

On the thirteenth day of June two thousand and two, appeared before me, GERRIT JAN WIEBERDINK, notary in The Hague:

Ms. **TERESA MARY HACKETT**, director, born in London, United Kingdom on the twenty-two of February nineteen hundred and sixty-three, residing at 2555 PN The Hague, Speenkruidstraat 27, unmarried, passport number: N493769.

The appearer declared that, as is evident from the extract of the minutes of the inaugural meeting held on the thirteenth of June nineteen hundred and ninety-two in The Hague attached to this charter, the Council of the **EUROPEAN BUREAU OF LIBRARY, INFORMATION AND DOCUMENTATION ASSOCIATIONS (abbreviated as EBLIDA)**, an association having its seat in The Hague, has decided to:

- have the Constitution of the association laid down in a notarial act;
- authorize him, appearer, to pass this notarial act;
- make any editorial changes in the text of the Constitution which should prove to be necessary, useful or desirable.

For the execution of the said resolution the appearer declared that the afore-mentioned association is governed by the following

CONSTITUTION

CHAPTER I

INTRODUCTORY PROVISION

Article 1

The name of the association shall be: European Bureau of Library, Information and Documentation Associations (abbreviated as EBLIDA). It was founded on the 13th of June 1992; it shall be an (international) non-governmental association pursuing the interests of the library and information science profession; the association has been established in accordance with Dutch association law, a legal form not aimed at making profits. The association has its seat in The Hague, Netherlands.

CHAPTER II

OBJECTIVES

Article 2

The objectives of the Association are the following:

- to foster consultation between its members on matters of common concern;
- to act as a channel of communication between its members and other interlocutors, foremost amongst which would be the European Commission, the European Parliament and other institutions of the European Community;
- to act as a representative voice of the library and information science profession in European matters;
- and, finally, to serve and promote other interests of the library and information science profession, its institutions and its professional workers in Europe.

CHAPTER III

ACTIVITIES

Article 3

The activities of the Association include the following:

- a. to communicate its members' views to the European Commission, the European Parliament, other institutions of the European Community and other appropriate third parties, which involves participating in formal EC procedures as well as influencing said institutions, third parties and key individuals in less formal mode, at an as advanced stage as possible;

- b. to gather all information relevant to the objectives of the Association and to distribute said information among its members;
- c. to establish and maintain a set of effective communication procedures for consultation and discussion between the bodies of the Association on the one hand and the members on the other hand, as well as between members;
- d. to respond adequately whenever consulted by the afore-mentioned European institutions, in a way to establish the Association as an indispensable advisory body;
- e. to seek representation in appropriate fora;
- f. to cooperate with organizations, governmental as well as non-governmental, in matters of common interest;
- g. all other lawful activities which may further the objectives of the Association.

CHAPTER IV CONDITIONS FOR ADMISSION TO MEMBERSHIP

Article 4

The Association comprises:

- Full Members;
- Associate Members.

Article 5

The following are eligible for admission as Full Members:

- a. professional associations in Member States of the European Community engaged on a national representative level in pursuing the interests of library and information science service;
- b. other organizations in Member States of the European Community not belonging to category a whose members are in a majority drawn from Member States of the European Community which are deemed eligible for admission by a decision of the Council.

The following are eligible for admission as Associate Members:

- c. similar organizations to those related under a and b in European States which are not Member of the European Community;
- d. other organizations not belonging to categories a, b or c which are deemed eligible by a decision of the Council.

Article 6

The Executive Committee shall submit its decisions concerning requests for admission to membership to the Council for confirmation.

An Associate Member belonging to category c) of Article 5 shall be invited to file a request for admission to full membership if and when the State in question becomes member of the European Community.

CHAPTER V RIGHTS AND OBLIGATIONS OF MEMBERS; LOSS OF MEMBERSHIP

Article 7

- a. Members have the right to benefit from the activities of the Association;
- b. Members shall pay an annual membership fee.

Article 8

Notifications of resignation shall be sent to the Secretariat.

Notifications of resignation shall be sent before the thirtieth of June in order to be valid in the following calendar year.

