



# RULES OF MEMBERSHIP AND ORGANIZATIONAL STRUCTURE

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## Article 1 Purpose

OpenCitations is an independent not-for-profit data-centric infrastructure that is working to promote and facilitate open knowledge, dedicated to the publication of open bibliographic and citation data. It also provides open-source software and free services for use by the global academic community and the general public and is engaged in advocacy for open citations and open scholarly metadata.

OpenCitations aims to harvest, preserve and publish open metadata describing the world's scholarly publications and bibliographic citations linking them with the greatest possible global coverage and subject scope, encompassing both traditional and non-traditional publications, and with a breadth and depth that surpasses existing sources of such metadata, while maintaining the highest standards of accuracy and accompanying all records with rich provenance information.

OpenCitations will provide an enduring open and fit-for-purpose source of comprehensive high-quality scholarly bibliographic and citation metadata.

The goals of OpenCitations will be better achieved by promoting collaborations with actors and stakeholders within the Open Science Community.

Research institutions, universities, libraries, publishers, funders and other public and/or private legal entities embracing the principles of Open Access and of Open Science and having complementary expertise and/or purposes consistent with the aims of OpenCitations, may request to develop cultural and scientific cooperation of mutual benefit with OpenCitations by becoming a collaborating Member.

A Party shall become a Member of OpenCitations upon the acceptance by OpenCitations of the Party's membership application and the execution of the OpenCitations Participant Agreement, in accordance with the procedures and membership levels outlined in Article 2 below.

## **Article 2 Membership of OpenCitations**

### **2.1. Application and eligibility criteria**

Legal entities may apply to become Members of OpenCitations at any time, each by sending a written request to the Director and Vice Director of OpenCitations, in which the candidate declares:

- its details, legal nature, legal address, and duly legal representative;
- its wish to become a Member of and to collaborate with OpenCitations;
- its commitment to the principles of Open Science as summarized by the UNESCO Recommendation on Open Science (2021):  
<https://unesdoc.unesco.org/ark:/48223/pf0000379949>;
- its commitment to contribute to and support the implementation of OpenCitations and its activities, according to the categories of membership participation in OpenCitations (hereinafter also, for convenience, "Membership") as described in article 2.2 below.

The legal representative of the candidate Member shall also sign a declaration of conflicts of interests, in which it documents any interests that compete with the purposes of OpenCitations.

### **2.2. Member categories**

Members participating in OpenCitations can be divided into the following categories: Supporting Member, Strategic Member and Hosting Member. New memberships (and renewals) start on the 1st of January of the year indicated in the Participant Agreement.

1) Supporting Member: a legal entity who supports the activities of OpenCitations and agrees to pay an annual contribution to OpenCitations. Such contributions vary according to the size and type of the entity, as set out in the following table:

Organization Site	Annual contribution Level
Large* organizations (including non-for-profit and for-profit entities) from high GDP Countries**	4,000 euros
Small* organizations (including non-for-profit and for-profit entities) from high GDP Countries	2,000 euros
Organizations (including non-for-profit and for-profit entities) from low- and middle GDP-countries** and small* organizations from high GDP Countries** with budgets of less than 10,000 EUR per year	500 euros
Agencies, Charities and Funding bodies	8,000 euros
National or regional governments and international organizations	5,000 euros

\*It is up to the applicant to consider itself a large or small organization. This choice is, thus, a self-assessment of the applicant and may depend on contextual factors that may vary largely depending on the country, the type of organization, etc.

\*\*High Gross Domestic Product (GDP) Country per capita: Country with a GDP per capita greater than \$ 30,000.00 USD according to the latest published or available table from the UN.

A Supporting Member shall:

- have voting rights, through its representative, on the OpenCitations Council (“the Council”);
- have voting rights to elect candidates to serve on the International Advisory Board for OpenCitations (“the I.A. Board”);
- have its name and membership level displayed on the OpenCitations website;
- have access to a yearly webinar giving updates of OpenCitations activities and plans for the future;
- receive the biannual reports summarizing the progress and status of OpenCitations;
- have access to general information from OpenCitations, including the annual financial reports

2) Strategic Member: a legal entity who supports the activities of OpenCitations and agrees to pay an annual contribution to OpenCitations greater than € 8,000 per year.

