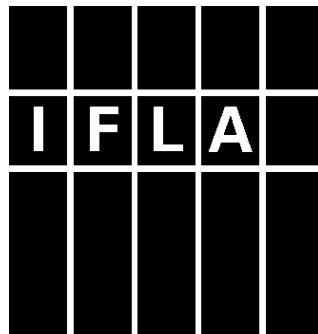


IFLA STATUTES



INTERNATIONAL FEDERATION OF LIBRARY
ASSOCIATIONS AND INSTITUTIONS
P.O. BOX 95312
2509 CH THE HAGUE
NETHERLANDS

IFLA Statutes

The Statutes were adopted at the IFLA Council meeting in Québec City, Canada, 14 August 2008.

The text of these IFLA Statutes has been translated into Dutch, and the notarial deed of the amendment of the Statutes of IFLA shall be executed in the Dutch language, to comply with Dutch law. Inevitably, differences may occur in translating this text into Dutch, and if so, the Dutch text will by law prevail. On 20 October 2008, the notarial deed has been signed and following the statutes have been registered with the Chamber of Commerce in The Hague.

Article 1 NAME AND DOMICILE

- 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.

Article 2 PURPOSE

- 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:
 - 2.2.1 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;
 - 2.2.2 to encourage widespread understanding of the value and importance of high quality library and information services in the public, private and voluntary sectors;
 - 2.2.3 to represent the interests of its Members throughout the world.

- 2.3 In pursuing its purpose, the Federation shall seek to demonstrate the following core values:
- 2.3.1 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;
 - 2.3.2 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;
 - 2.3.3 the conviction that delivery of high quality library and information services helps guarantee that access;
 - 2.3.4 the commitment to enable all Members of the Federation to engage in, and benefit from, its activities without regard to citizenship, disability, ethnic origin, gender, geographical location, language, political philosophy, race or religion.
- 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.

Article 3 FINANCIAL YEAR

- 3.1 The financial year of the Federation is the calendar year from 1 January to 31 December in each year.

Article 4 MEMBERSHIP

- 4.1 The Governing Board shall admit the members of the Federation, who are referred to throughout these Statutes as “Members”. Members may only be associations, institutions and individuals as mentioned in Articles 4.2, 4.3, 4.4, 4.5 and 4.6, that endorse the purposes of the Federation and undertake to comply with these Statutes.
- 4.2 National Association Members
- 4.2.1 National 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.
 - 4.2.2 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.

4.3 International Association Members

4.3.1 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.

4.4 Other Association Members

4.4.1 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.

4.5 Institutional Members

4.5.1 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.

4.6 Honorary Fellows

4.6.1 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.

4.7 Membership is not transferable.

4.8 The members of Association Members, referred to in Articles 4.2, 4.3 and 4.4, 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.

4.9 An association or institution that is refused membership does not have the right of appeal to the General Assembly.

Article 5 TERMINATION OF MEMBERSHIP; SUSPENSION OF RIGHTS

5.1 Membership of the Federation may be terminated by decease, dissolution, resignation, exclusion or expulsion.

5.2 A Member may resign at any time by giving written notice to the Secretary General.

5.2.1 Unless otherwise determined by the Governing Board, the resignation shall take effect at the end of the financial year.

5.2.2 Membership may however be terminated with immediate effect if the Member in question can no longer reasonably be required to remain in membership.

- 5.2.3 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.
- 5.2.4 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:
- 5.3.1 if the Member in question ceases to meet the qualifications for membership as laid down in these Statutes;
- 5.3.2 if the Member in question fails to meet and comply with its obligations in respect of the Federation; or
- 5.3.3 if the Federation cannot reasonably be required to allow the membership in question to continue.
- 5.3.4 A simple majority of the votes cast shall be required for the decision to exclude a Member.
- 5.4 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.¹
- 5.5 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.
- 5.5.1 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 as mentioned in Article 5.5.2. 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.
- 5.5.2 At intervals of no less than three years the Governing Board shall appoint a standing Appeals Panel of Members who are not themselves members of the Governing Board, to hear appeals against expulsion of Members. The Governing Board shall determine Rules of Procedure for the composition and functioning of the standing Appeals Panel.
- 5.6 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.

¹ The text of 5.4.1 in the version endorsed by the IFLA Council on 14 August 2008 has been incorporated as the last sentence in article 5.4 – as required by Dutch law - in both the Dutch and English texts.

