

COMPANY No: 4492292

**THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
OF
THE DIGITAL PRESERVATION COALITION**

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1. The company's name is "The Digital Preservation Coalition".
2. The registered office of the company is situated in England and Wales.
3. The objects for which the company is established are:
 - 3.1 To secure the preservation of digital resources in the UK and to work with others internationally to secure an enduring global digital memory;
 - 3.2 To produce, provide and disseminate information on current research and practice in digital preservation and to train and build expertise amongst its members and take all such steps as may be considered necessary to increase their learning and the general pool of professionals skilled in digital preservation;
 - 3.3 To promote and develop services, technology and standards for digital preservation;
 - 3.4 To promote, advocate and raise awareness of digital preservation and related issues;
 - 3.5 To act as a channel of communication between its members and other interlocutors, foremost the UK government and the European Commission;
 - 3.6 To act as a representative voice of its members and make representation to national and international bodies on digital preservation;
 - 3.7 To forge strategic alliances with relevant agencies nationally and internationally, and work collaboratively together with other organizations to promote and advance digital preservation;
 - 3.8 To take all steps as may be deemed expedient, whether solely or in concert with others, to raise and encourage funding for digital preservation;

- 3.9 To provide a common forum for the development and coordination of digital preservation strategies nationally and abroad;
 - 3.10 To promote, encourage, foster, and maintain the interest of the public in the objects and activities of the company;
 - 3.11 Generally to promote the interests of members as a whole and of digital preservation and the good practice in the management and access to digital resources and do such acts as may be incidental or conducive to the objects to the benefit of the company and/or its members and/or their employees.
4. Nothing in these objects shall however preclude or restrict the provision for any pension, award, superannuation insurance, allowance, aid or support for any individual who is or has been an officer or employee of the company or their wives, widows, children or other dependants but, to the contrary, this object shall expressly include and provide for the same.
 5. And the company shall have all such powers to do all such things as are incidental or conducive to carrying on of any of its objects and these powers shall include, by way of example and without prejudice to the generality of the foregoing, powers:-
 - a) To obtain, collect and receive money and funds by way of contributions, donations, affiliation fees, subscriptions, legacies and grants and accept and receive any form of assistance, sponsorship, gifts or property of any description (whether subject to any special trust or not) and to conduct any other fund raising activities;
 - b) To set up working parties and consultative committees;
 - c) To undertake research and development in the field of digital preservation and publish such research;
 - d) To collect, compile, publish and disseminate information and provide, publish, or contribute to the publication of any papers, books, bulletins, manuals, periodicals, reports and other publications;
 - e) To arrange, provide facilities for and hold seminars, forums, conferences and exhibitions and to distribute the results thereof;
 - f) To develop, maintain and use web pages and e-mail lists;
 - g) To foster and encourage communication with, join or cooperate or conclude agreements with any other body whether or not established in the United Kingdom;
 - h) To undertake, contribute to, or facilitate training or courses of instruction;
 - i) To amalgamate with any institutions, societies or companies;

- j) To purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges which are necessary for the promotion of the company's objects and to construct, maintain and alter any buildings or erections necessary for the work of the company;
- k) To sell, let or turn to account all or any of the property or assets of the company;
- l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other instruments and to operate bank accounts;
- m) To lend, borrow or raise money or make grants of money for the purposes of the company on such terms and on such security as may be deemed necessary;
- n) To invest the monies of the company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit with such consents as may from time to time be required by law;
- o) To borrow and raise money on such terms and on such security as may be thought fit with such consents as may from time to time be required by law;
- p) To establish and support or aid in the establishment and support of any associations or institutions whose objects are in whole or in part similar to the objects of the company or which may be beneficial to the company and to subscribe or guarantee money for any purposes in any way calculated to further the objects of the company;
- q) To recruit voluntary workers or to engage and pay any person or persons whether on a full or part-time basis or whether as a consultant, contractor or employee to supervise and/or advise, to organise or howsoever to carry on any part of the work or works of the company;
- r) To pay out of the funds of the company costs, charges, and expenses of and incidental to the formation and registration of the company;
- s) To take such steps as may be required for the purposes of procuring contributions to the company in the form of donations, subscriptions or otherwise;
- t) To carry on any activity which in the opinion of the Board of Directors may be advantageous combined with or ancillary to any business of the company;
- u) To issue and enforce rules and by-laws for the regulation of its members and the company itself;

- v) To act as agent or brokers for any person, firm or company and undertake and engage in sub-contracts or to subscribe to any organisation, institution or society.
6. The liability of the members is limited.
 7. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
 8. The income and property of the company shall be applied solely towards the promotion of its objects as set out in this Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to its members Provided that nothing herein shall prevent any payment in good faith by the company:
 - 8.1 Of reasonable or proper remuneration to any member (or a person representing a member), officer or servant of the company for any services rendered to the company;
 - 8.2 Of interest on money lent by any member of the company at a reasonable and proper rate per annum not exceeding the published base lending rate of a clearing bank to be selected by the directors;
 - 8.3 Of a reasonable and proper rent for premises demised or let by any member of the company;
 - 8.4 To any member of its Board of Directors of reasonable out of pocket expenses.
 9. If upon the winding up or dissolution of the company, there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the company, but shall be given or transferred to some other institution or institutions having objects similar to the company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the company under or by virtue of Clause 8 hereof, such institution or institutions to be determined by the members of the company at or before the time of dissolution, and if and so far as a fact cannot be given to such provisions, then to some charitable object.

We, the subscribers of this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS:

1.

signature:

name: Lynne Brindley
position: Librarian and Chief Executive
The British Library Board
96 Euston Road
London NW1 2DB

2.

signature:

name: Malcolm Read
position: Executive Secretary JISC
Higher Education Funding Council for England
Northavon House
Coldharbour Lane
Bristol BS16 1QD

3.

signature:

name: John Davidson
position: Director of Administration
University of London
Senate House
Malet Street
London WC1E 7HU

4.

signature:

name: Clare Jenkins

position: Curl Board

Consortium of University Research Libraries

Curl Office

Glasgow University Library

Hillhead Street

Glasgow G12 8QE

5.

signature:

name: Duncan Simpson

position: Director of Government Services

Public Record Office

Kew

Richmond

Surrey TW9 4DU

6.

signature:

name: Alison Horsburgh

position: Head of Preservation Services

National Archives of Scotland

General Registry House

Edinburgh EH1 3YY

7.

signature:

name: Meg Bellinger

position: Corporate Vice President, OCLC Digital & Preservation Resources

OCLC Online Computer Library Center, Inc.

6565 Frantz Road

Dublin

OH 43017-3395

USA

Dated 28 February 2002

Witness to the above signatures

name: Neil Beagrie

position: Assistant Director

JISC London Office

King's College London

Strand

London WC2R 1HH