of subscriptions due until its departure.

## Governance of the association

### Article 8: Bodies

A general meeting, a board of directors, an Executive Bureau and a technical team contribute to the association's operation.

The role and remit of each of them are determined by these articles of association.

## Article 9: Ordinary General Meeting (OGM)

### Composition

It is composed of all members of the association (founding members, major industrial partner members, major academic partner members, associate members and ex-officio members) who are up to date with their subscriptions or their obligations. It meets ordinarily once a year at the invitation of the association's president.

### Notice of meeting - Quorum - Vote

Notices of meeting are sent by e-mail or by any appropriate means, at least ten (10) calendar days before the meeting. They indicate the agenda approved by the board of directors, and are accompanied by documents relating to the agenda, or their web addresses for download.

Topics not on the agenda cannot be discussed.

The association's president may, in an advisory capacity, call any person whose presence is deemed by him to be appropriate to the discussions.

The minutes are signed by the association's president and the secretary of the meeting. An attendance sheet will be attached to the minutes of the meeting, which will indicate members present or represented, or any who have voted by post or electronically, or who are present by electronic conference.

An ordinary general meeting may only validly deliberate if more than one quarter (1/4) of its members attend the meeting or are represented or present by electronic conference or have voted by post or electronically; when the quorum is not reached, a notice of meeting will be sent within a maximum period of thirty (30) days for a new meeting, which must be held within a maximum period of two (2) months; an ordinary general meeting then sits validly regardless of the number present or represented.

Decisions are taken by a simple majority (50% plus one vote) of members physically present, present by conference call, represented or who have voted by post or electronically, with a casting vote given to the president in the event of a tie. Any member who is unable to attend may be represented by another member; however, each member present may not hold more than 5 proxies, this restriction on the number not being applicable to the president and the members of the board of directors.

The rules of procedure define the procedures for participating in audio or videoconferencing, postal voting and electronic voting that may be put in place. The setting up or not of these procedures for an ordinary general meeting is at the discretion of the board of directors.

All members have one vote, except members without voting rights, who do not take part in the vote. Only members who are up to date with their subscription fee or their obligation on the date of the vote, or who have provided proof of payment, have the right to vote.

### Role

The ordinary general meeting:

- Approves the reports submitted by the board of directors on the management, activities and legal situation of the association;
- Approves the annual accounts of the association, and hears the budget estimate;
- Hears the auditor's report;

- Approves the election by electronic vote (in accordance with the procedure described in Article 11 - Election of directors) or directly elects and contingently dismisses associate members from the board of directors;
- Sets the amounts of commitments of major partner members and the subscription fees of associate members on the proposal of the association's president.

In general, an ordinary general meeting deliberates on all items on the agenda that do not fall within the competence of an extraordinary general meeting or other bodies of the association.

## Article 10: Extraordinary General Meeting (EGM)

### Notice to attend - Quorum - Vote

If required, or at the request of one half plus one of members who are up to date with their subscriptions or their obligations, the president calls an extraordinary general meeting. Notices of meeting are sent by e-mail or by any appropriate means, at least ten (10) calendar days before the meeting. They indicate the agenda approved by the association's president, and are accompanied by documents relating to the agenda, or their web addresses for download.

An extraordinary general meeting may only validly deliberate if more than one half (1/2) of its members attend the meeting or are represented or present by electronic conference or have voted by post or electronically; when the quorum is not reached, an extraordinary general meeting is called, with the same agenda, within fifteen (15) days. At this second meeting, an extraordinary general meeting validly deliberates regardless of the number present or represented.

Decisions of an extraordinary meeting are taken by a two-thirds majority of members physically present, present by conference call, represented or who have voted by post or electronically. Any member who is unable to attend may be represented by another member; however, each member present may not hold more than 3 proxies, this restriction on the number not being applicable to the president and the members of the board of directors.

The rules of procedure define the procedures for participating in audio or videoconferencing, postal voting and electronic voting that may be put in place. The setting up or not of these procedures for an extraordinary general meeting is at the discretion of the board of directors.

All members have one vote, except members without voting rights, who do not take part in the vote. Only members who are up to date with their subscription fee or their obligation on the date of the vote, or who have provided proof of payment, have the right to vote.

### Role

An Extraordinary General Meeting is solely competent to:

- Amend the association's articles of association on the proposal of the board of directors, except with regard to the legal address of the registered office, which falls within the remit of the board of directors;
- Pronounce the dissolution of the association;
- Rule on the disposal of assets;
- Decide to merge the association with another association with a similar object.



## Article 11: The Board of Directors

### Composition

The board of directors is composed of:

- The founding members;
- Eight (8) elected directors at most reflecting the European diversity of the association, of which at least two (2) are from major industrial partner members;
- A representative of the French State (Ministry of Culture and Communication), without voting rights;
- A representative of the Centre National du Livre, without voting rights;

### Elected directors

Elected directors are appointed for a term of two (2) years and are eligible for re-election.

