

**Continuous text of the Articles of Association of the foundation: Stichting IFLA Global Libraries, having its statutory seat in The Hague (the Netherlands) lastly amended by a notarial deed of amendment executed on 29 April 2022 before R-J.E. Zwaan, a civil law notary practicing in The Hague (the Netherlands).**

### **Name and registered office**

#### **Article 1**

1. The name of the foundation is: **Stichting IFLA Global Libraries**. The abbreviated name of the Foundation is: Stichting SIGL.
2. The foundation has its statutory seat in the municipality of The Hague (the Netherlands).

### **Object and means**

#### **Article 2**

1. The objective of the foundation, which is exclusively charitable and educational, is to empower public libraries to improve people's lives and support growth of sustainable societies.
2. The foundation will pursue its objective by, inter alia:
  - a. Research and Innovation: funding projects and research on public access to information and the internet, trends that affect how libraries serve their communities and ways to foster innovation in libraries;
  - b. Training and Leadership: supporting efforts to identify strong library leaders and equipping them to create high-impact libraries;
  - c. Delivery: supporting efforts to create library programmes and services that can be replicated on a broad scale and customized for different settings;
  - d. Impact, Advocacy and Policy: working to ensure adequate resources and public policy support for libraries and helping libraries, library staff, and the library field measure the impact of public access in libraries and strengthen their advocacy skills;and pursuing all other activities that are beneficial to achieving the objective of the foundation or are related thereto.
3. No part of the net earnings of the foundation shall inure to the benefit of, or be distributable to its officers or other private persons, with the proviso that the foundation shall have the right and authority to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its objective and activities set forth in article 2 paragraphs 1 and 2.

4. The objective of the foundation does not include the generation of income or the appreciation in value of real estate and the foundation shall operate exclusively to promote charitable and educational purposes in furtherance of realizing or promoting its objective. The foundation does not intend to make a profit.
5. The foundation's activities shall not in any substantial respect include the production or distribution of propaganda or other attempts to influence legislation and the foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

### **Financial resources**

#### **Article 3**

1. The financial resources of the foundation shall comprise:
  - a. income from the foundation's activities;
  - b. subsidies and endowments;
  - c. that which is acquired through testamentary dispositions and specific legacies, on the understanding that testamentary dispositions may only be accepted under the benefit of inventory; and
  - d. other income.
2. The foundation shall not hold more financial resources than may be reasonably required to carry out those activities it expects to pursue in furtherance of the objective of the foundation, such resources being:
  - a. financial resources or components thereof which have been acquired by the foundation pursuant to testamentary dispositions or endowments, and which, on the basis of conditions attached to said testamentary disposition or endowment, must be maintained, in real terms or otherwise;
  - b. components of financial resources to the extent such maintenance follows from the foundation's objective; and
  - c. to maintain assets and financial resources for the foreseen purchase of assets, insofar as the foundation reasonably requires such assets to achieve its objective.
3. The foundation may undertake activities or provide services at commercial rates with the objective of making a profit for purposes of financing activities that are aimed at promoting or realising its objective.

### **Board: composition, appointment and end of office**

#### **Article 4**

1. The foundation shall have a board (the **Board**) comprised of an uneven number and at least three natural persons. The Board may determine the exact number of members of the Board with due regard of the first sentence of this paragraph.

An incorrect comprised Board retains its powers. Vacancies shall be filled as soon as possible and ultimately within six months.

2. The Board shall appoint a chair of the Board from its midst and may also grant additional roles (with a specific function title) to a member of the Board. A member of the Board can hold more than one of these functions.
3. All members of the Board shall be appointed by the Board.
4. No current member of the governing board of the association organized under the laws of the Netherlands: The International Federation of Library Associations and Institutions may be appointed as a member of the Board.
5. The Secretary-General, appointed pursuant to article 15, shall serve as secretary to the Board but not as a member of the Board.
6. Members of the Board shall be appointed for a term not exceeding two years and shall be eligible for immediate re-appointment for a term not exceeding two years, albeit not more than two times.
7. A member of the Board shall leave office:
  - a. upon his or her death;
  - b. by being declared bankrupt, petitioning for court protection from creditors or requesting debt restructuring in the meaning of the Dutch Bankruptcy and Insolvency Act (*Faillissementswet*) or an equivalent scheme under foreign law which is applicable to the member of the Board concerned;
  - c. by being placed under administration or otherwise losing the power to freely disposition of his or her assets;
  - d. by his/her voluntary resignation;
  - e. by his or her dismissal by court in the cases determined by law; and
  - f. by his or her dismissal granted by the Board.
8. A member of the Board whose dismissal in accordance with article 4 paragraph 7 f. is under consideration shall have the right to attend and address the Board at the meeting(s) of the Board during which such dismissal is discussed and voted upon. Further, the presence of this member of the Board shall be disregarded for the purpose of determining the number of the members of the Board present or represented at a meeting of the Board and this member of the Board shall not be entitled to vote on his or her dismissal and motions relating to his or her dismissal. The previous sentence of this paragraph shall not apply if the Board consists of only two members at the relevant time.
9. A resolution to dismiss a member of the Board pursuant to article 4 paragraph 7 f. shall require a majority of at least two thirds of the votes cast in a meeting of the Board in which at least two thirds of the members of the Board are present or represented. If fewer than two thirds of the members of the Board are present or represented at a meeting, a second meeting shall be convened, to be held no