A Strategic Member has all the rights and duties of the Supporting Member. In addition, it shall:

- participate in an annual survey and share feedback on the OpenCitations infrastructure and services;
- have the right for one representative to participate without registration fee in the biennial Workshop on Open Citations and Open Scholarly Metadata organized by OpenCitations;
- be entitled to a single seat with voting rights on the I.A. Board and therefore be entitled to help define all the strategies, activities and official documents of OpenCitations.

3) Hosting Member: the public and not for profit legal entity who supports the activities of OpenCitations by making available in-kind resources, services and personnel for the administrative, financial, technological and infrastructure management of OpenCitations. The Hosting Member is also the legal entity that manages the budget, carries out the administration of OpenCitations and legally represents OpenCitations. The Hosting Member has the right to nominate the Director of OpenCitations among its personnel.

The Hosting Member has voting rights, through its representative, in the Council. The Hosting Member is entitled also to have a seat on the I.A. Board.

The Hosting Member has the authority to manage and administer the operational activities of OpenCitations in all matters, apart from those which are expressly reserved for the other governance bodies according to the Rules.

The current Hosting Member remains in force for a period of 8 years, renewable after seeking advice from the Trustee network. The renewal application must be presented by the current Hosting Member at the end of the 7th year to the Trustee Network, which must approve or reject it in three months, after discussion within the I.A. Board.

In case of resignation or termination of the Hosting Member, shall be opened a transitional phase in which:

- The current Hosting Member shall continue with all administrative and management activities, and its appointment will be prorogated until all available and remaining funds will be committed for the OpenCitations activities;
- A new Hosting Member shall be nominated by the Trustee Network with the advice of the Advisory Board;
- New Participant Agreements with all OpenCitations Members will be signed by the new Hosting Members.

### 2.3. Consortia

Organizations and legal entities may form consortia to support OpenCitations:

a) Consortia represented as a single member acting on behalf of the consortium members and applying on behalf of such members: in this case, each consortium will be assigned to a Membership category according to its combined financial contribution, and will have the names of all participating organizations listed after the consortium name on the OpenCitations Membership web page, but each consortium will be able to appoint only one representative to the Council and -for consortia that are Strategic Members to have only one seat on the I.A. Board.

b) Consortia promoting the participation of its members to OpenCitations: in this case, each member of the consortium may apply individually to become a Member of OpenCitations. Each member will be assigned to a Membership category according to its own financial contribution and will have a representative in the Council. In this case, a 25% discount will be deducted from the individual contributions made by members of Consortia of 5 or more organizations.

### 2.4. Application evaluation

Each application will be evaluated by the Director and Vice Director of OpenCitations considering the eligibility criteria detailed above (see section 2.1).

When deciding upon such applications and reporting such decisions, the Director and Vice Director shall apply the principles of non-discrimination and transparency and shall provide written justification for their decisions.

As part of this evaluation, the Director and Vice Director will additionally ask for approval from the I.A. Board for OpenCitations for all applications for Strategic Members (see 2.2 below).

A decision of the Director and Vice Director shall be issued within 30 days from the receipt of the application. In case of internal disagreement between the Director and Vice Director, they shall refer to the decision of the I.A. Board. The I.A. Board will vote with a quorum of at least 2/3 of its members and the decision will be taken by 50% + 1 of all the voting members.

After the issue of a positive decision, the requesting Party shall be invited to sign the Participant Agreement, countersigned by the representative of the Hosting Member.

Each Member shall delegate in writing an authorized natural person, who represents the Member in OpenCitations and is hereinafter referred to as the "representative". Each Member shall immediately notify the Director of any change in the person of its representative.

### **Article 3 Entry into force and duration**

The Membership enters into force on the 1st of January of the year specified in the Participant Agreement signed by the Party and the Hosting Member. Membership of Supporting Members and Strategic Members is for a period of one year, renewably at the request of the Member. A Member may unilaterally resign its membership according to article 4.

### **Article 4 Withdrawal and termination**

Membership can be terminated by resignation, by exclusion of the member (Supporting Member or Strategic Member) and by liquidation, bankruptcy or similar proceedings with respect to the Member.

