

UNOFFICIAL TRANSLATION

Of the deed of incorporation of the foundation:

Stichting LIBER,
with its registered office in The Hague

dated 12 January 2009

UNOFFICIAL TRANSLATION:

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.

ESTABLISHMENT

of the foundation:

Stichting LIBER,

with its registered office in The Hague

Today, the twelfth day of January two thousand and nine, the following person appeared before me, Mr. Frank Jan Oranje, civil-law notary in The Hague (the Netherlands):

Mr. Wouter Jacobus van 't Spijker, who for the purposes hereof has chosen domicile at the offices of Pels Rijcken & Droogleever Fortuijn N.V., at (2595 AA) The Hague, Koningin Julianaplein 10, born at Zwolle (the Netherlands) on the twenty-seventh day of December nineteen hundred and seventy-five, acting in this matter with written power of attorney from:

Mr. Johan Pieter Jan Geleijnse, residing at (4826 GV) Breda, Wommelgemhof 18, born in Nijmegen (The Netherlands) on the twenty-eighth day of June

nineteen hundred and forty-seven, married, whose identity has been established by virtue of a Dutch driving licence with number 3175154190 issued in Breda (The Netherlands) on the fourth day of May two thousand.

Power of attorney

The power of attorney of the person appearing is evidenced by a private deed of power of attorney, which will be attached to this deed.

The person appearing, acting as aforementioned, stated that he was establishing a Foundation with the following Articles:

ARTICLES.

Name and registered seat.

Article 1.

1. The name of the Foundation is: **Stichting LIBER.**
2. The Foundation has its registered seat in the municipality of The Hague, The Netherlands.
3. The establishment of the Foundation is an initiative of the Association of European Research Libraries, the Ligue des Bibliothèques Européennes de Recherche, that was established in nineteen hundred and seventy one as a non-governmental organisation of research libraries under the auspices of the Council of Europe.

Aim.

Article 2.

1. The aim of the Foundation is to represent the interests of research libraries of Europe, their universities and researchers. The Foundation promotes in particular:
 - efficient information services;
 - access to research information, in any form whatsoever;
 - innovation in end-user services from research libraries in support of teaching, learning and research;
 - preservation of cultural heritage;
 - efficient and effective management in research libraries.
2. In order to fulfil these tasks the Foundation will develop and systematically support:
 - the creation and development of a functional network of university libraries, national libraries and other research libraries in Europe;
 - a goal-oriented collaboration with other organisations in Europe and

beyond.

Assets.

Article 3.

1. The Foundation's assets are formed by the contributions paid by the Participants, to be fixed by the Meeting of Participants, as described in Article 10, revenues from the Foundation's own funds, subsidies, gifts, acquisitions through testamentary dispositions and specific legacies, bequests, and other income, on the understanding that testamentary dispositions may only be accepted with the benefit of inventory.
2. The Foundation shall not hold more assets than are reasonably needed to ensure the continuity of activities planned in furtherance of the Foundation's objects.
3. Assets needed to ensure the continuity of the planned activities, as referred to in the preceding paragraph, shall include:
 - a. assets or asset components which the Foundation acquires under a will or as a gift and which must be preserved, either in real terms or otherwise, in so far as such preservation is a requirement under the will or a condition attached to the gift;
 - b. asset components which must be preserved in so far as such preservation is a requirement arising from the Foundation's objects;
 - c. assets to be preserved and capital to be accumulated for the anticipated purchase of such assets, in so far as the Foundation reasonably requires such assets to achieve its objects.

Participants.

Article 4.

1. The Foundation has Participants. Participants can be research libraries in countries that are Members or Associate Members of the Council of Europe, defined as: national libraries, university libraries, libraries of institutions conducting teaching or research at a post-graduate level, public libraries with major research collections and national archives. Participants can also be library organisations. The Executive Board may by way of exception grant the status of Participant to other (legal) persons. The conditions for participation as well as possible Institution categories and Organisation categories of Participants will be specified in the Rules and Regulations.

