



*This document is an English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardizing the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law.*

*In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.*

#### **AMENDMENT ARTICLES OF ASSOCIATION**

*The International Federation of Library Associations and Institutions*

This twenty-fifth day of June two thousand and twenty-four, there appeared before me, Martijn Gerardus Petrus van Ansem, civil law notary practicing in Rotterdam, the Netherlands:

Caroline Ann Schaffer, employed at 3012 CN Rotterdam, Weena 690, the Netherlands, born in Sale, United Kingdom, on the twelfth day of November nineteen hundred and sixty-one.

The person appearing declared:

1. the meeting of the General Assembly of **The International Federation of Library Associations and Institutions**, a federation with full legal capacity (“*vereniging met volledige rechtsbevoegdheid*”), having its registered office in The Hague, the Netherlands, and its office address at 2595 BE The Hague, Prins Willem-Alexanderhof 5, the Netherlands, registered with the Trade Register under number 40407191, hereinafter referred to as: the “**Federation**”, resolved on the twentieth day of June two thousand and twenty-four at a meeting held on this date, to amend the Federation’s articles of association, and to authorise the person appearing to have this deed executed, which is evidenced by the minutes of the proceedings at the aforementioned meeting, a copy of which will be attached to this deed (**Annex**);
2. the Federation’s articles of association were most recently amended by deed, executed on the seventeenth day of August two thousand and twenty-one before C.A. de Zeeuw, a civil-law notary practicing in The Hague, the Netherlands, which amendment became effective on the twenty-sixth day of August two thousand and twenty-one.

In order to implement the aforementioned resolution to amend the Federation’s articles of association, the person appearing declared to amend the Federation’s articles of association in such a manner that from now on these shall read as follows:

#### **ARTICLES OF ASSOCIATION.**



**Name and domicile.**

**Article 1.**

- 1.1. The name of the federation with full legal capacity (“*vereniging met volledige rechtsbevoegdheid*”) is: **The International Federation of Library Associations and Institutions**. It is referred to throughout these Statutes as: the “**Federation**”.
- 1.2. The acronym by which the Federation is known is: **IFLA**.
- 1.3. The Federation has its headquarters in The Hague, the Netherlands.
- 1.4. The Federation is incorporated in accordance with the laws of the Netherlands.

**Purpose.**

**Article 2.**

- 2.1. The Federation is an independent, international, non-governmental, not-for-profit organization, which advances the interests of library and information associations, libraries and information services, librarians and the communities they serve throughout the world.
- 2.2. To achieve its purpose, the Federation seeks:
  - a. to promote high standards of delivery of library and information services and professional practice, as well as the accessibility, protection, and preservation of documentary cultural heritage. This is done through the enhancement of professional education, the development of professional standards, the dissemination of best practice and the advancement of relevant scientific and professional knowledge;
  - b. to entourage widespread understanding of the value and importance of high quality library and information services in the public, private and voluntary sectors;
  - c. to represent the interests of its Members and library and information organizations and the communities they serve throughout the world.
- 2.3. In pursuing its purpose, the Federation shall seek to demonstrate the following core values:
  - a. the endorsement of the principles of freedom of access to information, ideas and works of imagination and freedom of expression embodied in Article 19 of the Universal Declaration of Human Rights;
  - b. the belief that people, communities and organizations need universal and equitable access to information, ideas and works of imagination for their social, educational, cultural, democratic and economic well-being;
  - c. conviction that delivery of high quality library and information services help guarantee that access;



- d. the commitment to promote and value diversity and inclusion, notably as regards age, citizenship, disability, ethnicity, gender-identity, geographical location, language, political philosophy, race, religious beliefs, sex, sexual orientation or socio-economic status, and actively pursue relevant policies and practices.
- 2.4. As an international professional organization, the Federation shall not participate or intervene in any way, including the publication or distribution of statements, in political campaigns on behalf of, or in opposition to, any candidate for public office.

**Financial year.**

**Article 3.**

The financial year of the Federation is the calendar year from one January up to and including the thirty-first day of December in each year.