A Supporting Member or Strategic Member can withdraw from Membership of OpenCitations by means of a written notification to the Director and Vice Director, the withdrawal becoming effective after 30 days. The withdrawing Member is obliged to pay the Membership fee for the entire year in which the withdrawal is notified.

The I.A. Board may approve, with the prescribed majority, upon request of any of its members or of either of Director or Vice Director, the termination of the Membership of a Supporting Member or Strategic Member on the following grounds:

- the Member's mission or institutional purpose ceases to be consistent with the principle of Open Science;
- the Member would persist, after a first default letter was notified to it by the Director, in not paying its annual Membership fee;
- the Member is acting to impair the objectives of OpenCitations, contravening to these Rules of Membership or any resolution of the I.A. Board and of the Council;
- the Member is acting in a manner gravely injurious to the reputation of OpenCitations.

The Member whose exclusion is requested shall be afforded the opportunity to present a defense before the I.A. Board. The exclusion of a Member shall be determined by the I.A. Board by a majority of at least three-fourths ( $3/4$ ) of the votes cast, provided that a quorum of at least two-thirds ( $2/3$ ) of its Members is present. Abstentions, as well as blank or invalid votes, shall not be counted as votes cast and therefore shall not be considered in determining whether the aforementioned majority of the votes has been achieved. The termination will have effect after the formal notification by the Director or Vice Director to the representative of such Member.

Any cessation of business, bankruptcy proceedings, voluntary liquidation proceedings or similar event putting a stop to the activities of a Member shall automatically terminate its Membership at the end of the month in the course of which such event occurred.

No claim for reimbursement of Membership financial contribution is possible at the time of withdrawal of a Member, or of termination of the Member's membership, for whatever reason.

### **Article 5 Miscellaneous**

No rights or obligations of the Members arising from the Membership of OpenCitations may be assigned or transferred, in whole or in part, to any third party.

No Member shall be entitled to act or to make legally binding declarations on behalf of any other Member or of OpenCitations.

Nothing in the Membership of OpenCitations shall be deemed to constitute a joint venture, agency, partnership, association, interest grouping or any other kind of formal grouping or entity between the Members. The Membership is intended for the purpose of cultural and scientific cooperation.

### **Article 6 Conflicts of interests**

The legal representatives of all Members, and their designated representatives on the Bodies, shall be required to declare any private, professional or commercial interests which might conceivably give rise to a conflict of interest with the activities of OpenCitations during their participation in the Bodies.

### **Article 7 Organizational structure**

The organizational structure of OpenCitations shall comprise the following Bodies: four collective Bodies (the Council, the I.A. Board, the Trustee Network and the Management Team) and two single person Bodies (the Director and the Vice Director of OpenCitations).

## 7.1 The OpenCitations Council (“the Council”)

The Council will comprise 1 (one) representative appointed by each OpenCitations Member. A Consortium that acts as a single OpenCitations Member (see Consortia, 2.3 above), may appoint only a single representative to represent the entire Consortium. Each Member representative should have the mandate to speak on behalf of his/her organization and should have sufficient expertise to participate in informed discussion and to vote on Council proposals.

The Council meetings will be chaired and convened by the Director of OpenCitations. Meetings may be held either face-to-face or on-line.

The quorum for the meeting is fixed at two-thirds ( $2/3$ ) of the Members on first convening, and at 50% plus one Member on the second convening.

Decisions of the Council are taken by a simple majority (50% + 1 of the votes). Each representative may cast one vote or may abstain. If the votes for and against a proposal are equal, the Chair shall have the casting vote, but shall otherwise not vote.

If a representative is unable to participate in a Council meeting, the Member or the Consortium may nominate a substitute (deputy) or may nominate the representative of another Member to act as a proxy. Each Member’s representative may not exercise more than two proxies on behalf of other Members .

The mandate of the OpenCitations Council is to elect new appointed members of the I.A. Board for OpenCitations from among the candidates proposed by the Council (chosen from within its Members) and by the I.A. Board.

The Council discuss the following topics offering advice to the I.A. Board and to the Director and Vice Director:

- advice on the Membership benefits and on the levels of contribution for each of the Membership levels;
- advice on the long-term strategy of OpenCitations, including providing feedback on changes proposed by the I.A. Board;
- advice in response to the biannual reports of the activities of OpenCitations prepared by the Director;
- advice on other matters at the request of the I.A. Board.
- The Council will meet regularly at least once a year. Extraordinary meetings of the Council may be convened at any time upon written request of the Director or of at least one third of the Council delegates. Council delegates will bear no personal liability for the financial affairs of OpenCitations.