2. The status of Participant implies a commitment to the Foundation, with rights and obligations according to the Articles of Association and the Rules and Regulations of the Foundation.
3. The status of Participant shall be determined by the decision of the Executive Board.

Executive Board.

Article 5.

1. The Executive Board of the Foundation will consist of the President, the Vice-President, the Treasurer and no fewer than six and no more than ten other Members. One of the Board Members will be appointed by the Board as Secretary-General.
2. The President, the Vice-President and the Treasurer are appointed to their position by the annual Meeting of Participants as are seven other Board Members. The Board has the right to appoint up to three Board Members. If the Meeting of Participants has not appointed seven other Members, the Board has the right to appoint additional Members up to that number.
3.
 - a. All Board Members are appointed for a period of two years. They can be reappointed for up to two more terms.
 - b. Those Board members serving as President, Vice-President or Treasurer can, notwithstanding the provisions of Article 5.3.a, be reappointed to their position for one more term only, but can thereupon be appointed to another position for a period of two years. They can be reappointed to that position for one more term only.
4. A Member of the Executive Board ceases to be a Member of the Executive Board:
 - a. if deceased;
 - b. if adjudicated bankrupt;
 - c. if placed under guardianship or if the right to dispose of the Member's assets is lost;
 - d. if the Member resigns;
 - e. if the Member is dismissed by decision of a court, in circumstances provided for by law;
 - f. if the Member is dismissed by decision of the Meeting of Participants; a resolution to this end requires at least a two-thirds' majority of the votes cast in a meeting at which at least two-thirds of the

Participants are present or represented.

5. An incomplete Executive Board shall nevertheless retain its powers. Vacancies that arise must be filled as soon as possible, with due regard to the Rules and Regulations.

Article 6.

1. The Executive Board is charged with the management of the Foundation. Its duties shall include, among other things, drawing up a current policy plan which will set out the activities which the Foundation will perform, the manner in which funds will be raised, how the Foundation's assets will be managed and the application of such assets.
2. The tasks of the Executive Board will include in particular:
 - a. adopting the annual budget, a balance-sheet, a statement of the Foundation's income and expenditure and a report on the Foundation's activities every year;
 - b. adopting the annual accounts;
 - c. keeping records of the Foundation's assets.
3. Board Members will not receive any remuneration, either indirectly or directly, from the Foundation for the performance of their duties. Remuneration is not understood to refer to any reasonable, not excessive, reimbursement of the costs incurred on behalf of the Foundation.

Representation.

Article 7.

1. The Executive Board represents the Foundation.
2. The power to represent is also vested in the President together with the Treasurer or the Executive Director, or the Vice-President together with the Treasurer or the Executive Director.
3. The Executive Board may resolve to grant authority to one or more Members of the Executive Board and likewise to third parties to represent the Foundation within the limits of this authority.
4. The Board shall not have the power to decide to enter into agreements to acquire, sell and encumber property subject to registration and to enter into agreements in which the Foundation binds itself as surety or a joint and several debtor, warrants performance by a third party or provides security for a debt of another. Nor shall the Board have the power to represent the Foundation with regard to these acts.

Meetings and decision making.

Article 8.

1. Meetings of the Executive Board will be held as often as the President or two other Board Members convene a meeting, but at least twice a year.
2. Meetings of the Board will be convened by the President or by two other Members, as referred to in paragraph 1, or on behalf of the President by the Secretary-General, and must be convened in writing with an agenda, setting out the matters to be considered, giving notice of at least seven days.