**Membership.**

**Article 4.**

- 4.1. The Governing Board shall admit the members of the Federation. Members may only be associations, institutions and individuals as mentioned in Article 4.2, that endorse the purposes of the Federation and undertake to comply with these Statutes.
- 4.2. The Federation has the following categories of members:
  - a. National Association Members  
Associations of librarians and information professionals and associations of other organizations concerned with the delivery of information services, whose memberships are national in character and whose purposes are in accordance with those of the Federation may be admitted as National Association Members.  
In countries where there is no library and information association, but where the interests of the library and information community are represented by a single body, this body may be admitted as a National Association Member.
  - b. International Association Members  
International associations of librarians, libraries and library and information services whose purposes are in accordance with those of the Federation may be admitted as International Association Members.
  - c. Other Association Members  
Associations of librarians and information professionals whose purposes are in accordance with those of the Federation but whose geographical remit is less than that of an independent state may be admitted as Other Association Members.
  - d. Institutional Members



Libraries and information services in the public, private and voluntary sectors, departments of library and information studies and other organizations and agencies whose purposes are in accordance with the purposes of the Federation may be admitted as Institutional Members.

- e. Honorary Fellows  
Persons, including former Presidents of the Federation, who have given distinguished service in the profession of library and information service, or who have made an outstanding contribution to the work of the Federation, may be admitted as Honorary Fellows.
- 4.3. The members, meant in Article 4.2, are all members of the Federation within the meaning of the Dutch Civil Code and are referred to throughout these Statutes as “Member” or “Members”.
- 4.4. Membership is not transferable.
- 4.5. The members of Members and the employees and associates of Institutional Members shall have the right to participate in the work of the Federation and to serve as members of all the units of the Federation.
- 4.6. An association or institution that is refused membership does not have the right of appeal to the General Assembly.

**Termination of membership; suspension of rights.**

**Article 5.**

- 5.1. Membership of the Federation may be terminated by death, dissolution, resignation, exclusion or expulsion.
- 5.2. A Member may resign at any time by giving written notice to the Secretary General. Unless otherwise determined by the Governing Board, the resignation shall take effect at the end of the financial year. Membership may however be terminated with immediate effect if the Member in question can no longer reasonably be required to remain in membership. A Member may give notice to terminate the membership with immediate effect within one month of having been informed that a resolution has been adopted to change the legal entity or form of the Federation, to merge it with another body, or to split it up. The amendment of financial rights and obligations shall not entitle a Member to give notice to terminate the membership with immediate effect.
- 5.3. The Governing Board may exclude a Member:
  - a. if the Member in question ceases to meet the qualifications for membership as laid down in these Statutes;
  - b. if the Member in question fails to meet and comply with its obligations in respect of the Federation, or
  - c. if the Federation cannot reasonably be required to allow the membership in question to continue.



A simple majority of the votes cast shall be required for the decision to exclude a Member.

The Governing Board may expel a Member if that Member has acted contrary to the Statutes or the Rules of Procedure, or should the Federation have been unreasonably disadvantaged by the Member in question. A two-thirds majority of the votes cast shall be required for the decision to expel a Member. A Member that has been expelled by decision of the Governing Board shall receive a notice in writing from the Secretary General specifying the grounds upon which the decision was made.

The Member may appeal against the expulsion. Any such appeal shall be made to the Secretary General within one month of receiving the notification of expulsion. The Secretary General shall convey the appeal to a standing Appeals Panel. The standing Appeals Panel shall make the final decision on the expulsion. For the period during which any appeal is underway and pending the appeal, the Member in question shall be suspended. The Rules of Procedure give rules for the composition and functioning of the standing Appeals Panel.