For the election and / or renewal of elected directors, a call for applications is made to members of the association. This call for applications is sent electronically to all members and is closed 15 days before the general meeting to approve the election.

Each elector chooses as many names as there are posts to be filled from a list of candidates, adhering to the distribution of members as defined in article 11 - Composition. Candidates who have received the most votes within the limits of the posts to be filled are elected. In the event of a tie for the last seats to be filled, a second round is held to decide between the tied candidates.

### Status of directors

The directors are legal persons. Where a legal person is elected as a director, it must immediately designate a primary person and a substitute person to act in its name and on its behalf. The primary person will sit on the board of directors as a permanent representative of the legal person director. The substitute person may replace the primary person on the board of directors. During its term of office, the legal person may decide to change its primary representative and / or substitute representative and must then inform the president of the board of directors by email.

In the event of a vacancy, the board of directors may provisionally replace its members by co-optation, subject to ratification by the following ordinary general meeting. The powers of members so designated shall end at the time when the term of office of replaced members would normally expire.

### Notice of meeting - Quorum - Vote

The board of directors meets at least two (2) times a year, whenever it is called by the association's president at his initiative, or at the request of at least one half of its members.

The meeting is chaired by the association's president or a vice-president when the president cannot be present.

Notices of meetings are sent by e-mail, at least five (5) calendar days before the meeting and indicate the agenda and the planned resolutions to be submitted to the board of directors for a vote, and the corresponding documents must be provided at least one day before the board meets. Items may be added to the agenda at the meeting on the proposal of the president, who may also propose a vote on any resolution he deems appropriate. A director may be replaced by his substitute or be represented at a meeting of the board of directors. The mandate must in this case be given to another director or to the

president. Each director may represent only three (3) other colleagues during the same meeting, and the mandate must be given by letter or e-mail. The mandate may be given to the president without limitation as to number.

An online conference system can be set up to hold meetings. The procedures are defined in the rules of procedure.

The board of directors may only deliberate validly if at least one half of its voting members are present (physically or via a conference system) or represented.

After each meeting of the board of directors, the president must draw up minutes of the meeting within a maximum of thirty (30) days, and which must contain the following particulars:

- Reminder of the agenda;
- The date and place of the meeting;
- The topics to be discussed during the meeting;
- The number of members present or represented and any absences;
- The precise text of decisions definitively adopted by the board of directors.

Decisions are taken by a two-thirds (2/3) majority of votes of members present or represented.

The president may also invite any person whose attendance he may deem appropriate to the discussions, without the invited persons taking part in the votes. The director participates on the board of directors without voting rights.

### Powers of the board of directors

The role of the board of directors is to:

- Set the general guidelines of the association and the action plan;
- Exercise permanent control over the management of the association;
- Validate the rules of procedure and all related procedures;
- Approve the membership of new members;
- Adopt the accounts;
- Vote the budget and any changes to it;
- Validate and present the annual activity report and financial information of the association to the ordinary general meeting.

As such, the board of directors has the following powers:

- It may at any time of the year carry out any checks and controls it deems appropriate and have sent to it any documents it considers useful for the performance of its duties. This control is with regard to the regularity of the association's accounts.
- The director must submit a report to the board of directors at least once a year. This report must inform the board of directors of any changes in the association's activities;
- After each financial year end, the board of directors must be provided with the accounting and management documents.

### Article 12: The President, Treasurer and Vice-President(s)

The board of directors appoints, by simple majority, the president of the board of directors from among the members of the board.

The president of the board of directors is the president of the association.

On the proposal of the president, the board of directors then appoints the association's treasurer from among the members of the board of directors. The treasurer is responsible for preparing the association's accounts and budget.

The president may propose to the board of directors to appoint a general secretary and one or more vice-presidents from the board of directors.

The president is responsible for the general management of the board and represents it in court and in all circumstances in its relations with third parties.

The president is vested with the broadest powers to act in the name and on behalf of the board, provided that the act he performs is within the object of the association and is consistent with the general guidelines of the association's activities.

The vice-president(s) of the association have a representational role in the association and may perform specific duties assigned to them by the president by delegation.

The board of directors may appoint one of the vice-presidents to take over from the president in the event of his absence or incapacity.

The president of the association may also propose to the board of directors to assign to a member of the board of directors, the executive bureau, or any person external to these bodies, with a specific task, and some of these tasks may be defined in the rules of procedure.

Any decision for dismissal during the term of office of the president, or of a vice-chairman, is adopted by the meeting of the board of directors specially called for that purpose by more than one half (1/2) of the members of the board of directors: any decision to dismiss the president and a vice-president for good reasons can only be adopted by more than two-thirds (2/3) of members of the board of directors. This decision must be ratified by an ordinary general meeting called at the earliest opportunity.

