

LITHUANIAN RESEARCH LIBRARY CONSORTIUM

Articles of Association

I. General

1. Lithuanian Research Library Consortium (hereinafter referred to as the "Association", the abbreviation – the "LMBA") is a voluntary association of Lithuanian research libraries and institutions having research libraries, which has been established by the agreement among the research libraries of Lithuania.
2. The founders of the Association are the following research libraries and institutions having research libraries: Martynas Mažvydas National Library of Lithuania, Library of the Lithuanian Academy of Sciences, Vilnius University, Technical Library of Lithuania, Kaunas University of Technology, Lithuanian Library of Medicine, Vytautas Magnus University, Kaunas County Public Library, Vilnius Pedagogical University, Šiauliai University, Lithuanian Academy of Music and Theatre, Kaunas University of Medicine, Lithuanian Academy of Physical Education, Klaipėda County Ieva Simonaityte Public Library, Vilnius Country Adomas Mickevičius Public Library, Lithuanian Institute of Agriculture, Šiauliai County Povilas Višinskis Public Library, Panevėžys County Gabrielė Petkevičaitė-Bitė Public Library, Mykolas Romeris University, Vilnius Gediminas Technical University, Klaipėda University, Lithuanian University of Agriculture, Vilnius Academy of Fine Arts.
3. In its activities the Association abides by the Constitution of the Republic of Lithuania, the Civil Code of the Republic of Lithuania, the Law on Associations of the Republic of Lithuania, the Law on Libraries of the Republic of Lithuania, other Laws, Decisions and Resolutions of the Government of the Republic of Lithuania, the Strategic Plan for Information Society Development in Lithuania, international conventions and these Articles of Association.
4. The Association is a legal person of limited civil liability; it shall have its own seal, current accounts for national and international currency with the banks registered in the Republic of Lithuania. The Association shall secure its liabilities by total assets owned by the Association and shall not be held liable for any obligations assumed by its members. The members of the Association shall not secure the liabilities of the Association by any of their assets, excluding those that have been invested in the Association.
5. A fiscal year of the Association shall coincide with a calendar year.
6. The address of the registered office of the Association is: Gedimino Ave 51, LT-01504 Vilnius.

7. The name of the Association in the English language is the *Lithuanian Research Library Consortium (LMBA)*.
8. The term of activities of the Association shall not be limited.

II. Objectives and types of activities

9. The key objectives and goals of the Association shall be follows:
 - 9.1 to promote the establishment of virtual libraries, development and implementation of advanced technologies and innovation projects at the libraries;
 - 9.2 to subscribe to online databases for the members of the Association and other libraries;
 - 9.3 to coordinate acquisition of foreign periodical publications among research libraries;
 - 9.4 to enhance inter-library loans among the members of the Association;
 - 9.5 to protect freedom of reading and to provide users with unrestricted access to information resources stored in the libraries as well as to remotely used databases;
 - 9.6 to support the open access initiatives to research information and to take part in propagation of openly accessed information resources;
 - 9.7 to encourage qualification improvement of the Association's employees;
 - 9.8 to upgrade information literacy of the public;
 - 9.9 to promote participation of Lithuanian research libraries in various programs and projects;
 - 9.10 to maintain contacts with foreign and international library associations as well as with other organizations involved in similar types of activities.
10. By implementing these goals, the Lithuanian Research Library Consortium shall:
 - 10.1 take part in the works of computerizing, preparation out and implementation of innovation projects at the libraries;
 - 10.2 assess and perform testing of online databases proposed by Lithuanian and foreign information providers, coordinate placing of orders for these databases by the members of the Association and other libraries, rise financing, represent coordinated interests at the Seimas of the Republic of Lithuania, Government, Ministries and Departments, donation and support funds.
 - 10.3 subscribe to online databases for the members of the Association and other libraries;
 - 10.4 coordinate acquisition of foreign online publications among the members of the Association, analyze methods and possibilities of safeguarding (preserving) the documents, coordinate the procedure for exchange of documents and online resources;
 - 10.5 disseminate progressive experience on the issues of library automation, development of digital information services, formation and storage of information resources, information supply to users, operation of virtual libraries;
 - 10.6 take care of public availability of library services, their professionalism and compliance with protection and exercising of intellectual property rights and protection of interests of information users;
 - 10.7 take part in librarians' qualification improvement programs and projects;
 - 10.8 train or arrange training of users on information retrieval from subscribed databases;

10.9 take part in various programs and projects ensuring favorable conditions for the development of the information and knowledge society in Lithuania.