- 5.4. A Member that has resigned or been excluded or expelled shall be liable to pay any arrears in fees and the fees for the full financial year in which resignation, exclusion or expulsion takes place, unless the Governing Board determines otherwise.
- 5.5. A Member that is in arrears with its financial obligations to the Federation for a period as set out in the Rules of Procedure may be suspended by the Secretary General for the period and under the conditions and restrictions that are set out in the Rules of Procedure. If a Member has been suspended in accordance with the preceding sentence, this Member shall not be entitled to exercise any rights or to receive any of the Federation's services, unless the Governing Board makes an exception.

**Affiliate and consultative status.**

**Article 6.**

- 6.1. The Governing Board may give affiliate status to individuals, institutions and organizations that support the purposes of the Federation.
- 6.2. The Governing Board may give consultative status to international or multinational organizations in allied fields of interest, with which the Federation wishes to establish relationships in order to further the purposes of the Federation.
- 6.3. Affiliates and organizations with consultative status may participate in the activities of the Federation as specified in the Rules of Procedure. They may attend and speak at General Assemblies, but not vote.
- 6.4. Further rules concerning the affiliate and consultative status may be laid down in the Rules of Procedure.



**Membership fees and finances.**

**Article 7.**

- 7.1. Every Member, except for the Honorary Fellows, must pay an annual membership fee in accordance with a schedule of fees determined by the General Assembly.
- 7.2. The income or assets of the Federation shall not be distributed to, or applied to the benefit of, any private person or non-charitable organization other than:
  - a. in the conduct of the charitable, scientific or educational activities that are necessary to pursue the purposes of the Federation;
  - b. as payment of reasonable compensation for services rendered, including reimbursement of costs incurred;
  - c. as payment of the fair market value of property or goods purchased by the Federation.
- 7.3. The Governing Board is obliged to keep records of the financial position of the Federation and of everything concerning the activities of the Federation, in accordance with the requirements arising from these activities, and to keep the books, documents and other data carriers in such a way that the rights and obligations of the Federation can be known from them at any time.

**General assembly of members.**

**Article 8.**

- 8.1. The General Assembly is the highest governance level of the Federation and has the following key functions:
  - a. to determine the purposes and values of the Federation;
  - b. to amend the Statutes;
  - c. to determine the conditions of membership;
  - d. to receive and approve the annual financial report and accounts.All powers that are not assigned to others by these Statutes remain with the General Assembly.
- 8.2. Within six months of the end of the financial year, except where this period has been extended by a maximum of four months by the General Assembly, the Governing Board must present a report of the Governing Board at a General Assembly on the course of events within the Federation and the policy pursued.
- 8.3. The Governing Board must submit a hard copy of the balance sheet and the statement of income and expenditure, with explanatory notes, which shall have been audited by an auditor, together with a declaration by the auditor on the truth and fairness of the financial statements, to the General Assembly for approval. These documents must be (electronically) signed by all the members of the Governing Board; if any of their signatures is lacking, the reasons for this omission must be stated.

**General Assembly: convening.**



**Article 9.**

- 9.1. The Governing Board shall determine the date and place of any General Assembly.
- 9.2. Convening notices, together with the agenda, and - if applicable - the documents as referred to in Article 8.2 and 8.3 shall be sent by the Secretariat at least four weeks prior to the date of the meeting to all Members (the day of sending the convening notice is not included in these four weeks).
- 9.3. Items that the Members wish to propose for inclusion in the agenda must reach the Secretariat at least six weeks before the date of the meeting.
- 9.4. The business of the meeting shall normally be limited to those items appearing on the agenda issued with the convening notice for the meeting. Additional items of an exceptional and urgent character may be added at the discretion of the President or other person who is acting as the chair of the meeting, with the consent of the majority of the Members present or represented.
- 9.5. Upon receiving a written request by at least as many Members as shall be required to cast one tenth part of the votes of the full membership, the Governing Board shall convene an extraordinary General Assembly. Such an Assembly shall be held no later than four weeks after the date on which the request is received by the Secretariat. The Secretariat shall send convening notices to all Members entitled to attend, together with the agenda, at least two weeks prior to such an Assembly. Should no response have been given to the aforementioned request within fourteen days the Members submitting the request may themselves convene a meeting.