## **7.2. The International Advisory Board for OpenCitations (The I.A. Board)**

The International Advisory Board for OpenCitations (hereinafter also “the I.A. Board”) is committed to guide the future developments of OpenCitations in terms of its policies, strategies and activities, to build the OpenCitations collaborations, Membership and support community, and to ensure its financial sustainability. The I. A. Board will assist the OpenCitations Director and Vice Director in their roles.

At its first meeting, the I.A. Board shall elect a Chair from among its members who will hold office for two years.

The I.A.Board shall comprise:

### 1) Members ex Officio

- 1 representative of the Hosting Member designated after seeking not-binding advice from the I.A. Board;
- 1 representative of each Strategic Member of OpenCitations. Representatives of Strategic Members of OpenCitations will serve for the duration of their Strategic Member’s term. Strategic Members cannot be nominated or elected to become an appointed I.A. Board Member.

### 2) Appointed Members

- 8 (eight) appointed Members
  - being leading figures within the Open Science community;
  - elected by the Council;
  - for a period of 1 (one), 2 (two), or 3 (three) years to be agreed with the Member. It is possible to renew the mandate for two additional terms.

### **7.2.1 Nomination procedure by the Council of the Appointed Members of the I.A. Board:**

Each appointed Member will be elected from among the nominated individuals, through a vote of the Council.

In the event of the termination, for any reason (including resignation or death), of an Appointed Member, the Chair of the I.A. Board shall initiate a nomination procedure to appoint a new member as a replacement, calling a voting session of the Council.

Each Council Member may propose 1 candidate from among the Members of OpenCitations.

The current I. A. Board may also propose up to 4 candidates (either among the Members or non Members), in addition to the candidates proposed by the Council, to be subject to the nomination procedure by the Council.

Once all candidates have been gathered, the Council Members must express three preferences among all the candidates.

The nominee receiving the largest number of Council votes will be invited to serve on the I.A. Board. In the case of a tie, Council members will vote again to decide between the two or more front-runners. If the person invited declines, the person receiving the next-highest number of votes will then be invited to serve.

The primary responsibilities of the I.A. Board include the following:

- providing advice on any activities necessary for the operation of the OpenCitations infrastructure;
- approving the annual budget, which outlines the allocation of contributions and other resources for OpenCitations;
- receiving, reviewing, and providing feedback on the draft annual financial report for OpenCitations, prepared by the Hosting Member;
- offering guidance on future policies, activities, and collaborations of OpenCitations, as well as its support for other international open data initiatives;
- proposing the terms of reference and policies for any major changes in the future organization and governance of OpenCitations;
- proposing long-term strategic changes for OpenCitations to be submitted to the Council for feedback;
- advising on communication strategies to be pursued by OpenCitations;
- non-binding advising on the replacement of ex Officio Member of the Hosting Member;
- assisting the Director and Vice Director, when requested, with any other relevant matters, including the review of eligibility criteria for OpenCitations Membership;
- approving each application for Strategic Membership, requiring at least 50% + 1 of the votes, with a quorum of at least two-thirds (2/3) of the total members of the I.A. Board. In the event of a tie vote, the Chair of the I.A. Board shall cast the deciding vote;
- approving each application for new members of the Trustee Network, requiring at least 50% + 1 of the votes, with a quorum of at least two-thirds (2/3) of the total members of the I.A. Board. In case of a tie, the Chair of the I.A. Board shall decide whether to approve or reject the application.

Membership of the I.A. Board is honorary and without remuneration, but the Hosting Entity will reimburse all reasonable expenses for travel, accommodation and meals incurred in attending meetings within the budget dedicated to such expenses.

The I.A. Board aims to meet either face-to-face or online at least once each year and at other times by mutual agreement or as required. Such additional meetings may be requested by the Director and Vice Director, by the Chair of the I.A. Board, or by at least five I.A. Board Members, and must be scheduled by the Chair of the I.A. Board within six weeks of such a request. Normal written communications between the Chair and I. A. Board Members will be by email.