10.10 take part in the activities of international organizations of librarians and specialists of information and librarianship, on the basis of bilateral and multilateral agreements collaborate with associations, consortiums and libraries of foreign countries;

10.11 within its competence perform other functions prescribed by Resolutions of the Government of Lithuania and other legal acts.

III. Procedure and conditions for accession into and exclusion from the Association

11. Any research library of Lithuania or institution having either a research library or a corresponding division can join the Association or withdraw from it. A research library is a library servicing scientists and researchers.

12. The library or institution wishing to participate in the activity of the Association shall submit an application signed by the head of this organization to the Council of the Association.

13. The Council of the Association, upon having analyzed the application of the library or institution and having familiarized itself with the activity of this library or institution, shall recommend to the General Stakeholders Meeting to incorporate the organization into the Association.

14. The General Stakeholders Meeting by the majority of votes during the open vote shall incorporate the library or institution into the Association. The incorporated members shall be included into the list of the Association members; the President of the Association shall be responsible for keeping the list.

15. The member of the Association that without any justified reason has failed to pay a yearly membership fee or has otherwise failed to comply with these Articles of Association, may be reprimanded at the meeting of the Council that can resolve to propose to the Stakeholders Meeting to exclude the library or institution from the members of the Association. A decision regarding exclusion of the member from the Association shall be passed at the General Stakeholders Meeting by the majority of votes.

IV. Rights and obligations of the Association's members

16. The members shall have the right to:

16.1 take part in the events, projects and programs arranged by the Association;

16.2 take part in discussions on the issues related to the activity of the Association;

16.3 take part in and vote at the General Stakeholders Meetings;

16.4 familiarize themselves with the documents of the Association and get information on its activities;

16.5 elect the President, members of the Council, members of the Audit Commission;

16.6 terminate their membership upon having submitted an application to the Council.

17. The members shall undertake to:
 - 17.1 abide by the Articles of the Association;
 - 17.2 assist in the implementation of the Association's goals;
 - 17.3 take part in the General Stakeholders Meeting at least once per year;
 - 17.4 pay the membership fees;
 - 17.5 ethically behave with other members;
 - 17.6 in the case of alterations in the member's legal status, Articles of Association, members of the management bodies, to inform the Council hereof within one month by enclosing a copy of the new Incorporation Certificate, a copy of the Articles of Association, contact information of the members of the management bodies).

V. Structure and management of the Association

18. The management bodies of the Association are the General Stakeholders Meeting, the Council and the President of the Association.

19. The General Stakeholders Meeting (hereinafter – the “Meeting”) is the supreme management body of the Association.

20. The Meeting shall:

- 20.1 pass, amend and supplement the Articles of Association;
- 20.2 set the objectives and the main goals of the Association;
- 20.3 establish the procedure for formation of the Council, number of its members, shall elect and recall the members of the Council;
- 20.4 set the amount and procedure for payment of contributions and membership fees by the members of the Association;
- 20.5 reorganize and liquidate the Association;
- 20.6 analyze and approve the Association's yearly reports on financial operations;
- 20.7 elect the President of the Association;
- 20.8 elect and dismiss the Audit Commission, set the number of its members;
- 20.9 admit and exclude the members of the Association.

21. The Council shall convene its meetings no less than twice per year.

22. No later than 10 business days prior to the date of the General Stakeholders Meeting the Council of the Association shall announce about the convened Meeting during the Association's internal online conference. The notice shall indicate the time, venue and the Agenda of the Meeting. Draft documents proposed to be discussed at the meeting shall be enclosed to the notice.