**General Assembly: attendance.**

**Article 10.**

- 10.1. Each Member is entitled to be represented at any General Assembly by one or more representatives. One such person shall be designated by the Member to exercise the right to vote.
- 10.2. Honorary Fellows are entitled to be present and have the right to vote.
- 10.3. The Secretary General and officers of all units of the Federation, as determined by the Governing Board, shall be entitled to attend the General Assembly as observers, if they are not otherwise entitled to attend.
- 10.4. Unless otherwise determined by the General Assembly, the Secretary General shall invite the following individuals, associations and organizations to attend as observers or to be represented at General Assemblies:
  - a. members of the Governing Board if they are not otherwise entitled to attend;
  - b. individuals or organizations with affiliate status;
  - c. individuals or organizations with consultative status;
  - d. other individuals, associations and organizations in accordance with guidelines determined by the Governing Board.



**General Assembly: conduct.**

**Article 11.**

- 11.1. The President of the Federation shall chair the General Assembly. In the absence of the President, the President-elect shall chair the General Assembly. In the absence of the President-elect, the Treasurer or another member of the Governing Board shall chair the General Assembly.
- 11.2. A simple majority of National and International Association Members shall be present or be represented at the General Assembly to constitute a quorum. If a quorum is not present at a General Assembly, the announced business may be transacted subject to gaining a two-thirds majority of the votes cast at the General Assembly. Such business shall be implemented only if subsequently endorsed by a meeting of the Governing Board, provided that meeting has a quorum.
- 11.3. The Secretary General shall be the Secretary for the General Assembly.
- 11.4. The Secretary General shall ensure that a record of the business and decisions will be taken at the meeting and presented for approval to the next General Assembly.

**General Assembly: voting.**

**Article 12.**

- 12.1. Each Member, who has not been suspended, shall have a minimum of one vote in the General Assembly and in written ballots.
- 12.2. The number of votes shall be in accordance with the following formula:
- a. the votes of National Association Members are determined according to their operating expenditure:
    - if the operating expenditure is less than fifty-thousand Euros (€ 50,000.-) than the National Association Member has ten (10) votes;
    - if the operating expenditure is between fifty-thousand Euros (€ 50,000.-) and four hundred ninety-nine thousand nine hundred ninety-nine Euros (€ 499,999.-) than the National Association Member has twenty (20) votes;
    - if the operating expenditure is between five hundred thousand Euros (€ 500,000.-) and two million nine hundred ninety-nine thousand nine hundred ninety-nine Euros (€ 2,999,999.-) than the National Association Member has thirty (30) votes;
    - if the operating expenditure is three million Euros (€ 3,000,000.-) or more than the National Association Member has forty (40) votes;
  - b. all International Association Members have five votes each;
  - c. other Association Members have two votes each;





- d. all other Members, including Honorary Fellows, have one vote each.
- 12.3. Each Member may nominate another Member to exercise proxy votes on the Member's behalf at a General Assembly. These proxies must be received at least forty-eight (48) hours before the General Assembly. Such Members must notify the Secretary General of the appointment of a proxy holder in advance in writing or by electronic communication in accordance with requirements set out in the Rules of Procedure.
- 12.4. Votes in General Assemblies shall be cast in accordance with the provisions in the Statutes and the Rules of Procedure.
- 12.5. Except as otherwise determined in these Statutes, decisions shall be carried by a simple majority of the votes cast. Blank votes, abstentions and invalid votes are considered as not having been cast.
- 12.6. If a motion should receive an equality of votes for and against, the chair of the General Assembly shall have the deciding vote.
- 12.7. The allocation of votes as set out above also applies to the election of the members of the Governing Board.
- 12.8. If the Governing Board determines and confirms in the notice for a General Assembly, Members will be authorized to exercise their voting rights or the votes they cast on the basis of a proxy by (an)other Member(s) by means of an electronic means of communication, provided:
- a. the conditions for the use of that means of communication such as the connection, the security and similar have been made public in the notice to the meeting;
  - b. a Member is able to be identified;
  - c. a Member is able to acquaint themselves with the discussions at the meeting, and
  - d. if this option has been opened, the Member is able to participate in the discussions.
- 12.9. If the Governing Board has agreed to exercise voting rights in the General Assembly by means of an electronic means of communication, votes can be cast electronically in a period not earlier than thirty days prior to the General Assembly, at an e-mail address, electronic voting platform or other means of electronic communication designated for that purpose. These votes shall have equal effect as votes cast in a General Assembly.
- 12.10. The Chair's determination of the result of a vote is binding unless challenged immediately. In that event, a new vote shall be taken.