Resignation of a member shall not relieve such member from the obligation to pay arrears of membership fee and the membership fee for the calendar year in which the resignation took place.

Article 9

Members are liable to dismissal or suspension:

- a. if, without the consent of the Executive Committee, they have one year arrears of payment of membership fee;
- b. if they no longer fulfil other conditions for admission to membership.

Article 10

Decisions on dismissals and suspensions shall be made by the Council on the basis of a well-reasoned recommendation of the Executive Committee.

The Council shall decide on the matter at its next meeting.

Article 11

No decision on dismissals or suspensions shall be effective unless passed by a two-thirds majority of the votes cast.

Article 12

A member has the right to forward a defence to the Council against the recommendation of the Executive Committee to dismiss or suspend him.

CHAPTER VI

BODIES

Article 13

The bodies of the Association are the following:

- the Council;
- the Executive Committee;
- the Secretariat;
- optional ones, such as Standing Committees, ad hoc Committees.

The executive officer of the Association is the Director, who is head of the Secretariat.

CHAPTER VII

THE COUNCIL

Section 1

Composition

Article 14

The Council is composed of representatives of the Full Members and the Associate Members, in accordance with the following provisions:

- (a) All members shall be entitled to one representative on the Council.
- (b) All members are free to choose their representative for each meeting of the Council.
- (c) Only Full Members' representatives have a voting right, i.e. one vote per member.
- (d) All members' representatives have access to and right to speak in the Council.
- (e) One person may be appointed by more than one member at the same time as his representative on the Council. This implies the right to vote differently on behalf of different represented Full Members.
- (f) Representatives of Full Members which have arrears of payment of membership fees for a year or more without the consent of the Executive Committee shall not be entitled to vote.
- (g) Representatives of suspended members have no access to the the Council.

Section 2

Powers and tasks

Article 15

The Council shall

1. determine the policy and the general programme of activities of the Association;
2. determine the membership subscription structure and the annual membership fee;

3. decide on applications for membership;
4. approve the annual financial report and the annual report on activities by the Executive Committee;
5. elect the Chairperson of the Association, who is also the Chairperson of the Executive Committee, and the other Executive Committee members;
6. deal with all matters placed on its agenda by the Executive Committee;
7. adopt any revisions of the Constitution;
8. decide on the dissolution and the liquidation of the Association.

Section 3

Frequency of meetings

Article 16

The Council shall meet at least once a year, preferably in conjunction with another significant event in the curriculum of professional gatherings.

Article 17

Moreover, the Council shall meet whenever it will be necessary to take decisions on matters within its competence.

Section 4

Meetings of the Council

Article 18

The Council shall be convened by way of notification to all members:

- at least two months prior to the meeting date; and
- in writing.

Article 19

Notification of a Council meeting shall be sent out at the request of:

- the Chairperson, or
- one-third of the members of the Executive Committee, or
- one quarter of the Full Members of the Association.

Article 20

Notification of a Council meeting shall indicate:

- date and place of the meeting, and
- its agenda, the nature of the business to be transacted.

Article 21

The meetings of the Council shall only be valid if they have been convened in accordance with this section.

Section 5

Procedure of the Council

Article 22

The Council shall meet under the chairmanship of the Chairperson, assisted by the Director.

Article 23

Without prejudice to the provisions in Article 24, the Council shall have the right to take binding decisions, if at least one-third of its Full Members is represented.

Article 24

Decisions of the Council with regard to:

- the dissolution or the liquidation of the Association;
- the revision of its Constitution,

shall be of no effect unless at least two-thirds of the Full Members are represented. Provided however that if the Council has been convened once without two-thirds of the Full Members being represented, the Council shall be entitled, after a second notification, to take a binding decision concerning any of the afore-mentioned matters under the provision of Article 23.

Article 25

Without prejudice to the provisions in Articles 11, 26 and 30 decisions taken by the Council shall be by way of a simple majority of the votes cast. Any submitted decisions on which there is equality of votes shall be resubmitted. If the second voting does not produce a simple majority, it shall be regarded as turned down.