23. At the Meeting the member of the Association shall be represented and the voting rights shall be exercised by the head of a research library or an institution having a research library, or a person delegated by him/her.

24. The meeting shall be legitimate if it is attended by no less than one half of the Association members.

25. If there is no quorum at the meeting, no later than within one month the Meeting shall be convened repeatedly according to the procedure laid down by the Laws. The

repeatedly convened meeting shall be entitled to pass the decisions on the issues of the Agenda of the meeting that has not taken place regardless of the number of the participating members (representatives).

26. During voting, each member of the Association shall have one decisive vote.

27. Voting at the General Stakeholders Meeting may be either open or secret. If not provided otherwise by these Articles of Association, the manner of voting in each specific case shall be decided upon by the General Stakeholders Meeting.

28. An extraordinary Meeting shall be convened if demanded by the Council or by no less than 1/3 of the Association's members. The reasons for convening this extraordinary meeting, its time, venue and Agenda shall be indicated in the written notice.

29. The Council shall be a collegial management body of the Association.

30. The Council of the Association shall:

30.1 provide proposals regarding the types of the Association's activities;

30.2 discuss the development plans of Lithuanian libraries;

30.3 approve the budget of the Association;

30.4 form the groups of experts by specific types of the Association's activity;

30.5 discuss the Association's annual report and the report of financial economic operations;

30.6 invite other specialists interested in the discussed issues to attend the meetings;

30.7 define the number of employees to be hired by the Association and their job positions;

30.8 set the amount of remuneration to the employees hired by the Association;

30.9 establish the affiliates and representative offices of the Association and terminate their activity;

30.10 manage the activity of the Association in the time periods between the General Stakeholders Meetings.

31. Only the Heads of the members of the Association or the persons delegated by them shall be entitled to be the members of the Council.

32. The members of the Council (including the Chairman of the Council who organizes and manages the activities of the Council) shall be elected at the General Stakeholders Meeting by open vote.

33. The Council shall be elected for a two-year tenure.

34. The meeting of the Council shall be legitimate if it is attended by no less than one half of the members of the Council, and the passed resolutions shall be legitimate if no less than one half of the members of the Council have cast affirmative votes.

35. The Council can pass resolutions by voting by e-mail or fax.

36. The members of the Council shall have equal voting rights. In the case of equal number of the negative and affirmative votes, the vote of the Chairman of the Council shall be decisive.

37. The President of the Association shall be the sole executive body of the Association.

38. The President of the Association shall be elected for a two-year tenure by the open vote of the members of the Association at the General Stakeholders meeting.

39. The President of the Association shall:

39.1 conclude transactions on behalf of the Association and represent the Association; provide mandatory data and documents to the Register of Legal Persons; open and close accounts of the Association with Lithuanian and foreign banks;

39.3 supervise the work of the Administration;

39.4 provide recommendations to the Head of Administration regarding disbursement of the Association's funds;

39.5 report to the General Stakeholders Meeting for the yearly activities of the Association.

40. The members of the Association may elect a Vice-President of the Association during the open vote at the General Stakeholders Meeting.

41. The routine activities of the Association shall be organized and implemented by the Administration.

42. The Administration shall consist of the Head of Administration, an accountant and other employees hired depending on their demand. The employment contract with the employees shall be signed by the Head of Administration. The employment contract with the Head of Administration shall be signed by the Chairman of the Council. The functions of the accountant can be performed by a legal person subject to the Agreement signed with him.

43. The Council of the Association shall appoint to their respective job positions and dismiss the Head of Administration, accountant and other hired employees.

44. The Head of Administration shall:

44.1 manage the Administration activities;

44.2 have a right to use the Association's funds in line with the budget approved by the Council;

44.3 organize performance of the job assignments in line with the procedure set forth by the President of the Association;

44.4 by request of the President of the Association, once or twice per year shall submit him/her the report about the activity of the Administration.

VI. The Association's assets, membership fee, other income sources

45. The Association by the right of the trustee may own information resources, online databases, software, hardware and other assets acquired for its activities specified by the Articles of Association.

