

CONTINUOUS TEXT of the articles of association of Stichting Conference of European National Librarians, with corporate seat in The Hague, after partial amendment to the articles of association, by deed executed before Maria Francisca Elisabeth de Waard-Preller, civil law notary in Rotterdam, on 3 October 2018.

This is a translation into English of the original Dutch text. An attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so the Dutch text will by law govern.

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ARTICLES OF ASSOCIATION.

Definitions.

Article 1.

Director: A participant in the foundation, as described in article 5;

Board of Directors: The meeting of participants, as described in article 6;

Executive Committee: The foundation's Executive, as described in article 8;

Member of the Executive Committee: Member of the foundation's Executive Committee and Director in the sense of section 291, chapter 6 of Book 2 of the Netherlands Civil Code;

National library: A national library or libraries in one of the Member States of the Council of Europe and in Vatican City, and acknowledged as such by the Board of Directors;

Member State: The Member States of the Council of Europe and Vatican City.

Name, registered seat and office address.

Article 2.

1. The name of the foundation is: Stichting Conference of European National Librarians; but may be referred to in abbreviation as "the CENL foundation".
2. The foundation has its registered seat in the municipality of The Hague, The Netherlands.
3. The foundation will have its office address in its chairperson's national library.

Object.

Article 3.

The object of the foundation is:

- to increase and reinforce the role of national libraries in Europe, in particular in respect of their responsibilities for maintaining the national cultural heritage and ensuring the accessibility of knowledge in that field;
- to promote services which national libraries can offer;
- to provide, develop and systematically support a goal-oriented collaboration between national libraries, allied organisations and bodies in Europe in order to ensure unimpeded access for the users of publications and documentary files stored in any form whatsoever;
- to set up and maintain an effective information network, and
- all that which is connected or which could be conducive to the above, in the widest sense of the word.

Assets.

Article 4.

The foundation's assets are formed by the contributions paid by the individual participants, to be fixed by the meeting of participants, subsidies, gifts, legacies, that which is left to the foundation in wills, and other income.

Directors.

Article 5.

1. The foundation's directors are the directors of the Member States' national libraries admitted by the Board of Directors.
2. Directors are required to pay the foundation the contributions referred to in article 4 above.
3. A director will cease to be a director:
  - a. as a result of his resignation as director of a national library;
  - b. as a result of his death;
  - c. by giving notice of termination;
  - d. if he goes into bankruptcy, involuntary liquidation or applies for a suspension of payments;
  - e. if he is made the subject of a guardianship order;
  - f. as a result of his expulsion by the Board of Directors; a resolution to this end requires a majority of two-thirds of the votes cast in a meeting at which two-thirds of the foundation's directors are present or represented;
  - g. as a result of his/her expulsion by the Executive Committee; a resolution to this end requires an absolute majority of the votes cast in a meeting at which all members of the Executive Committee are present or represented. With due consideration of the preceding sentence, the Executive Committee may only resolve on the expulsion, if a director:
    - fails to fulfil his/her obligations under Article 5 paragraph 2 during a period of more than twelve months (the "Default Period");
    - received three months after the Default Period a written notice stating his/her default from the treasurer of the foundation (the "Notice"); and
    - does not fulfil his/her financial obligations under Article 5 paragraph 2 within one month after receipt of the Notice.
4. Against the expulsion by the Executive Committee in accordance with Article 5 paragraph 3 under g of these articles of association, the director is entitled to appeal in writing to the Board of Directors within one month upon receipt of the Notice. During the term of appeal and pending the appeal, the director is suspended. The Board of Directors will decide on such appeal by a simple majority of the votes cast at the first meeting of the Board of Directors following receipt of such appeal.
5. If a director ceases to be a director in the course of a financial year, he will nevertheless be required to pay the full contribution for that year.

Board of Directors; organisation and tasks.

Article 6.