Article 26

Decisions of the Council with regard to:

- the dissolution and the liquidation of the Association;
- the revision of its Constitution

shall be of no effect unless passed by a majority of at least two-thirds of the valid votes cast.

Article 27

The Council shall be authorized to take binding decisions only with regard to matters appearing on its agenda in accordance with Article 20.

Section 6

Procedure for informing the members of the decisions of the Council

Article 28

The decisions of the Council shall be recorded in the minutes. Copies shall be sent to all members of the Association.

CHAPTER VIII

THE EXECUTIVE COMMITTEE

Section 1

Composition

Article 29

The members of the Executive Committee shall be elected by the Council for a period of two years.

Article 30

Decisions with regard to dismissal of members of the Executive Committee shall be taken by the Council with a two-thirds majority of the votes cast.

Article 31

The members of the Executive Committee, with the exception of its Chairperson, are Full Members of the Association (vide artt.4 and 5).

Article 32

1. At least two weeks before the Council meeting for which elections are announced, each interested full member notifies the Secretariat in writing of its wish to stand. This notification contains the name of the person who will represent the member in the Executive Committee after its election as well as a substitute representative. It is signed on behalf of the full member and by its representative to be.
2. The Secretariat notifies the Eblida members of the aforesaid notifications.
3. If an elected member on the Executive Committee wishes to change his representative during the term, he is authorised to do so. To validate this change the member must notify the Secretariat in writing.
4. A representative can be re-appointed consecutively once only.

Article 33

1. The Chairperson of the Association shall be elected on the basis of a nomination, in writing and signed by at least three full members. This nomination and the signed acceptance by the nominee are notified to the Secretariat at least two weeks before the Council meeting for which the elections are announced.
2. The Secretariat notifies the EBLIDA members of the aforesaid notifications.

3. The substitute Chairperson is appointed by the Executive Committee in its first meeting after the elections from the aforesaid representatives.

Article 33a

The substitute Chairperson and the substitute representatives are fully authorised to act in case of absence of the chairperson and the representatives.

Article 34

The Executive Committee shall consist of:

1. at least 4 and no more than 10 Full Members of the Association, subject to the decision of the Council;
2. the Chairperson of the Association.

Article 35

In electing the members of its Executive Committee the Council shall strive to ensure a well-balanced composition of that body, both geographically and with a view to the major professional concerns of the Association.

Section 2

Powers and tasks

Article 36

The Executive Committee shall exercise all managerial and administrative powers, shall be entitled to represent the Association in conducting legal affairs or otherwise and shall fulfil all tasks which are not reserved to the Council.

Article 37

The Executive Committee shall have power to establish Standing Committees and ad hoc Committees, and to appoint their chairpersons.

Article 38

The Executive Committee shall appoint the Director, who will be head of the Secretariat.

Article 39

The tasks assigned to the Executive Committee include the following:

- to submit an annual report on activities, as well as the annual budget and accounts of the Association to the Council;
- to submit an annual programme of activities to the Council;
- to submit the membership structure and the annual membership fee;
- to submit decisions on admission to membership in accordance with the Articles 5 sub b and 6 to the Council, in order to obtain an authorized decision or confirmation, respectively, by the Council.

Section 3

Loss of membership

Article 40

Members of the Executive Committee may resign.

Article 41

Notifications of resignation from the Executive Committee shall be addressed to the Chairperson of the Association, who is also the Chairperson of the Executive Committee.

Article 42

Members of the Executive Committee failing to attend three meetings of the Executive Committee in succession, shall be assumed to have relinquished their membership.

Section 4

Meetings of the Executive Committee

Article 43

The Executive Committee shall meet at least twice a year.

Article 44

Moreover, the Executive Committee shall meet whenever it will be necessary to take decisions on matters within its competence.

Article 45

All meetings of the Executive Committee shall be convened by way of notification to all its members:

- at least one month prior to the meeting date;
- in writing.

Article 46

Notification of an Executive Committee meeting shall be sent out at the request of:

- the Chairperson,
- or half of the members of the Executive Committee.