If the meeting is not convened in writing or if the meeting is convened giving notice of a period less than seven days, resolutions may nevertheless be adopted, provided that all Members are present and provided that none of the Members entitled to vote objects to resolutions being adopted.
3. Meetings of the Board will be held in a place designated by the President or the two Board Members who convene the meeting.
4. Members of the Executive Board and any other persons admitted to the meeting by the Board have access to the meeting.
5. Every Board Member has one vote. 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 of the Members who are present at the meeting. Those abstaining will be deemed not to have cast a vote. In the event of a tied vote, the President has the casting vote.
6. Resolutions can be adopted only at a meeting at which at least the majority of the Board Members are present unless other provisions have been made in the present Articles of Association.
7. All voting will be conducted orally. The chairperson may however resolve that the votes must be cast in writing. Written votes will be cast by means of unsigned ballots.
8. The meetings will be chaired by the President and in his absence by the Vice-President.
9. Minutes will be taken of the matters considered in the meetings by a person appointed by the chairperson. These minutes will be adopted at the next meeting.
10. The Board can also adopt resolutions without convening a meeting, if all

Members have been able to cast a vote in writing or in electronic form and have agreed to this procedure.

These resolutions will be adopted by an absolute majority of the votes of all Members. The Secretary-General will make minutes of resolutions adopted according to the procedure outlined in this paragraph. These minutes should be approved at the next meeting.

11. The chairperson will decide in any dispute concerning the voting, where not provided for in the Articles of Association.

Director and other staff.

Article 9.

1. The Board will appoint an Executive Director. The tasks of the Director will include:
 - the preparation of strategic plans and the required budget;
 - the execution of strategic plans and resolutions adopted by the Board.
2. The Board will define the tasks, responsibilities and conditions of employment of the Director, in consultation with the President.

Meeting of Participants.

Article 10.

1. The Meeting of Participants shall be composed of all Participants of the Foundation, with due regard to the Rules and Regulations.
2. The Meeting of Participants shall meet at least once each year or whenever convened by the Executive Board, whenever this is required according to the Articles of the Association or at the request of one-fifth of the sum of Participants in the Institution and Organisation categories as mentioned in Article 4.
3. Announcements of the annual Meeting of Participants and the agenda for the Meeting of Participants shall be distributed to participants at least one month before the date of the meeting of the Meeting of Participants.
4. Resolutions are adopted at the Meeting of Participants by a majority of the votes cast, unless other provisions are made in the Articles of Association.

Financial year and annual accounts.

Article 11.

1. The Foundation's financial year is concurrent with the calendar year.
2. The Executive Board is required to keep records of the Foundation's

- assets, such that its rights and obligations can be established on that basis at any time.
3. The Board 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 after the close of the financial year.
 4. The records of accounts must also clearly show:
 - a. the nature and extent of the expense allowances awarded to the Board Members;
 - b. the nature and extent of the costs incurred by the Foundation in the management of its activities;
 - c. the nature and extent of the Foundation's income;
 - d. the nature and extent of the Foundation's assets.
 5. The Board will send all Participants a copy of the annual accounts referred to in paragraph 3, and they will consider them at the first Meeting of Participants following the receipt of these documents.
 6. The documents referred to in paragraph 3 will be audited by an accountant, according to section 393 of Book 2 of the Netherlands Civil Code, who will report to the Executive Board on his findings and record the outcome of his audit in a statement. The auditor will be appointed by the Board.

Amendments to the Articles of Association.

Article 12.

1. The Executive Board is authorised to propose amendments to the Articles of Association, but only after the Dutch Tax and Customs Administration (Belastingdienst) has been consulted about the proposed amendment.
2. A resolution by the Executive Board to amend the Articles of Association will require a majority of two-thirds of the votes cast at a meeting of the Executive Board.
3. The notice convening a meeting of the Executive Board at 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 Meeting of Participants, which can grant such approval only by a

majority of two-thirds of the votes cast at a meeting convened as described in Article 10.

5. A resolution to amend the Articles of Association will not become effective until a notary record has been drawn up. Any Member of the Executive Board is authorised to have such a deed executed.

Rules and Regulations.

Article 13.

1. The Executive Board may adopt Rules and Regulations in which provisions will be made on subjects that are not covered in the Articles of Association.
2. The Rules and Regulations must not contravene Dutch law or the Articles of Association.
3. The Meeting of Participants shall be informed of the adoption, amendment and revocation of the provisions of the Rules and Regulations.