1. The Board of Directors is charged in particular with appointing the members of the

- Executive Committee as described in paragraph 3 of article 8 below.
2. Meetings of the Board of Directors will be held as often as the chairperson of the Board of Directors convenes a meeting, but at least once a year.
  3. Meetings of the Board of Directors will be convened by the chairperson of the Board of Directors or, on the latter's behalf, by the official secretary of the Executive Committee, and must be convened in writing with an agenda, setting out the matters to be considered, giving notice of a period of at least fourteen days before the meeting. If the meeting is not convened in writing, if matters are considered which were not included on the agenda in the convening notice or if the meeting is convened giving notice of a period of less than fourteen days, resolutions may nevertheless be adopted, provided that all the directors are present and provided that none of the directors entitled to vote objects to resolutions being adopted.
  4. Meetings of the Board of Directors will be held in one of the Member States in a place to be designated by the chairperson of the Board of Directors.
  5. Directors, members of the Executive Committee, the official secretary and any other persons admitted to the meeting by the directors present at the meeting will have access to meetings. A director can arrange for a fellow-member of the Board of Directors or a fellow-director or staff member of the National Library involved, holding a written proxy to that effect, to represent him in a meeting. A director may represent more than one fellow-director in a meeting.
  6. The meetings of the Board of Directors will be chaired by the chairperson of the Executive Committee. In the absence thereof, the meeting will be chaired by the vice-chairperson of the Executive Committee and in the absence of that vice-chairperson, the meeting will appoint its own chairperson. Until that time, the most senior director present at the meeting, in terms of age, will deputise for the chairperson.
  7. The official secretary or another person to be appointed for that purpose by the chairperson of the meeting will take minutes of the meeting, and these will be adopted in the same or in the following meeting and signed in evidence of that fact by the person who took the minutes and by the chairperson.
  8. The Executive Committee will inform the Board of Directors of any matters of importance or significance with which the Executive Committee believes the Board of Directors should be acquainted, and furthermore concerning any matters on which the Board of Directors has requested information from the Executive Committee.

Board of Directors; the decision-making process.

Article 7.

1. The Board of Directors will have directors with and without voting rights. One director per Member State will have voting rights.
2. Any resolutions in respect of which the present Articles of Association do not provide otherwise, will be adopted by an absolute majority of the votes cast in a meeting at which a majority of the directors entitled to vote is present or represented. If such a majority of the directors entitled to vote is not present or represented at the meeting, a second meeting will be convened and will be held no earlier than two and no later than four weeks after

the first meeting. A valid resolution may be adopted in this second meeting, irrespective of the number of directors entitled to vote who are present or represented, provided such resolutions are adopted by an absolute majority of the votes cast.

3. Abstentions will be deemed not to have been cast.
4. In the event of a tied vote on the appointment of persons, lots will be drawn. In the event of a tied vote on matters of business, the motion will be deemed to have been rejected.
5. All voting will be conducted orally. The chairperson may however resolve that votes must be cast in writing. If the voting concerns the election of a person, any of the participants present and entitled to vote may require voting to be conducted in writing. Written votes will be cast by means of unsigned ballots.
6. Resolutions of the Board of Directors may, instead of at a meeting, be passed in writing, provided that all directors entitled to vote are familiar with the resolution to be passed and none of them objects to this decision-making process within two (2) months upon receipt of the proposed resolution.

Executive Committee, composition, appointment and resignation.

Article 8.

1. The foundation's Executive Committee will consist of a number of members, at least three persons, to be fixed by the Board of Directors. A Committee consisting of less than the required number of members will remain an authorised body. Any vacancies will be filled at the earliest opportunity.
2. Only directors of national libraries or staff members of national libraries can become members of the Executive Committee.
3. Members of the executive committee will be appointed by the board of directors, with due observance of the provisions set out in the previous paragraph, for a period of at most three years, unless a member of the executive committee is appointed for a period exceeding this.
4. The board of directors will appoint a chairperson, a vice-chairperson/secretary and a treasurer from amongst the members of the executive committee.
5. A member of the executive committee will step down:
  - a. if he resigns as director or staff member of a national library;
  - b. as a result of his death;
  - c. as a result of his voluntary resignation;
  - d. if he goes into bankruptcy, involuntary liquidation or applies for a suspension of payments;
  - e. if he is made the subject of a guardianship order;
  - f. as a result of a his dismissal granted by a court in the cases provided for in law;
  - g. as a result of his expulsion by the board of directors; a resolution to this end requires a majority of two-thirds of the votes cast in a meeting at which two-thirds of the directors are present or represented.

Executive Committee; the decision-making process.

Article 9.

1. Every member of the Executive Committee will have one vote.

2. All resolutions in respect of which no provisions to the contrary have been made in the present Articles of Association will be adopted by an absolute majority of the votes cast in a meeting at which all the members of the Executive Committee are present. If not all the members are present, a second meeting will be convened and will be held no earlier than two and no later than four weeks after the first meeting. A valid resolution may be adopted in this second meeting, provided at least the majority of the members of the Executive Committee are present or represented, and provided the resolution is adopted by an absolute majority of the votes cast.
3. Abstentions will be deemed not to have been cast.
4. In the event of a tied vote, the motion will be deemed to have been rejected.
5. All voting will be conducted orally. The chairperson may however resolve that votes must be cast in writing. Written votes will be cast by means of unsigned ballots.
6. Resolutions of the Executive Committee may, instead of at a meeting, be passed in writing, provided that all members of the Executive Committee are familiar with the resolution to be passed and none of them objects to this decision-making process within two (2) months upon receipt of the proposed resolution.

Tasks of the Executive Committee.

Article 10.