Article 47

Notification of an Executive Committee meeting shall indicate:

- the place of the meeting;
- the nature of the business to be transacted.

Article 48

The meetings of the Executive Committee shall only be valid if the meeting has been convened in accordance with this section.

Section 5

Procedure of the Executive Committee

Article 49

The Executive Committee shall meet under the chairmanship of the Chairperson, assisted by the Director, Head of the Secretariat.

Article 50

The Chairperson and the members of the Executive Committee shall be entitled to one vote each.

Article 51

The Executive Committee shall take binding decisions only in respect of matters appearing on its agenda in accordance with Article 47.

Article 52

The Executive Committee shall take decisions by simple majority of the votes cast.

Article 53

In the event of a tie the Chairperson's vote will decide.

Article 54

The Executive Committee shall decide on the conditions for attending of its meetings by representatives of Associate Members.

Article 55

The Executive Committee decides on its further working procedures in regulations and rules. Copies of these shall be sent to all members of the Association.

Section 6

Procedure for informing the members of the decisions of the Executive Committee

Article 56

The decisions of the Executive Committee shall be recorded in the minutes of the meeting. Copies will be sent to all members of the Association.

CHAPTER IX

THE CHAIRPERSON

Article 57

Articles 29, 30, 31, 35, 40, 41 and 42 shall apply to the election, resignation, dismissal and relinquishing of membership of the Chairperson and the Substitute Chairperson, as they apply to the other members of the Executive Committee.

Article 58

The Chairperson shall ensure the continuity of the policies of the Association between meetings of the Executive Committee. The Director, Head of the Secretariat, shall be under the Chairperson's supervision.

CHAPTER X

THE SECRETARIAT

Article 59

The Secretariat shall

- a) prepare the meetings of the Council and the meetings of the Executive Committee, and propose their agendas, draft decisions and/or draft proposals.
- b) carry out the decisions of the Council and the Executive Committee.
- c) manage the daily activities of the Association.

Article 60

The Executive Committee shall appoint the Director, Head of the Secretariat, and shall terminate his services.

Article 61

The staff of the Secretariat shall be appointed and dismissed by the Director.

Article 62

The Director shall direct the Secretariat under the supervision of the Chairperson of the Association.

CHAPTER XI

FINANCES

Article 63

The sources of income of the Association shall be:

- annual fees of members;
- income from activities, including charges for services;
- grants;
- other lawful sources of income.

Article 64

Every year the Director shall submit to the Executive Committee a detailed report concerning the financial situation of the Association, certified by an independent auditor, who shall be appointed by the Executive Committee.

**CHAPTER XII
BUDGET AND ACCOUNTS**

Article 65

The fiscal period shall correspond to the calendar year.

Article 66

Every year the Director shall submit to the Executive Committee:

- the draft accounts for the past fiscal period;
- a draft budget for the next fiscal period.

Article 67

The Executive Committee shall verify the accounts and report on its findings to the Council.

Article 68

Every year the Executive Committee shall make a recommendation to the Council for approval of:

- the accounts for the past fiscal period;
- the budget for the next fiscal period.

**CHAPTER XIII
LEGAL AFFAIRS**

Article 69

Legal affairs, in both as plaintiff and defendant, shall be conducted on behalf of the Association by:

- the Chairperson;
- or a member of the Executive Committee appointed for this purpose.

**CHAPTER XIV
REVISION OF THE CONSTITUTION; DISSOLUTION AND LIQUIDATION**

Article 70

Any proposal for a revision of the Constitution or the dissolution of the Association shall be made by:

- the Executive Committee;
- or one quarter of the Full Members.

Article 71

The members of the Association shall be notified of proposals as referred to in Article 72 three months before the date of the meeting of the Council meeting at which the proposal in question will be discussed.

Article 72

A resolution of the Council dealing with the dissolution of the Association shall:

- a) indicate the destination of the assets of the Association;
- b) appoint the liquidators.

(signed) T. M. Hackett; G.J. Wieberdink.

ISSUED AS TRUE COPY