- 5.7 A Member shall lose any right to any part of the assets of the Federation in the event of the Member's resignation, exclusion or expulsion.
- 5.8 A Member that is in arrears with its financial obligations to the Federation for a period of time 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.

Article 6 AFFILIATE AND CONSULTATIVE STATUS

- 6.1 The Governing Board may give affiliate status to individuals, institutions and organizations that support the purposes of the Federation and may assess a fee or other conditions as given in the Rules of Procedure.
- 6.1.1 The Governing Board may withdraw affiliate status if the required fee is in arrears. A simple majority of the votes cast is required for the decision.
- 6.1.2 The Governing Board may withdraw affiliate status if the affiliate has acted contrary to the Statutes or purposes of the Federation. A two-thirds majority of votes cast shall be required for such a decision.
- 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.
- 6.2.1 The Governing Board may withdraw consultative status from an organization if that organization has acted contrary to the Statutes or purposes of the Federation. A two-thirds majority of the votes cast shall be required for such a decision.
- 6.3 Affiliates and organizations with consultative status may participate in the activities of the Federation as specified in the Rules of Procedure.
- 6.4 Affiliates and organizations with consultative status may attend and speak at General Assemblies, but not vote.

Article 7 MEMBERSHIP FEES AND FINANCES

- 7.1 Every Member must pay an annual membership fee in accordance with a schedule of fees determined by the General Assembly.
- 7.2 A Member that has been suspended in accordance with Article 5.8 shall not be entitled to exercise any rights or to receive any of the Federation's services, unless the Governing Board makes an exception.
- 7.3 The Federation may accept donations in monetary or other form for aims that do not conflict with the purposes and values of the Federation.

- 7.4 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:
- 7.4.1 in the conduct of the charitable, scientific or educational activities that are necessary to pursue the purposes of the Federation;
 - 7.4.2 as payment of reasonable compensation for services rendered, including reimbursement of costs incurred;
 - 7.4.3 as payment of the fair market value of property or goods purchased by the Federation.

Article 8 GENERAL ASSEMBLY OF MEMBERS

- 8.1 The General Assembly is the highest governance level of the Federation and has four key functions:
- 8.1.1 to determine the purposes and values of the Federation;
 - 8.1.2 to approve and amend the Statutes;
 - 8.1.3 to determine the conditions of membership;
 - 8.1.4 to receive and approve the annual financial report and accounts.
- 8.2 Annually, and no later than six months after the close of the Federation's year, unless the General Assembly extends this period by five months at most on the grounds of special circumstances, a General Assembly shall be held, which shall deal with, inter alia, the annual financial report and the annual accounts.
- 8.3 The Governing Board may convene an extraordinary General Assembly to decide upon matters of urgent and extreme importance, on which decisions cannot be delayed until the next ordinary General Assembly.
- 8.4 Upon receiving a written request, signed by at least as many Members as shall be authorized to cast one tenth part of the votes in the General Assembly², 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.

² The text of the version endorsed by the IFLA Council on 14 August 2008 has been amended to comply with Dutch legal interpretation. "Required" has been replaced with "authorized" and "of the full membership" has been replaced with "in the General Assembly" in both the Dutch and English texts.

Article 9 CONVENING OF GENERAL ASSEMBLIES

- 9.1 The date and place of any General Assembly shall be determined by the Governing Board.
- 9.2 Convening notices, together with the agenda, shall be sent by the Secretariat at least two months prior to the date of the meeting to all Members.
- 9.3 The Governing Board shall – in accordance with Article 8.2 – submit for approval to the annual General Assembly the accounts for the previous financial year, which shall have been audited by a registered accountant.
- 9.4 The Governing Board shall submit to the annual General Assembly a report on the fulfilment of the Federation’s purposes during the previous financial year.
- 9.5 Items that the Members wish to propose for inclusion in the agenda must reach the Secretariat at least three months before the date of the meeting.
- 9.6 The business of the meeting shall normally be limited to those items appearing on the agenda issued with the convening notice for the meeting.
 - 9.6.1 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.

Article 10 ATTENDANCE AT GENERAL ASSEMBLIES

- 10.1 Each Association Member, referred to in Articles 4.2, 4.3 and 4.4, and each Institutional Member shall be 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
 - 10.4.1 members of the Governing Board if they are not otherwise entitled to attend;
 - 10.4.2 individuals or organizations with affiliate status;
 - 10.4.3 individuals or organizations with consultative status;

10.4.4 other individuals, associations and organizations in accordance with guidelines determined by the Governing Board.