1. The Executive Committee is charged with the management of the foundation or, as the case may be, supervising the execution of this management by the official secretary.
2. With due observance of the provisions of paragraph 1 of this article, the tasks of the Executive Committee will include in particular:
  - a. adopting instructions for and supervising the tasks of the official secretary;
  - b. determining the tasks of the foundation's official secretary;
  - c. adopting the annual budget;
  - d. adopting the annual accounts referred to in paragraph 3 of article 13;
  - e. any other matters charged to the Executive Committee in particular or in general pursuant to the bylaws.

Representation.

Article 11.

1. The foundation will be represented by the Executive Committee. The right to represent the foundation will also be vested in two members of the Executive Committee acting jointly.
2. The Executive Committee may also grant one or more of its members or third parties, either jointly or individually, a power of attorney, permanent or otherwise, to represent the foundation within the restrictions laid down in that power of attorney.
3. The Executive Committee will at any rate grant a power of attorney to a member of the chairperson's national library staff, who will have the title of official secretary.
4. The official secretary will be responsible for organising the meetings of the Executive Committee, organising the meetings of the Board of Directors in collaboration with the national library within the Member State in which the meeting of the Board of Directors is organised, taking the minutes of the matters considered in the meetings, giving advice and information before and after meetings and distributing the documents concerning the

meeting, the annual accounts referred to in paragraph 3 of article 13 and other documents.

Committees

Article 12.

The Executive Committee may set up committees. The way in which committees are set up and operate will be provided for in bylaws to be adopted by the Executive Committee.

Financial year and annual accounts.

Article 13.

1. The foundation's financial year will be concurrent with the calendar year.
2. The Executive Committee is required to keep records of the foundation's assets which are such that its rights and obligations can be established on that basis at any time.
3. The Executive Committee is required to draw up and adopt a budget, a balance-sheet, a statement of the foundation's income and expenditure and a report on the foundation's activities every year, within six months of the end of the financial year.
4. The Executive Committee will send all the directors a copy of the annual accounts referred to in paragraph 3, and they will consider these annual accounts in the first meeting following the receipt of these documents.
5. The documents referred to in paragraph 3 will be audited by an accountant, as described in section 393 of Book 2 of the Netherlands Civil Code, who will report to the Executive Committee on his findings and record the outcome of his audit in a statement.
6. The Executive Committee is required to keep all the documents referred to in the preceding paragraphs for a period of ten years.

Amendments to the Articles of Association.

Article 14.

1. The Executive Committee is authorised to amend the Articles of Association.
2. A resolution by the Executive Committee to amend the Articles of Association will require a majority of two-thirds of the votes cast at a meeting in which all the members of the Executive Committee are present. If not all the members of the Executive Committee are present or represented at the meeting in which a proposal to amend the Articles of Association is to be considered, a second meeting will be convened and will be held no earlier than two and no later than four weeks after the first meeting. A valid resolution on the proposal submitted to the first meeting may be adopted in this second meeting, irrespective of the number of members of the Executive Committee present or represented, provided such a resolution is adopted by a majority of two-thirds of the votes cast.
3. The notice convening a meeting in which an amendment to the Articles of Association is to be considered, must enclose a copy of the proposal quoting the verbatim text of the proposed amendment.
4. A resolution to amend the Articles of Association requires the approval of the Board of Directors, who can only grant such approval by a majority of two-thirds of the votes cast at a meeting at which two-thirds of the directors are present. Paragraph 2 of this article will be applicable 'mutatis mutandis'.
5. Contrary to the provision of paragraph 4, a resolution to amend the Articles of Association, requires the approval of all the Directors if and insofar as the obligations of the Di-

rectors will be increased as a result of such an amendment.

6. A resolution to amend the Articles of Association will not become effective until a notarial record has been drawn up. Every member of the Executive Committee is authorised to have such a deed executed.

Winding up.

Article 15.

1. The Executive Committee is authorised to wind up the foundation.
2. The provisions of paragraph 2 of the preceding article are applicable 'mutatis mutandis' to the Executive Committee's resolution to wind up the foundation.
3. The resolution to wind up the foundation will also determine how the balance left after liquidation will be appropriated.
4. Paragraph 4 of article 14 will be applicable 'mutatis mutandis' to a resolution to wind up the foundation and to determine the appropriation of the balance left after liquidation.
5. After the winding up, the foundation will be liquidated by the members of the Executive Committee.
6. After the liquidation, the foundation's books and records will remain in the keeping of the person to be designated by the liquidators for the period prescribed in law.
7. The provisions of chapter 1, Book 2 of the Netherlands Civil Code are otherwise applicable to the liquidation.

Bylaws.

Article 16.

1. The Executive Committee may adopt one or more bylaws.
2. Paragraphs 2 to 5 inclusive of article 14 above will be applicable 'mutatis mutandis' to a resolution to adopt and amend bylaws.

Final provisions.

Article 17.

1. The Executive Committee will decide in any cases not provided for in law or in the Articles of Association.
2. He can mean she in the context of this document.
3. The term "written" or "in writing" shall also include the use of electronic means of communication."