



# CoreTrustSeal Foundation Statutes

As approved by the CoreTrustSeal Board

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# STATUTES (STATUTEN)

## I. DENOMINATION AND DOMICILE

1. **CoreTrustSeal Foundation**—abbreviated to CoreTrustSeal for internal use—is an international non-governmental and nonprofit organization established under Dutch law (*CoreTrustSeal* Stichting).
2. The legal domicile of CoreTrustSeal is The Hague, Netherlands.

## II. MISSION AND OBJECTIVES

3. The principal objectives of *CoreTrustSeal* are to:
  - a. Provide a core level trust certification standard for data repositories based on a set of requirements and procedures;



- b. Conduct reviews of repositories against the certification standard;
- c. Contribute to building a global framework for certification moving from the CoreTrustSeal for Data Repositories as a core to vertical integration of more rigorous trust standards and horizontal integration across wider partnerships and the full data lifecycle; and
- d. Broaden core trust standards development and certification beyond repositories in line with community demand.

### III. DECISION-MAKING BODIES

4. **CoreTrustSeal Standards and Certification Board**—abbreviated to the CoreTrustSeal Board for internal use—is the governing body of CoreTrustSeal. It consists of 12 elected members plus up to 4 ex officio members representing CoreTrustSeal Supporting Organizations as defined in Articles V.14-15. Elected members are appointed for a three-year term, and up to a maximum of two consecutive terms.

The CoreTrustSeal Board responsibilities are to:

- a. Maintain and revise the CoreTrustSeal Trustworthy Data Repositories Requirements and Guidance, and decide on the approval of CoreTrustSeal applications;
  - b. Maintain and update these Statutes and Rules of Procedure;
  - c. Maintain and revise training materials for reviewers;
  - d. Define the Review and Certification Procedures and oversee the assignment of reviewers;
  - e. Define and maintain a business plan to ensure sustainability;
  - f. Supervise and control CoreTrustSeal business and secure sufficient administrative support;
  - g. Convene and organize Statutory Meetings with support from the Secretariat;
  - h. Publicize and promote the CoreTrustSeal; and
  - i. Provide activity reports to the community.
5. The Board elects CoreTrustSeal Directors: a Chair, Vice Chair, Secretary and Treasurer. Directors' responsibilities are to:
- a. Monitor the preparation and progress of CoreTrustSeal activities closely;



- b. Obtain third party advice or information;
  - c. Chair meetings of the Board and Directors; and
  - d. If necessary, provide guidance to the Board by formulating action frameworks and assigning actions.
6. The Secretary has the following responsibilities:
- a. Prepare meeting agendas;
  - b. Be the custodian of the Statutes and Rules of Procedure;
  - c. Oversee reporting and monitoring of the agreed actions of the Board; and
  - d. Any other duties assigned by the Board.
7. The Treasurer has the following responsibilities:
- a. Oversee the administration of the finances of the CoreTrustSeal, including annual budgets, audits and accounts;
  - b. Report on financial matters to the Board;
  - c. Assist with fundraising for the Board's activities;
  - d. Advise on investments;
  - e. Oversee risk management and the implementation of internal organizational policies and procedures; and
  - f. Any other duties assigned by the Board.
8. The Board meets regularly to conduct its business and a minimum of once per year for a statutory meeting as defined in VIII. STATUTORY MEETINGS.
9. Each Board Member, including ex officio, has one vote on the Board. Votes are by a simple majority of those present if not otherwise specified in the Statutes and Rules of Procedure and the Chair has a casting vote. Votes may be cast electronically or in person.

#### IV. ADVISORY BODIES

10. **CoreTrustSeal Advisory Committee** is a Standing Committee set up by the CoreTrustSeal Board. Advisory Committee members are appointed for a three-year term, and up to a maximum of two consecutive terms.
11. **Special Committees** are set up by the CoreTrustSeal Board for a limited duration and include the **Nominations Committee**.