sooner than two and no later than four weeks after the first meeting, in which second meeting a valid resolution may be passed on such dismissal by a majority of at least two thirds of the votes cast, provided that at least half of the members of the Board are present or represented at that meeting. The notice calling the second meeting must specify that the business of the meeting shall include the relevant dismissal and that the resolution to dismiss can be taken in a meeting in which only half of the members of the Board are present or represented. The provision in article 9 paragraph 4, second sentence, is not applicable to a resolution to dismiss.

10. If one or more members of the Board are absent or unable to act, the remaining members of the Board shall be responsible for the entire management of the foundation. If all members of the Board are absent or unable to act or if the sole member of the Board is absent or unable to act, the person(s) specifically designated - each year - for that purpose by the Board shall temporarily be charged with the management of the foundation.

#### **Board: duties and powers**

##### **Article 5**

1. The Board is responsible for the governance and financial and professional direction of the foundation. The Board is charged with the management of the foundation, as referred to in article 291 paragraph 1 Book 2 of the Dutch Civil Code. Its duties include the annual adoption of a budget and a current policy plan that provides insight into the activities to be carried out by the foundation for the realization of its objective, the manner in which income is to be raised, and the management and deployment of the financial resources of the foundation. The Board shall ensure that the costs of the management of the foundation shall be in reasonable proportion to the foundation's expenditure for the purposes of its objective.
2. The Board is authorized to resolve to enter into agreements for the acquisition, disposal or encumbrance of registered properties or agreements by which the foundation: commits itself as surety, guarantor or a joint and several debtor; warrants performance by a third party; or provides security for a third party's debt.
3. Members of the Board shall receive no remuneration (whether direct or indirect) for the work they perform for the foundation in that capacity, provided that members of the Board may receive reasonable, non-excessive compensation for costs incurred on behalf of the foundation
4. Members of the Board cannot dispose of the financial resources of the foundation as if such resources were their own financial resources.

5. In the event of the prevention (*belet*) or permanent absence (*ontstentenis*) of one or more Board members the remaining Board member(s) shall be in charge of the entire management of the foundation. If all the Board members are, or the sole Board member is absent or unable to act, the management of the foundation shall be vested in one or more – annually – designated person(s) by the Board for this situation. Prevention in this paragraph means in any case the circumstances that (i) the Board member during a period in excess of seven days cannot be reached due to illness or any other cause or (ii) the Board member has been suspended.

#### **Board: convocation of meetings**

##### **Article 6**

1. A meeting of the Board shall be held whenever the chair of the Board or the majority of the other members of the Board call for a meeting and shall take place at least once a year.
2. Meetings of the Board shall be convened in writing by the person or persons referred to in article 6 paragraph 1, or on their behalf by the Secretary-General, appointed pursuant to article 15, subject to a minimum of ten days' prior written notice (which period may be shortened to five days by the chair of the Board on the grounds of urgent reasons), not including the day on which the notice is sent and the day of the meeting. The notice of a meeting shall specify the business to be dealt with at the meeting. Notice of a meeting may be sent by reproducible messages transmitted electronically to the addresses notified by the members of the Board for that purpose from time to time.
3. Meetings of the Board shall be held at a location in the Netherlands to be determined by the person(s) convening the meeting or on whose behalf the meeting is convened. A maximum of two meetings a year may be held in another country, under the condition that no more than one meeting a year is held in the same country outside the Netherlands.
4. In the event the provisions specified in article 6 paragraphs 2 and 3 have not been complied with, the Board may nonetheless pass valid resolutions provided that all members of the Board are present at the meeting and none of the members of the Board opposes the decision-making, or – if the meeting is not attended by all members of the Board – the members of the Board not attending the meeting have declared in writing, prior to the meeting of the Board, that they do not oppose the decision-making. In the latter case, the provisions of the first sentence of article 9 paragraph 4 apply without prejudice. The requirement that the statement be made in writing is satisfied if the statement is sent by electronic means.