The president or vice-president whose dismissal has been requested must first be heard or called upon to submit his comments to the board of directors and the general meeting.

The dismissed president is provisionally replaced by a member appointed by the board of directors.

The dismissed vice-president may be provisionally replaced by a member appointed by the board of directors.

## Article 13: The Executive Bureau

### Composition

The executive bureau is composed of:

- The president of the association,
- The vice-president(s),
- The treasurer,
- The general secretary,
- The director,
- Up to 4 other members of the board of directors.

The president may invite to a meeting of the executive bureau any person he deems appropriate for its work, without voting rights. The director may invite any staff he deems necessary for the discussions.

With the exception of the director, recruited under the terms of Article 14, members of the executive bureau are appointed by the board of directors, on the proposal of the president, for a period of two years, which may be renewed. They are appointed *intuitu personae* with the agreement of the legal person (member of the association) that they represent.

They may be dismissed by the board of directors for just cause.

### Notice to attend

The executive bureau meets as often as the interest of the association so requires, at the invitation of the director, on the initiative of the president or at the request of at least three of its members.

Except in substantiated cases of urgency, notices to attend are sent by email at least three (3) days before the meeting, and by way of information indicate the agenda which can be added to during the meeting. Working documents may be sent until such time as the meeting opens.

Any member of the executive bureau who has not complied with the conditions of attendance defined in the rules of procedure will be considered as having resigned, and the board of directors will be required to make a new appointment.

### Powers of the executive bureau

The executive bureau is a pivotal body between the board of directors and the association. It has the following duties in particular:

- to be force of proposal;
  - For decision-making on the strategy of the association, in preparation for the work of the board of directors;
  - For important actions implemented by the director;
- To propose changes to the rules of procedure;
- To validate procedures for which it is responsible according to the rules of procedure;
- To carry out actions delegated to it by the board of directors.

## Article 14: The Director and the Technical Team

### The director

The director is recruited by the president with the agreement of the board of directors. He is responsible for the executive management of the association and is also responsible for the management of budgets and actions. He organises, recruits and leads the technical team.

The director is responsible for technical coordination of the work carried out within the association. The director is invited by the president to attend meetings of the board of directors, without voting rights.

### The technical team

The technical team is the operational team for the association: staff who are employed, salaried or on secondment. It is managed by the director.

## Financial provisions

### Article 15: Income

The association's income may come from:

- Payments or contributions in know-how from major partners;
- Subscriptions paid by members (the amount of subscriptions is defined at the general meeting);
- Payment of income distribution from the Radium Foundation;
- Subsidies from the French state;
- Subsidies from local authorities and economic development organisations;
- Subsidies from the European community;
- Income from services resulting from activities for members;
- All other income authorised by laws and regulations.

### Article 16: Expenditure

They are authorised by the director, on behalf of the president.

Expenses relating to work carried out for the association are reimbursed in accordance with tax regulations. They are subject to prior authorisation from the director and must be fully justified by accounting documents.

Expenses covered are those incurred in the exercise of their duties by any member of the association's board of directors.

Reimbursements are made in accordance with the general rules defined by the board of directors.

### Article 17: Annual accounts

The annual accounts are drawn up in accordance with the standards and principles of the general chart of accounts.

The first financial year will begin when the association is formed and will end on 31 December 2015. For the first year, it will therefore have a duration of less than twelve (12) months.

In subsequent years, the duration of financial years will be twelve (12) months and they will begin on 1<sup>st</sup> January of each calendar year.

### Article 18: Auditor

The accounts are audited annually by an auditor appointed by the general meeting, to which he reports on his duties.

### Article 19: Publications

The financial report, the annual accounts and the activity report as approved by the ordinary general meeting are published annually.

## Miscellaneous

### Article 20: Remuneration

The members of the board of directors cannot receive any compensation for the posts they occupy. They may be compensated for specific duties approved by the board of directors.

### Article 21: Liability of the president of the board of directors

The assets of the association cover the commitments made on its behalf, without any active members or members of the board of directors being personally liable for the the association's commitments.

### Article 22: Dissolution

Dissolution may only be decided at an extraordinary general meeting by at least two-thirds (2/3) of members who are up to date with their subscriptions or obligations.

The general meeting pronouncing the dissolution appoints one or more commissioners responsible for the liquidation of the association's assets with the conditions of majority specified for ordinary decisions.

On the report of the commissioner responsible for the liquidation, the extraordinary general meeting allocates the net assets to one or more institutions pursuing a similar object, in accordance with article 9 of the law of 1<sup>st</sup> July 1901 and the decree of 16 August 1901.