### **7.3. Common rules for the operational bodies**

Normally, the date of the next meeting of the Body will be decided at the preceding meeting.

Extraordinary meetings of the Council, and additional meetings of the I.A. Board, must be scheduled by the respective Chair within six weeks of a request for such a meeting. The Chair of a Body shall give formal notice of a meeting by posting a notice on the OpenCitations website and by writing personally via email (with automatic acknowledgement of receipt) to each Member of that body as soon as possible and no later than 20 calendar days preceding the meeting (7 calendar days in case of extraordinary meetings of the Council), also including an agenda for the business of that meeting and details of its venue, whether face-to-face or online.

The Chair shall produce (or appoint someone to produce) written minutes of each meeting which shall constitute the formal record of the business of the meeting and of all decisions taken. The draft minutes shall be sent to all members of the Body within 30 calendar days of the meeting.

The minutes shall be considered as accepted if, within 15 calendar days of sending, no Member of the Body has sent an objection in writing to the Chair with respect to the accuracy of the draft of the minutes.

Meetings of each Body may be held face-to-face (i.e. by physical co-location) or online by teleconference or other telecommunication means.

Written procedure: any decision may also be taken without a meeting if the Chair circulates to all Members a written document, which is then agreed by the necessary majority of all Members of such Body. Such documents shall include the deadline for responses.

#### **7.4. Director and Vice Director of OpenCitations**

OpenCitations shall have one Director nominated by the Hosting Member, after seeking non-binding advice from the I.A. Board.

The Director has the ultimate responsibility for the purpose, development, operation, and financial management of OpenCitations.

The Director will ensure, with the collaboration of the I.A. Board and the Vice Director, the efficient organization and operation of all activities.

The Director will coordinate all the activities of the IT supporting infrastructure of OpenCitations, and its accounting, legal and administration activities. The Director will appoint, direct and supervise the Management Team (see the following article 9), and will supervise the preparation by the Management Team of the biannual OpenCitations progress reports, the annual budget and the annual financial report.

The Vice Director is proposed by the Director and approved by the I.A. Board. He/she assists the Director in the management of OpenCitations. The Vice Director cannot be a member of the I. A. Board.

#### **Article 8 Trustee network**

Legal Public Entities willing to support OpenCitations with at least 40,000 euros per year may be entitled to join as members of the OpenCitations Trustee Network (OTN) by signing a specific agreement with the Hosting Member for at least two years.

Applications to become a new member of the OTN must be submitted to the Director of OpenCitations. The I.A. Board will be responsible for approving or rejecting the application. The decision will be taken by 50% + 1 of all the voting members of the I.A. Board, with a quorum of at least 2/3 of the members. In case of a draw, the Chair of the I.A. Board will decide to either approve or reject the application.

The OTN supervises the scientific strategy of OpenCitations and may propose updates and future policies, to be proposed to the I.A. Board for its advice.

The OTN is also responsible for monitoring that the work carried out by OpenCitations has been done in accordance with the principles of the statutes and mission and can propose corrective measures if necessary to the I.A. Board.

The Trustee Network shall:

- Monitor with the Director of OpenCitations the annual activities and finances, verifying the appropriate documentation;
- Report annually to the I.A. Board;
- Approve or reject renewal applications from the Hosting Member, after discussion with the I.A. Board;
- Nominate the new Hosting Member, with the voting of I.A. Board.

### **Article 9 Management Team of the Hosting Member (The Team)**

The OpenCitations Management Team (“the Team”) is an administrative body, is appointed by the Director. The Team will coordinate all the administrative, accounting and communication activities of OpenCitations. The Team will support both the Director and the Vice Director by undertaking administrative and secretarial tasks, and, under the supervision of the Director, by preparing the biannual OpenCitations progress reports and the annual OpenCitations budget and financial report.

### **Article 10 Finances**

Each Member of OpenCitations undertakes to make available to OpenCitations an annual financial contribution to cover the costs of OpenCitations activities.

The amount of contribution is decided by each Member at the time of the request of admission to Membership of OpenCitations, according to the corresponding level of Membership.

The financial management of OpenCitations will be implemented by the Team in accordance with the administrative and accounting rules of the Hosting Member.

At the end of January of each year, the Team will draw up the annual financial reports of the previous year and accounts of the activities and the budget for the current year.