Dissolution.

Article 14.

1. The Executive Board is authorised to dissolve the Foundation. The provisions of Article 12 shall apply mutatis mutandis to a resolution to dissolve the Foundation.
2. The resolution to dissolve the Foundation will also determine the appropriation of the surplus after liquidation, on the understanding that the surplus shall either be awarded to an institution as defined in Section 6.33 (b) of the Income Tax Act 2001 (*Wet Inkomstenbelasting 2001*), or shall otherwise serve the public interest.
4. After dissolution, the Foundation will be liquidated by the Members of the Executive Board, save where other liquidators have been appointed by the courts.
5. The provisions of Chapter 1, Book 2 sections 21 to 24 of the Netherlands Civil Code are otherwise applicable to the liquidation.

END OF ARTICLES.

Final statement.

Finally, the person appearing, acting as aforementioned, stated that, in derogation from Article 5 of the Articles, upon this establishment, the following persons would be appointed as Board Members of the Foundation in the position stated after their names:

1. Mr J.P.J. Geleijnse, afore-mentioned: President.
2. Dr Paul Ayriss, residing at (CB1 3AF) Cambridge (United Kingdom), 79 St Philip's Road, born in Gainsborough, Lincolnshire (United Kingdom) on the twenty seventh day of April, nineteen hundred and fifty seven: Vice-President.
3. Dr. Heiner Michael Schnelling, residing at (D-35576) Wetzlar (Germany), Weingartenstrasse 44, born in Bottrop (Germany) on the twenty second day of December nineteen hundred and fifty four: Treasurer;
4. Mr François Cavalier, residing at (92100) Boulogne Billancourt (France), 127 Avenue Jean-Baptiste Clement, born in Macon (France) on the ninth day of October nineteen hundred and fifty six;
5. Dr Lars Göran Ulf Göranson, residing at (SE-75240) Uppsala (Sweden), Skogsbergsvägen 1 B, born in Tranås (Sweden), on the ninth day of September nineteen hundred and forty seven;
6. Mr Erland Kolding Nielsen, residing at (DK-2830) Virum (Denmark) Egholmsvej 1, born in Frederiksberg (Denmark) on the thirteenth day of January nineteen hundred and forty seven;
7. Ms Suzanne Marie Michèle Paillet-Jouguelet, residing at (75005) Paris (France), 6 Rue Le Goff, born in Bourgoin-Jallieu (France) on the eighteenth day of October nineteen hundred and forty nine;
8. Drs Joannes Stephanus Maria Savenije, residing at (3551 CA) Utrecht (the Netherlands), Amsterdamsestraatweg 169E, born in The Hague (the Netherlands) on the sixth day of August nineteen hundred and forty seven;
9. Ms Helen Edith Shenton, residing at (N4 4PD) London (United Kingdom), 28 Beatrice Road, born in Stoke-on-Trent, England (United Kingdom) on the seventeenth day of April nineteen hundred and fifty eight;
10. Ms Dr Márta Virágos, residing at (4032) Debrecen (Hungary) Akademia u. 103, born in Debrecen (Hungary) on the twenty ninth day of November nineteen hundred and forty nine;
11. Ms Ann Walker, residing at Yewbank (EH16 6AF) Edinburgh, Scotland (United Kingdom), 52 Liberton Brae, born in Lochalsh, Scotland (United Kingdom), on the fifth day of July nineteen hundred and forty.

Final clauses in Deed.

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

IN WITNESS WHEREOF, the original of this Deed was executed in The Hague on the date stated at the beginning of this Deed.

After the content of this Deed was stated succinctly to the person appearing and an explanation of it was given, the person appearing stated that he has had timely opportunity prior to the execution of this Deed to take note of this Deed's content and had taken note of it as well, that he agreed to the contents of this Deed and that he did not require it to be read out in full.

Immediately after at least those parts of this Deed which the law requires to be read out were read out, this Deed was signed first by the person appearing and immediately afterwards by me, the civil-law notary.