**Advisory referendum.**

**Article 13.**

- 13.1. The Governing Board may hold an advisory referendum in accordance with the provisions in the Statutes and the Rules of Procedure to determine the Members' views on issues of importance.



- 13.2. The outcome of such referendum shall be reported to the Members no later than at the next General Assembly.
- 13.3. Further rules concerning advisory referenda may be laid down in the Rules of Procedure.

**Governing Board: powers.**

**Article 14.**

- 14.1. Subject to the restrictions of the Articles, the Governing Board shall be responsible for the management of the Federation. In performing of their duties, the members of the Governing Board shall regard the interests of the Federation as a legal entity and as an organization. The Governing Board is responsible for governance, financial and professional matters, ensuring sustainability and developing and overseeing the strategic direction of the Federation. In performing their duties the Governing Board shall act in accordance with Federation's core values.
- 14.2. The Governing Board shall undertake activities and enterprises required to support and pursue the purposes and strategy of the Federation.
- 14.3. Without limiting the generality of Article 14.2, the Governing Board shall:
  - develop strategic priorities and plans for the Federation, and monitor their progress;
  - adopt an annual budget for the Federation and appoint the auditor for the Federation's financial report;
  - admit, exclude and expel Members of the Federation;
  - appoint the Secretary General;
  - establish such sub-committees, working groups, and other meetings as it decides necessary to undertake its remit, role and powers;
  - establish, and may delegate - under its responsibility - some of its powers, to councils, advisory, professional and regional units, groups, committees, offices or other bodies as it decides necessary to support and pursue the purposes and strategy of the Federation;
  - develop and approve Rules of Procedure to provide for the detailed operation of the Federation within the provisions of these Statutes.
- 14.4. The Governing Board has authority to resolve to enter into agreements to purchase, dispose of or encumber registered property or to enter into agreements by which the Federation commits itself as surety or joint and several debtor, warrants performance by a third party or undertakes to provide security for a debt of a third party.
- 14.5. The Governing Board may delegate some of its powers to one or several of its members or to the Secretary General. Such persons shall report to the Governing Board. The powers delegated remain vested in the Governing Board and the delegation may be revoked by it at any time.



A delegation of powers may not enable any single person to dispose of the Federation's assets as if they were their own.

**Governing Board: election and term of office.**

**Article 15.**

- 15.1. The Governing Board shall consist of the President, the President-Elect, the Treasurer, the Chair of the Professional Council, the Chair of the Regional Council, the Chair of the professional unit that represents the interests of National Association Members and five other Governing Board members at large. Non-Members of the Federation may be elected as members of the Governing Board.
- 15.2. If the number of members of the Governing Board falls below eleven, the Governing Board will still be competent.
- 15.3. In the event of the prevention or permanent absence of one or more members of the Governing Board the remaining member(s) of the Governing Board shall be in charge of the entire management of the Federation; in the event of the prevention or permanent absence of all the members of the Governing Board the General Assembly shall appoint at least three individuals to be temporarily in charge of the management of the Association. Such appointment may not enable any single person to dispose of the Federation's assets as if they were their own.  
Prevention in this paragraph means in any case the circumstances that
- a. the member of the Governing Board during a period in excess of fourteen days cannot be reached due to illness or any other cause; or
  - b. the member of the Governing Board has been suspended.
- 15.4. The management of the Federation shall be directed by a chief executive officer who is known as the Secretary General. The Secretary General shall be the Secretary of the Governing Board but is not a member of the Governing Board.
- 15.5. The President shall be the President-elect of the previous term of the Governing Board. The President shall serve a single term of two years.
- 15.6. The President-Elect, the Treasurer and the five other Governing Board members at large shall be elected by the Members by written ballot in accordance with the provisions in the Statutes and the Rules of Procedure. The candidate that receives the highest number of votes shall be elected a President-elect, Treasurer, or Board member at large respectively.  
In the event of a casual vacancy for the office of President-elect or Treasurer, the Governing Board shall decide the arrangements to cover temporarily the duties of the President-elect or the Treasurer respectively. A vacancy shall be declared by the Governing Board who shall make arrangements for the post of President-elect or Treasurer respectively to be filled in a transparent and fair