Article 11 CONDUCT OF GENERAL ASSEMBLIES

11.1 The President of the Federation shall chair the General Assembly.

11.1.1 In the absence of the President, the President-elect shall chair the General Assembly.

11.1.2 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.

11.2.1 If a quorum is not present at a General Assembly, the announced business may be transacted subject to gaining a two-thirds majority of those present.

11.2.2 Such business shall be implemented only if subsequently endorsed by a meeting of the Governing Board, provided that meeting has a quorum.

11.3 All Members or their representatives are entitled to speak at the General Assembly.

11.3.1 Observers may speak at the General Assembly at the invitation or with the permission of the Chair.

11.3.2 All speakers must observe the protocol for meetings of the Federation set out in the Rules of Procedure.

11.4 The Chair's determination of the result of a vote is binding unless challenged immediately.

11.4.1 If the Chair's determination of the result of a vote is challenged, a new vote shall be taken.

11.5 The Secretary General shall be the Secretary for the General Assembly.

11.5.1 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.

Article 12 VOTING IN THE GENERAL ASSEMBLY

12.1 Each Member shall have a minimum of one vote in the General Assembly and in postal and/or electronic ballots.

12.1.1 The number of votes shall be in accordance with the following formula:

12.1.1.1 The votes of National Association Members are determined according to their operating expenditure:

Operating expenditure in Euros	Number of votes
Less than 50.000	10
50.000 to 499.999	20
500.000 to 2.999.999	30
3.000.000 and over	40

12.1.1.2 All International Association Members have five votes each.

12.1.1.3 Other Association Members have two votes each.

12.1.1.4 All other Members, including Honorary Fellows, have one vote each.

12.1.2 Each Member may nominate another Member to exercise proxy votes on the Member’s behalf at a 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.

12.2 Votes in General Assemblies shall be cast in accordance with the provisions in the Statutes and the Rules of Procedure.

12.2.1 Except as otherwise determined in these Statutes, decisions shall be carried by a simple majority of the votes cast, not counting Members not voting and Members who require their abstentions to be noted.

12.2.2 If a motion should receive an equality of votes for and against, the chair of the General Assembly shall have the deciding vote.

12.3 The Governing Board may hold postal and/or electronic ballots in accordance with the provisions in the Statutes and the Rules of Procedure to determine the Members’ views on issues of importance. The Governing Board shall hold these ballots in any event in case of a proposal for changes to the fees applicable to the various classes of membership, of the amendments of the Statutes and of the dissolution of the Federation.

12.3.1 The outcome of such ballot shall be reported to the Members by post and/or electronic means no later than at the next General Assembly. The General Assembly will take the outcome of such ballot in consideration, when voting on the subject of the ballot.

- 12.4 The allocation of votes as set out above also applies to the election of the President-elect and the ten members of the Governing Board referred to in Art. 13.3.2. In all other matters each Member has one vote.

Article 13 THE GOVERNING BOARD

- 13.1 The Governing Board shall consist of the President, other elected members and co-opted members. Non-Members may also be elected³ as members of the Governing Board.

- 13.2 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.

- 13.3 The elected members shall be:

13.3.1 the President-elect.

- 13.3.1.1 The President-elect shall be elected by the Members by postal and/or electronic 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 as President-elect.

- 13.3.1.2 In the event of a casual vacancy for the office of President-elect, the Treasurer shall temporarily assume the duties of the President-elect. A vacancy shall be declared by the Governing Board for the post of President-elect and a postal and/or electronic ballot shall be held.

- 13.3.1.3 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 in Art. 13.3.1.2 applies.

13.3.2 ten members.

- 13.3.2.1 Each member shall be elected by the Members by postal and/or electronic ballot in accordance with the provisions in the Statutes and the Rules of Procedure. The candidates that receive the highest number of votes, shall be elected.

- 13.3.2.2 In the event of a casual vacancy for an elected member, the Governing Board will make provision as appropriate.

³ The text of the version endorsed by the IFLA Council on 14 August 2008 has been amended to comply with Dutch legal interpretation. The translation in Dutch of the word "serve" would not cover the required meaning of this Article and so has been replaced with "elected" in both the Dutch and English texts.

13.3.3 the Chair of the Professional Committee.