46. The Association shall have the following sources of income:
- 46.1 The accession contributions made by the members, membership fees and allocated contributions. The value of the accession contributions and membership fees are set forth in these Articles of Association, they may be adjusted by the General Stakeholders Meeting. The value of allocated contributions and the procedure of their payments shall be set forth either by the General Stakeholders Meeting or by the Council;
 - 46.1.1 Accession contribution by the members of the Association shall be equivalent to 2 guaranteed minimum income amounts;
 - 46.1.2 Yearly membership fee paid by the Association members shall be equivalent to 3.5 guaranteed minimum income amounts;
 - 46.1.3 Allocations from the state budget, municipalities, ministries and offices;
 - 46.2 Unreimbursably assigned funds and assets of physical and legal persons;
 - 46.3 Inheritance of the Association by a person's will;
 - 46.4 Interests paid on deposits by credit institutions;
 - 46.5 Funds received from other legitimate income sources.

VII. Audit of financial operations

47. Once per year the Association's financial operations shall be audited by the Audit Commission.
48. The Audit Commission shall be elected at the General Stakeholders Meeting for a two-year tenure.
49. The Audit Commission shall control and audit the Association's financial operations. The Audit Commission shall:
- 49.1 audit the yearly financial statements of the Association and other documents of financial operations and accounting;
 - 49.2 perform unscheduled financial accounting audits at the Association by order of the General Stakeholders Meeting and the Council;
 - 49.3 at the earliest meeting of the Council, inform about violations and shortcomings in the activities established during the audits;
 - 49.4 present the annual report of financial operations of the Association at the General Stakeholders Meeting.
50. The Administration and the Council of the Association shall submit to the Audit Commission the financial accounting documents requested by the Commission.
51. The Audit Commission shall be held liable for concealing the shortcomings in financial operations of the Association according to the procedure defined by the Laws.

VIII. Branches and representative offices

52. The branches and representative offices of the Association shall be established and their activity shall be terminated by the unilateral decision of the Council.
53. The number of the Association's branches and representative offices shall not be limited.

54. The branches and representative offices of the Association shall operate in accordance with the Regulations approved by the Council. The Heads of the branches and representative offices shall be approved by the Council.

IX. Procedure for amendment of the Articles of Association

55. The LMBA Articles of Association shall be amended or supplemented by the resolution of the General Stakeholders Meeting approved by the majority of votes by no less than 2/3 of the Association's members present at the meeting.

X. Procedure for placing notices and advertisements

56. Notices, advertisements that are to be publicly announced according to the Civil Code and the Law on Associations of the Republic of Lithuania shall be placed on the website of the Association or they shall be sent to all members of the Association via e-mail, unless the effective Laws provide for another procedure for placing the notices.

57. The decision on dissemination of the public information shall be made by the Head of Administration.

XI. Procedure for reorganization and liquidation of the Association

58. The Association can be reorganized or liquidated by the resolution of the General Stakeholders Meeting.

59. The reorganized Association shall be registered according to the procedure established by the Laws.

60. The Association can be liquidated on the following grounds:

60.1 by the Resolutions of the General Stakeholders Meetings;

60.2 due to the fact that the number of the Association members became smaller than prescribed by the Law;

60.3 by judgement of the court to liquidate the Association for legal offences prescribed by the Laws.

61. The General Stakeholders Meeting upon having resolved to liquidate the Association, shall appoint the liquidator, shall define its authorizations, terms of liquidation and the procedure for takeover of the assets.

62. A notice about liquidation or reorganization of the Association shall be publicly announced twice, the second notice shall be placed after the expiration of no less than 30 days after the first one.

The Articles of Association of Lithuanian Research Libraries Consortium (LMBA) were approved at the General Stakeholders Meeting on 19 June 2008.

Emilija Banionyte

Authorized person of the General Stakeholders Meeting

Inscription on the seal:
Republic of Lithuania
Public Notary Regina Pocienė

Bind, numbered and approved by the seal – 9 pages
Public notary /signature/