- process in accordance with the Statutes and Rules of Procedure and a written ballot shall be held for election by the Members.
- 15.7. Members may nominate candidates for the position of President-elect, Treasurer and the five other Governing Board members at large. Nominations from ten Members are required for candidates standing for the position of President-Elect and nominations from five Members for candidates standing for the position of Treasurer and the positions of the other five Governing Board members at large. Further rules concerning the nominating process may be laid down in the Rules of Procedure.
- 15.8. The President-elect shall succeed the President at the expiry of the President's term, or in the case of a casual vacancy for the office of President, in which case the provision of Article 15.6 applies.
- 15.9. The Chair of the Professional Council, the Chair of the Regional Council, the Chair of the professional unit that represents the interests of National Association Members shall be elected in accordance with Article 19, Article 20 and Article 21 and the Rules of Procedure. This election as Chair of the Professional Council, Chair of the Regional Council and Chair of the professional unit that represents the interests of National Association Members is also the election of these chairs as members of the Governing Board.
- 15.10. The term of the Governing Board shall be two years, commencing at the conclusion of the General Assembly that follows the election of the President-elect and the election of the other members of the Governing Board in accordance with Article 15.6 and Article 15.7 and ending at the conclusion of the General Assembly that follows the next elections.
- 15.11. The members of the Governing Board may stand for re-election, but may not serve on the Governing Board more than two consecutive terms in any capacity except as President or President-elect. For the purpose of this Article, a term excludes a partial term in cases where members are elected or appointed after the commencement of the term.
- 15.12. Notwithstanding the provision of Article 15.11, a Governing Board member may stand for election again provided their new term does not commence until at least one term after the conclusion of their previous term on the Governing Board.
- 15.13. The members of the Governing Board shall observe the code of ethics determined by the Governing Board and, in particular, declare any conflicts of interest.
- 15.14. The General Assembly may suspend or dismiss a member of the Governing Board if that member has acted contrary to the Statutes or purposes of the Federation.  
The Governing Board members appointed as Chair of the Professional Council, Chair of the Regional Council, or Chair of the professional unit



representing the interests of National Association Members will cease to be members of the Governing Board if they cease to hold that role for any reason. Suspension or dismissal from that role by the body that elected them shall also constitute the suspension or dismissal of these chairs as members of the Governing Board.

**Governing Board: decision-making.**

**Article 16.**

- 16.1. Resolutions of the Governing Board shall be carried by a simple majority of the votes cast. Each member of the Governing Board shall have one vote.
- 16.2. In the event of an equal number of votes for and against a motion in a meeting, the Chair of the meeting shall have the deciding vote, provided that the Chair does not have more votes than all the other Governing Board members attending the meeting or represented at the meeting.
- 16.3. A simple majority of the members of the Governing Board attending the meeting either:
  - (a) in person;
  - (b) by telephone or videoconference; or
  - (c) by proxy,shall constitute a quorum.
- 16.4. Resolutions of the Governing Board may also be passed in writing at any time, provided:
  - (a) they are passed unanimously by all the members of the Governing Board; or
  - (b) all the members of the Governing Board have agreed (by electronic means or otherwise) with this form of decision-making, and the votes are cast in writing and the resolution will be taken in conformity with the provision of Article 16.1.
- 16.5. A member of the Governing Board must not participate in the discussions and the decision-making if they have a direct or indirect personal interest which conflicts with that of the Federation as a legal entity and as an organization. If, as a consequence no resolution of the Governing Board can be adopted, the resolution will be decided on by the General Assembly.
- 16.6. The meetings of the Governing Board shall be conducted in accordance with the Rules of Procedure.