13.3.3.1 The Chair of the Professional Committee shall be elected by postal and/or electronic ballot by the chairs and secretaries of all the Sections. Those eligible for the position are the outgoing chairs and secretaries of each Division. The candidate that receives the highest number of votes, shall be elected as the Chair of the Professional Committee.

13.3.3.2 In the event of a casual vacancy for Chair of the Professional Committee, the Vice-Chair of the Professional Committee shall assume the position for the remainder of the term.

13.3.4 the Chair of each Division of the Federation.

13.3.4.1 The Chair of each Division of the Federation shall be elected by postal and/or electronic ballot by the chairs and secretaries of the Sections in the Division. Those eligible for the position are the outgoing chairs and secretaries of the Division. The candidate that receives the highest number of votes, shall be elected as the Chair of that Division.

13.3.4.2 In the event of a casual vacancy, the vacancy shall be filled for the remainder of the term by the unelected candidate who received the highest number of votes in the most recent election of the Chair of that Division.

13.3.5 the Chair elected by the members of the professional unit that represents the interests of National Association Members.

13.4 Up to three further Governing Board members may be co-opted by the Governing Board to provide expertise or represent interests as determined by the Governing Board.

13.5 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 in accordance with Article 13.3.1.1, and the election of the members in accordance with Article 13.3.2.1 and ending at the conclusion of the General Assembly that follows the next elections.

13.5.1 The members of the Governing Board may stand for re-election or be re-appointed as co-opted members to the extent that they are eligible under Articles 13.3.2 and 13.3.4 through 13.5, but may not serve on the Governing Board more than two consecutive terms in any capacity except as President, President-elect or Chair of the Professional Committee. For the purpose of this Article, a term includes a partial term in cases where members are elected or appointed after the commencement of the term.

- 13.5.2 The members of the Governing Board who have served two consecutive terms may stand for election again or be re-appointed as co-opted members, provided their new term does not commence until at least one term after the conclusion of their previous term on the Governing Board.
- 13.6 The Governing Board shall elect from its own membership the Treasurer of the Federation.
- 13.7 The Secretary General shall be the Secretary of the Governing Board but is not a member of the Governing Board.
- 13.8 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 and abstain from consideration of any matters in which they have an interest.
- 13.9 The body that has appointed a member of the Governing Board is allowed to suspend or dismiss that member of the Governing Board if that member has acted contrary to the Statutes or purposes of the Federation. The General Assembly also has this authority.

Article 14 POWERS OF THE BOARD

- 14.1 The Governing Board is responsible for the governance and financial and professional directions of the Federation.
- 14.2 The Governing Board shall undertake the activities and enterprises that are necessary to pursue the purposes of the Federation. It 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.
- 14.3 Without limiting the generality of Article 14.2, the Governing Board shall:
- 14.3.1 approve the Rules of Procedure;
 - 14.3.2 designate the categories of officers of the Federation;
 - 14.3.3 determine strategic priorities for the Federation;
 - 14.3.4 adopt an annual budget for the Federation and appoint the auditor for the Federation's financial report;
 - 14.3.5 admit, exclude and expel Members of the Federation;
 - 14.3.6 appoint the Secretary General.

- 14.4 The Governing Board shall be authorized to conclude contracts on behalf of the Federation with the advice of the Secretary General.
- 14.4.1 The Governing Board may delegate the negotiation and signing of such contracts to the Secretary General.
- 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.
- 14.6 The Governing Board shall give a report to the General Assembly as specified in Article 9.4.
- 14.7 Except as otherwise determined in these Statutes, decisions of the Governing Board shall be carried by a simple majority of the votes cast. The meetings of the Governing Board shall be conducted in accordance with the protocol for meetings of the Federation set out in the Rules of Procedure. Each member of the Governing Board shall have one vote. A simple majority of the members shall constitute a quorum.
- 14.8 There shall be an Executive Committee of the Governing Board with executive responsibility delegated by the Governing Board to oversee the direction of the Federation between meetings of the Governing Board within the policies established by the Governing Board.
- 14.8.1 The Executive Committee shall consist of the President, President-elect, the Treasurer, the Chair of the Professional Committee, and two members of the Governing Board elected every two years by members of the Governing Board from among its elected members. The Secretary General gives advice and acts as Secretary to the Executive Committee.
- 14.9 There shall be a Professional Committee to ensure coordination of the work of all the units within the Federation responsible for professional activities, policies and programmes.
- 14.9.1 The Professional Committee shall consist of:
- 14.9.1.1 the Chair of the Professional Committee;
 - 14.9.1.2 the Chair of each Division of the Federation;
 - 14.9.1.3 the President-elect;
 - 14.9.1.4 two other members of the Governing Board, elected by the Governing Board from among its elected members;
 - 14.9.1.5 the Chairs of the Federation's committees relating to freedom of information, copyright, and others as determined in the Rules of Procedure;

14.9.1.6 one additional co-opted member, if appropriate, for specified purposes and limited times.

