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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.

AMENDMENT OF THE ARTICLES

of the foundation:

Stichting LIBER

with registered office in the municipality of 's-Gravenhage, the Netherlands

Today, ** 2023, appeared before me, *mr.* Daniel Olivier Ohmann, civil-law notary practising in Wassenaar, the Netherlands:

**

The person appearing has declared that:

- a. the board of **STICHTING LIBER**, a foundation (stichting), having its corporate seat in gemeente The Hague, and offices at Prins Willem-Alexanderhof 5, 2595 BE The Hague, registered with the Trade Register of the Dutch Chamber of Commerce under number 27334736, hereinafter referred to as: "**the Foundation**", ** (2023) in a meeting held on this date,

decided to completely amend the Articles of Association of the Foundation, and to authorize the person appearing to have this deed executed, which resolutions are evidenced by a board resolution, which resolution will be appended to this deed;

- b. the Foundation's articles of association have not been amended since its incorporation by deed.

In order to implement the aforementioned resolution to amend the articles of association, the person appearing, acting as aforementioned, declared by this deed to amend the Foundation's articles completely as follows:

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 Foundation was established as 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 provision of information and 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.
3. The Foundation does not aim to make a profit from the totality of its activities which are aimed at achieving or furthering its objectives.

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.
4. For the financing of its objectives, the foundation may carry out activities or provide services at commercial rates with a view to obtaining a positive result in order to finance the activities aimed at achieving or furthering its objective.

This positive result must entirely or almost entirely benefit its objective within a reasonable period of time.

Participants.

Article 4.

1. The Foundation has Participants. Participants can be research libraries in countries that are 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, Regulations and Resolutions 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, without prejudice to the provisions in the following full sentence. If the Meeting of Participants has not appointed at least seven other Members, the Board has the right to appoint additional Members until this number of seven has been reached.
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 re-appointed 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 he is declared bankrupt, applies for a suspension of payments or for application of the debt management scheme as referred to in the '*Faillissementswet*' (Bankruptcy Act), or if a statutory regulation subject to foreign law, considered equivalent thereto, applies to the Board Member concerned;
 - 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. The Board Member whose dismissal is subject of discussion, has the right to attend the Meeting(s) of Participants and to speak in those meetings.
5. Any vacancies created shall be filled as soon as possible subject to the Rules and Regulations.
6. In the event that one or more Members of the Executive Board are absent or prevented from acting, the management will temporarily rest with the remaining Members of the Executive Board. In the event that all Members of the Executive Board or the sole Member of the Executive Board are/is absent or prevented from acting, the management shall temporarily rest with the

Executive Director. He shall, as soon as possible, provide for the filling of the vacancies in the Executive Board, subject to these articles and the regulations (Rules and Regulations). For the management acts performed during this term, the Executive Director shall be considered equivalent to a Member of the Executive Board.

7. In these articles, prevention from acting is taken to refer to:
 - a. suspension
 - b. illness;
 - c. inaccessibility,
 in the events referred to under b and c without any contact being possible between a Member of the Executive Board and the Foundation during a term of five days, unless the Executive Board sets another term in a particular case.

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 that provides insight into the activities to be performed by the Foundation for the realisation of its objectives, the management of the capital of the Foundation and the spending thereof. The Executive Board will ensure that the management costs of the Foundation have a reasonable proportion compared to the expenditures incurred for its objectives.
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 directly or indirectly receive any remuneration from the Foundation for the activities performed by them in that capacity. Remuneration is not understood to refer to any reasonable, non-excessive, reimbursement of the costs incurred on behalf of the Foundation and a non-excessive attendance fee.

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.
5. Members of the Executive Board cannot dispose of the capital of the Foundation as if it concerns their own assets.

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.
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. Each Board Member and also each other person as referred to in article 8 paragraph 4 is entitled to participate in a meeting by electronic means of communication, including but not limited to telephone or video conference call, subject to the proviso that this person can be identified directly through this electronic means of communication, can directly take note of the proceedings at the meeting and, if applicable, can take part in the deliberations and voting. In that event, this person is deemed present at the meeting.
11. 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.
12. The chairperson will decide in any dispute concerning the voting, where not provided for in the Articles of Association (if and insofar as permitted by

law).

Management: Contrary Interest

Article 8a.

1. A Board Member with a contrary interest as referred to in article 8a.3 or with an interest that may have the appearance of such a contrary interest (both a **(potential) contrary interest**) will inform his fellow Board Members thereof.
2. A Board Member does not take part in the deliberations and decision-making within the Board if this involves a directly or indirectly related personal interest that is contrary to the interest of the Foundation and the organisation affiliated with it. This prohibition does not apply if a contrary interest exists with respect to all Board Members or the sole Board Member; the considerations forming the grounds of a resolution will then be recorded in writing.
3. A contrary interest as referred to in article 8a only exists if in the given situation, the Board Member must be considered unable to represent the interests of the Foundation and its affiliated organisation with the required integrity and objectivity.
4. A Board Member who, in connection with a (potential) conflict of interest, does not perform the duties and powers to which he would otherwise be entitled as a Board Member is, to that extent, regarded as a director who is prevented from acting.
5. A (potential) contrary interest does not affect the power of representation as referred to in article 7.
6. Further rules concerning contrary interests may be included in regulations as referred to in article 13.

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. The provisions in article 8.10 apply accordingly to decision-making by the Meeting of Participants.

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 (any) expense allowances and attendance fees awarded to the Board Members;
 - b. the nature and extent of the costs incurred by the Foundation in the

- management of its activities, and also the nature and extent of the other expenditure of the Foundation;
- 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 a chartered accountant or an accounting consultant, 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 accountant referred to in the previous full sentence will be appointed by the Executive Director.
 7. The Executive Board is obligated to store the documents referred to in paragraph 3 during a period of seven years.

Amendments to the Articles of Association.

Article 12.

1. The Executive Board is authorised to propose amendments to the Articles of Association.
2. A resolution by the Executive Board to amend the Articles of Association will require a majority of at least 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 at least 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 positive balance left after liquidation shall be spent for a PBO or a foreign organisation whose sole or nearly exclusive purpose is public benefit.
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 AMENDMENT OF ARTICLES.

Conclusion of deed.

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

WHEREOF DEED executed in one original in Wassenaar, the Netherlands on the date written at the beginning of this deed.

After the substance of this deed and an explanation thereof had been communicated to the person appearing, the person appearing declared to have had the opportunity to take cognizance of the contents of this deed in good time before its execution and to have taken cognizance of and agreed to its contents and that the person appearing did not require it to be read out in full.

Immediately after reading in any case of those parts of this deed required by law to be read out, this deed was first signed by the person appearing and immediately thereafter by me, civil-law notary.