**Governing Board: representation.**

**Article 17.**

- 17.1. The Federation is represented by the Governing Board.
- 17.2. The President and the Treasurer, acting jointly, the President and the President-Elect, acting jointly, or the President-Elect and the Treasurer, acting jointly are also authorized to represent the Association.



- 17.3. The President and the Treasurer, acting jointly, the President and the President-Elect, acting jointly, or the President-Elect and the Treasurer, acting jointly, may authorize the Secretary General to initiate, pursue or conclude legal or other formal proceedings. Such authorization shall be in writing and shall be revoked in writing.

**Governing Board: indemnification.**

**Article 18.**

- 18.1. The Federation shall indemnify every member of the Governing Board, individually and severally, and hold them harmless against every liability and all claims, judgments, penalties and damages that the Governing Board member may have to bear in relation to a forthcoming, pending or terminated law suit, investigation or other legal procedures of a civil, criminal or administrative nature (“Action”) instituted by a party other than the Federation in relation to actions, including failure to take action, in their capacity as Governing Board members.
- 18.2. The Governing Board members shall not be held harmless against claims insofar as the claims relate to personal, monetary or other benefit to which the Governing Board members were not legally entitled or in cases in which a court determines liability of the Governing Board members on the basis of intent or wilful recklessness.
- 18.3. The Governing Board members shall not accept liability, personal or on behalf of the Federation, incur costs, nor enter into a settlement in relation to the Action without prior consent of the Governing Board.
- 18.4. The Governing Board will determine the manner of conducting a defence to a claim or action in consultation with the Governing Board member.

**Professional Council.**

**Article 19.**

- 19.1. The Federation has a Professional Council. Acting in accordance with the Federation's core values, the Professional Council shall ensure the coordination of the work of the units within the Federation responsible for professional activities, policies and programmes. It shall report to and advise the Governing Board on issues relating to the Professional Council's remit and activities.
- 19.2. The Chair of the Professional Council shall be elected by the Chairs and Secretaries of all Professional Sections by written ballot in accordance with the provisions of the Statutes and the Rules of Procedure. Those eligible for nomination are the outgoing Chairs and Secretaries of all the Professional Divisions.
- 19.3. In the event of a casual vacancy for Chair of the Professional Council, a vacancy shall be declared by the Governing Board who shall make arrangements for the post to be filled in a transparent and fair process in



accordance with the Statutes and Rules of Procedure, and a written ballot shall be held for election by the Chairs and Secretaries of all the Professional Sections.

- 19.4. Further rules concerning the Professional Council may be laid down in the Rules of Procedure.

**Regional Council.**

**Article 20.**

- 20.1. The Federation has a Regional Council. Acting in accordance with the Federation's core values, the Regional Council shall ensure coordination of the work of the units responsible, at the regional level, for strengthening advocacy and supporting the visibility, coherence and effectiveness of the Federation's work. It shall report to and advise the Governing Board on issues relating to the Regional Council's remit and activities.
- 20.2. The Chair of the Regional Council shall be elected by the members of the Regional Divisions by written ballot in accordance with the provisions in the Statutes and the Rules of Procedure. Those eligible for nomination are the outgoing Chairs and Secretaries of the Regional Divisions.
- 20.3. In the event of a casual vacancy for the Chair of the Regional Council a vacancy shall be declared by the Governing Board who shall make arrangements for the post to be filled in a transparent and fair process in accordance with the Statutes and Rules of Procedure, and a written ballot shall be held for election by the members of the Regional Divisions.
- 20.4. Further rules concerning the Regional Council may be laid down in the Rules of Procedure.