14.9.2 A Vice-Chair shall be elected by the Professional Committee from among its members.

Article 15 REPRESENTATION OF THE FEDERATION

15.1 The Governing Board represents the Federation in legal and other formal proceedings.

15.1.1 The authority to represent the Federation in legal and other formal proceedings shall also belong to the President and the Treasurer acting jointly.

15.1.2 The President 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.

15.2 In matters other than legal and other formal proceedings the President shall act as the chief representative of the Federation and provide it with professional leadership.

15.3 In matters other than legal and other formal proceedings, the Federation can additionally be represented by the President-elect, the Secretary General and, as appropriate, any other member of the Governing Board; or by any other Member who has received due authorisation to represent the Federation.

15.4 The General Assembly⁴ shall determine who shall represent the Federation – in legal and other formal proceedings – should any representative suffer a conflict of interest or otherwise be unable to represent the Federation.

15.5 The management of the Federation shall be directed by a chief executive officer who is known as the Secretary General.

15.6 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.

15.6.1 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.

⁴ The text of the version endorsed by the IFLA Council on 14 August 2008 has been amended to comply with Dutch law, in particular in the relationship of this article to article 15.1. In 15.4 “Governing Board” has been replaced with “General Assembly” in both the Dutch and English texts.

15.6.2 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.

15.6.3 The Governing Board will determine the manner of conducting a defence to a claim or action in consultation with the Governing Board member.

Article 16 PROFESSIONAL AND OTHER UNITS

16.1 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.

16.2 The Governing Board shall draw up Rules of Procedure for professional and other units.

Article 17 AMENDMENT OF STATUTES

17.1 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 and including the text of the proposals.

17.1.1 The notice for convening shall state the intention to amend the Statutes and include the text of the proposals.

17.1.2 The notice for convening shall be sent at least three months prior to the date of the meeting to all Members.

17.2 Any proposal to amend these Statutes shall be subject to a postal and/or electronic ballot of all the Members of the Federation to determine the Members' views on this subject in accordance with the provisions of Articles 12.3 and 12.3.1.

17.2.1 Notice of the ballot shall be given in accordance with the provisions of Articles 17.1.1 and 17.1.2.

17.3 The Governing Board may formulate proposals to amend these Statutes, either on its own initiative or in response to a request from Members.

17.3.1 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.

- 17.4 The proposal for amendment of the Statutes shall be considered to be carried if a two-thirds majority of the votes cast are in favour of their adoption. If a quorum is not present, the provisions of Articles 11.2.1 and 11.2.2 shall apply.
- 17.5 Amendments to these Statutes only enter into force after they have been recorded in a notarial deed.
- 17.5.1 Any member of the Governing Board is authorized to appear before the notary to record the amendments to the Statutes.
- 17.6 The members of the Governing Board are required to deposit a copy of the notarial deed recording the amendments, as well as the amended complete and continuous text of the Statutes, at the register in the office of the Chamber of Commerce in The Hague.

Article 18 DISSOLUTION AND SETTLEMENT

- 18.1 The Federation may be dissolved by a resolution of the General Assembly. The provisions of Articles 17.1 up to and including 17.4 shall apply as appropriate to such a resolution.
- 18.2 In the event of dissolution, the proposals for dissolution shall provide that the liquidation surplus shall be applied for the benefit of the common good of library and information associations and service in accordance with the purposes of the Federation and the provisions of Article 7.4.
- 18.3 The settlement shall be carried out by the Governing Board.
- 18.4 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.
- 18.5 The settlement shall end on the date on which there are no assets known to the executor of the settlement.
- 18.6 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.

Article 19 RULES OF PROCEDURE

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

Article 20 FINAL ARTICLE

20.1 All powers and functions that are not assigned to others by these Statutes remain with the General Assembly.