## V. SECRETARIAT

12. The CoreTrustSeal Secretariat administers day-to-day operations and supports the CoreTrustSeal Board in organizing meetings, administering the certification process, and communicating with applicants and external organizations.
13. The CoreTrustSeal Secretariat staff are designated by the CoreTrustSeal Board.
14. The CoreTrustSeal Secretariat is internationally distributed, and seconded from a maximum of four Supporting Organizations.
15. Supporting Organizations host the CoreTrustSeal Secretariat and provide *pro bono* support. A Memorandum of Understanding (MoU) or similar agreement between CoreTrustSeal and Supporting Organizations will define the scope and duration of the support. Each Supporting Organization has the right, but not the obligation, to appoint a named ex officio Board member for a period aligned with the MoU, one of which may be selected by the CoreTrustSeal Board to act as Head of Secretariat.

## VI. ASSEMBLY OF REVIEWERS

16. CoreTrustSeal Reviews are undertaken by members of the Assembly of Reviewers that are appropriately experienced and designated by a CoreTrustSeal certified Repository.
17. Eligibility for continuing membership on the Assembly of Reviewers depends on the completion of a minimum number of reviews each year, to be defined by the CoreTrustSeal Board.
18. Members of the Assembly of Reviewers represent CoreTrustSeal-certified repositories. One nominated repository representative is eligible to stand for election on the CoreTrustSeal Board and vote in Board elections. Each CoreTrustSeal-certified repository may submit only one vote.

## VII. FINANCES

19. The funds of CoreTrustSeal are obtained from:
  - a. Monetary and pro-bono contributions from CoreTrustSeal Supporting Organizations;
  - b. Administrative fees for processing certifications; and
  - c. Grants, donations, and other financial support or income accepted by the CoreTrustSeal Board.

## VIII. STATUTORY MEETINGS

20. The following statutory meetings will take place:
- a. **CoreTrustSeal Board Statutory meeting:** The CoreTrustSeal Board will meet at least once a year.
  - b. **CoreTrustSeal Board elections:** The Assembly of Reviewers will meet every three years to elect CoreTrustSeal Board Members as defined in the Rules of Procedure.

## IX. LEGAL ENTITY AND LIABILITY

21. CoreTrustSeal is registered as a legal entity under Dutch law with a notary and registered with the Dutch Chamber of Commerce (KvK number 71528636).
22. The Chair, or in the absence of the Chair, the Vice Chair or the Secretary, is the legal representative of CoreTrustSeal. The Chair, or their legal representative, may authorize a CoreTrustSeal Administrator to represent the Chair.
23. Directors are in principle not personally liable for the actions or debts of the CoreTrustSeal Foundation with the exception of mismanagement or unlawful acts.

## X. DISSOLUTION AND MERGER

24. CoreTrustSeal may be dissolved or merged on the initiative of the CoreTrustSeal Board. A decision to dissolve or merge CoreTrustSeal requires a three-quarters majority vote of the entire CoreTrustSeal Board. Proposed CoreTrustSeal dissolution or merger must be sent to the Chair of the CoreTrustSeal Board at least two months before the yearly CoreTrustSeal Board Statutory Meeting.
25. If CoreTrustSeal is dissolved, the CoreTrustSeal Board will appoint two liquidators to conclude its affairs. The liquidators will determine the allocation of resources belonging to CoreTrustSeal, in accordance with its mission and non-profit nature contained in the Statutes. If CoreTrustSeal is merged, the net assets should be passed to the successor body upon such terms as are agreed for the merger.

## XI. MODIFICATION OF THE STATUTES

26. No change may be made in the Statutes except with the approval of the CoreTrustSeal Board by a three-quarters majority vote of the entire CoreTrustSeal Board. Proposed



changes in the Statutes must be sent in writing to the Chair of the CoreTrustSeal Board at least two months before the yearly Statutory Meeting of the CoreTrustSeal Board.

## XII. INTERPRETATION OF THE STATUTES

27. The current version of these statutes (available at: <https://doi.org/10.5281/zenodo.10847871>) shall be governed by and interpreted in accordance with the law of The Netherlands. In case of conflict between the English and Dutch versions of these Statutes, the English version shall prevail.