**Professional and other units.**

**Article 21.**

- 21.1. The Governing Board shall establish, determine the terms of reference and reporting of, and dissolve, professional and other units such as Divisions and Sections of the Federation, and such other groups, committees, offices or other bodies as it decides are necessary for the execution of its duties and the fulfilment of the purposes of the Federation.
- 21.2. The Federation has a professional unit that represents the interests of National Association Members. The Chair of this unit will be elected by the members of its Standing Committee by written ballot in accordance with the provisions in the Statutes and the Rules of Procedure. Those eligible for nomination are the members of the Standing Committee.
- 21.3. In the event of a casual vacancy for the Chair of the professional unit that represents the interests of National Association Members a vacancy shall be declared by the Governing Board who shall make arrangements for the post to be filled in a transparent and fair process in accordance with the Statutes and



Rules of Procedure, and a written ballot shall be held for election by members of the professional unit's Standing Committee.

- 21.4. Further rules concerning the professional units may be laid down in the Rules of Procedure.

**Amendment of statutes.**

**Article 22.**

- 22.1. No amendment of these Statutes may be made other than by a resolution of the General Assembly, convened by a notice stating the intention to amend the Statutes. The notice for convening shall state the intention to amend the Statutes and include the text of the proposals.
- 22.2. The Governing Board may formulate proposals to amend these Statutes, either on its own initiative or in response to a request from Members. If a request to amend these Statutes is submitted to the Governing Board through the Secretary General and is signed by at least as many Members as shall be required to cast one-tenth part of the votes of the full membership, the Governing Board shall act upon the request.
- 22.3. The proposal for amendment of the Statutes shall be considered to be carried if at least a two-thirds majority of the votes cast are in favour of their adoption. If a quorum is not present, the provisions of Article 11.2 shall apply.
- 22.4. Amendments to these Statutes only enter into force after they have been recorded in a notarial deed. Any member of the Governing Board is authorized to appear before the notary to record the amendments to the Statutes.

**Dissolution and settlement.**

**Article 23.**

- 23.1. The Federation may be dissolved by a resolution of the General Assembly. The provisions of Article 22.1, first sentence and Article 22.3 shall apply as appropriate to such a resolution.
- 23.2. A positive liquidation balance must be spent on behalf of a public benefit organisation (“*algemeen nut beogende instelling*”) with a similar purpose or a foreign institution that is at least ninety percent (90%) focused on the public benefit and that has a similar purpose.
- 23.3. The settlement shall be carried out by the Governing Board.
- 23.4. After dissolution, the Federation shall continue to exist in so far as this is necessary until settlement of its assets. During the settlement, the provisions of the Statutes remain in force as far as possible. In documents and announcements issued by the Federation, the words “in liquidation” must be added to its name.
- 23.5. The settlement shall end on the date on which there are no assets known to the executor of the settlement.
- 23.6. The accounts and documents of the dissolved Federation will be kept for seven years after the dissolution. The custodian shall be appointed by the executors.





**Rules of procedure.**

**Article 24.**

- 24.1. The Governing Board shall approve Rules of Procedure to provide for the detailed operation of the Federation within the provisions of these Statutes.
- 24.2. The Rules of Procedure may not contradict these Statutes.

**Written means of communication.**

**Article 25.**

In these Statutes, “written” or “in writing” means: by letter, by telecopy, by e-mail or by message which is transmitted via any other current means of communication and which can be received electronically or in the written form, provided that the identity of the sender can be sufficiently established.

**END ARTICLES OF ASSOCIATION.**

**Conclusion of the deed.**

The person appearing is known to me, civil law notary.

This deed was executed in Rotterdam on the date stated in the first paragraph of this deed. The contents of the deed have been stated and clarified to the person appearing.

The person appearing has declared not to wish the deed to be fully read out, to have noted the contents of the deed timely before its execution and to agree with the contents. After limited reading, this deed was signed first by the person appearing and thereafter by me, civil law notary.