

# PELS RIJCKEN

## Memorandum

for The International Federation of Library Associations and Institutions  
from Pels Rijcken & Droogleever Fortuijn N.V.  
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subject Explanatory notes to the proposed amendment of the Statutes of The International Federation of Library Associations and Institutions, as it will be submitted for decision to the extraordinary General Assembly to be held in February 2021.  
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*The document explains the reasons and consequences of the various proposals to amend the current articles of association ('Statutes') of The International Federation of Library Associations and Institutions ('IFLA'). The document follows the articles of the draft deed of amendment of the Statutes with version date 9 November 2020.*

### *General*

The amendment to the Statutes includes a number of adjustments necessary from amendments to the law, practical issues like electronic voting, clarification and simplification.

### *Article 2.3 under d (new)*

This section clarifies the current core values.

### *Article 3*

Numbers must be written out in full.

### *Article 4.1 and article 4.3 (new)*

Article 4.3 makes clear which members are members in the meaning of the Dutch Civil Code ('DCC') (and deleted part of article 4.1 in connection thereto).

### *Article 5.5.2*

Article 5.5.2 can be written out in the Rules of Procedure.

### *Article 5.7*

Article 5.7 can be deleted because a member has no right to the assets of IFLA, even before resignation, exclusion or expulsion.

*Article 5.5 last sentence (new)*

Addition of article 7.2 under the current Statutes.

*Article 6*

The specific rules re. affiliate and consultative status can be laid down in the Rules of Procedure (as mentioned in Article 6.4 (new)).

*Article 7.2*

Article 7.2 is deleted and added to Article 5.5.

*Article 7.3*

This is clear and can be deleted.

*Article 7.3 (new)*

Article 7.3 is an obligation under the DCC.

*Article 8.1 under b (new)*

The General Assembly takes the resolution to amend the Statutes (not approval).

*Article 8.2 (new)*

The text changed to reflect the text of the DCC.

*Article 8.3 (new)*

The text of Article 9.3 of the current Statutes changed to reflect the text of the DCC and put after Article 8.2 (new), in Article 8.3 (new).

*Article 8.4*

Article 8.4 is moved to Article 9.5 (new).

*Article 9.2*

The convening period changed to four weeks (minimum according to DCC is seven days, but this seems too short for an internationally operating association as IFLA); this will make it more flexible: a convening period of six weeks or two months is still possible but not required anymore.

*Article 9.3 (new)*

Article 9.3 changed to six weeks. This gives sufficient time to include the proposal in the convening notice.

*Article 9.5 (new)*

Article 8.4 is moved to Article 9.5 (new).

*Article 10.1*

Article 10.1 contains the new definition of 'Member'.

*Article 11.3 and Article 11.4*

These rules could be included in the Rules of Procedure. The right to speak at the General Assembly is entitled to the membership of an association.

*Article 12.1*

Article 12.1 contains a clarification that suspended members have no voting rights in the General Assembly or in written ballots.

*Article 12.3*

This provision is clarified regarding practical issues of received proxies.

*Article 12.4*

Text changed and moved to article 12.7 (new); last sentence is deleted.

*Article 12.5 (new)*

Article 12.5 (new) contains a clarification.

*Article 12.7 (new)*

Article 12.7 (new) contains a clarification.

*Article 12.8 (new)*

Article 12.8 (new) includes the option of electronic voting and the rules under the DCC.

*Article 12.9 (new)*

Article 12.9 (new) includes the possibility to cast votes electronically in a period of at a maximum 30 days before the General Assembly; these votes count as votes cast at a General Assembly.

*Article 12.10 (new)*

Article 11.4 is moved to Article 12.10 (new).

*Article 13.1 (new) and article 13.2 (new)*

The legal term under the DCC is used for the advisory ballot: the referendum, and deleted the mandatory referendum in case of change of fees, amendment of the Statutes and dissolution.

*Article 13.3, Article 15.1 (new) and Article 15.9 (new)*

The rules as laid down in Article 13.3 are changed and moved to Article 15.1 (new), Article 15.9 (new), Article, 19 (new), Article 20 (new) and Article 21 (new).

*Article 14.7*

Article 14.7 is changed and moved to Article 16.1 (new) and Article 16.3 (new).

*Article 14.8*

The provision regarding the Executive Committee is deleted.

*Article 14.9*

Article 14.9 is changed and moved to Article 19 (new), Article 20 (new) and Article 21 (new).

*Article 15.2 (new)*

Article 15.2 (new) stipulates that the Governing Board will still be competent if the number of members of the Governing Board falls below eleven.

*Article 15.3 (new)*

Following a proposal for the Bill (parliament number 34491), the Statutes should give rules for the situation of absence of Governing Board members.

*Article 15.4 (new)*

Article 13.7 and Article 15.5 are changed and moved to Article 15.4 (new).

*Article 15.6 (new)*

Article 13.6 is changed and moved to Article 15.6 (new); the Treasurer shall be elected by the Members.

*Article 15.7 (new)*

Article 15.7 (new) includes a mandatory rule under the DCC.

*Article 15.11 (new)*

In accordance with Article 15.11 (new), it is possible that a member of the Governing Board can have a term of office for more than four years; a term *excludes* a partial term in cases where members are elected or appointed after the commencement of the term.

*Article 15.14 (new)*

In Article 15.14 (new) is clarified that the General Assembly may suspend or dismiss a member of the Governing Board.

*Article 16.4 (new)*

Article 16.4 (new) is added to the Statutes, the Governing Board can take written resolutions to make the decision-making process of the Governing Board more flexible.

*Article 16.5 (new)*

The rules for conflict of interest are added to Article 16.5 (new) following from the Bill (parliament number 34491).

*Article 17 (new)*

The rules regarding representation are clarified. Article 15.2 (new) and Article 15.3 (new) are deleted.

*Article 17.2 under b (new)*

Article 15.4 is changed in accordance with the DCC and moved to Article 17.2 under b (new).

*Article 19 (new), Article 20 (new) and Article 21 (new)*

The rules regarding the Professional Council, the Regional Council and the professional and other units are obtained in Article 19 (new), Article 20 (new) respectively Article 21 (new). Article 16.2 is moved to Article 20.4 (new).

*Article 17.1.2*

This article is deleted. There is no special period for convening a General Assembly where a proposal to amend the articles will be on the agenda; the regular convening period of at least four weeks is applicable and gives more flexibility.

*Article 17.2*

This article is deleted, because it is not necessary under DCC.

*Article 25 (new)*

A definition of 'written' is added including all means of communication in writing used these days.

*Article 26 (new)*

The rule of Article 17.2 (If a member of the Governing Board has an interest that conflicts with that of the Federation, the Federation can be represented by the member of the Governing Board or other person, specially appointed by the General Assembly for that purpose.) will be deleted when the Bill (parliament number 34491) comes into effect.

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