#### **Board: right to attend meetings**

**Article 7**

1. Meetings of the Board may be attended by members of the Board as well as other persons invited by the chair of the Board or by two other members of the Board acting jointly.
2. A member of the Board may have him or herself represented at the meeting by a fellow Board member. The proxy in question must be granted in writing. The requirement that the proxy must be granted in writing shall be satisfied if the grant of proxy is sent by electronic means. The grant of a proxy shall not prevent the principal from attending the meeting and voting in person. A Board member can only represent one other Board member at the meeting.

**Board: chairing of meetings****Article 8**

Meetings of the Board shall ordinarily be chaired by the chair of the Board. If the chair of the Board is absent, those members of the Board present at the meeting shall appoint one of their number as chair of the meeting of the Board.

**Board: decision-making in meetings****Article 9**

1. The chair of a meeting of the Board shall determine the manner in which votes are conducted, on the understanding that at the request of a Board member votes in respect of the appointment or dismissal of a person shall be conducted by written ballot.
2. Insofar as these articles of association do not stipulate a larger majority, all resolutions of the Board are taken by an absolute majority of votes cast.
3. Every Board member is entitled to cast one vote. Blank votes shall be considered as not having been cast. In the event of a hung vote, the motion shall be considered rejected.
4. Unless these articles of association provide otherwise, the Board can only pass valid resolutions in a meeting in which at least half of the members of the Board are present or represented. If, in a meeting, less than half of the members of the Board are present or represented, a second meeting shall be convened, to be held no sooner than two and no later than four weeks after the first meeting, in which second meeting, regardless of the number of present or represented members of the Board, valid resolutions may be taken on the items placed on the agenda in the first meeting, which could not be decided on in said meeting because it was inquorate. Notice must be given in the convocation to the second meeting that and why resolutions may be taken regardless of the number of members of the Board present or represented at the meeting.
5. The judgment given by the chair of a meeting, expressed at a meeting, on the outcome of a vote is decisive. The same applies to the content of any resolution

taken, to the extent that the vote did not concern a motion put in writing. If, immediately after the chair pronounces his/her judgment on the vote, the correctness of said judgment is disputed, a new vote shall be held if the majority of the meeting or, if the original vote was not taken by roll call or by ballot, a person present and eligible to vote demands so. This new vote shall cause the legal consequences of the original vote to lapse.

#### **Board: online meetings and the written resolution procedure**

##### **Article 10**

1. Meetings of the Board may also be held via an electronic means of communication, provided that the electronic means of communication allows each Board member (i) to be identified, (ii) to be directly informed of the proceedings at the meeting, (iii) to participate in the deliberations, and (iv) to exercise the right to vote.
2. All resolutions of the Board may also be taken by written resolution of the Board outside of a Board meeting, provided all Board members are given the opportunity to cast their vote and they have all declared in writing not to oppose such manner of decision-making. A written resolution is passed as soon as the required majority of the Board have voted in favour of the proposal in writing. "In writing" is also understood to include a reproducible message sent by electronic means.

#### **Board: conflict of interests**

##### **Article 11**

1. A Board member shall not participate in the deliberations and will refrain from voting on a resolution of the Board if he or she has a direct or indirect personal interest with respect to the subject of the resolution, which personal interest conflicts with the interest of the foundation. The Board member is entitled to attend the Board meeting concerned, on the understanding that he or she shall not be counted when determining the number of Board members present or represented with respect to the resolution concerned.
2. If as a consequence of the first sentence of paragraph 1 of this article none of the Board members can participate in the decision-making, the Board member(s) whose interest(s) conflict with the interests of the foundation shall nevertheless participate in the deliberations and vote. In such case an extract of the minutes referred to in article 12, specifying the personal interests in question, shall be attached to the statement of income and expenditure for the financial year in which the resolution was taken.

#### **Board: minutes of meetings**

##### **Article 12**

Minutes of the business discussed in the meetings of the Board shall be kept by the minute taker appointed by the chair. The minutes shall be adopted in the same or in the following meeting, in evidence of which they shall be signed by the chair of the meeting and the minute taker. The minutes and the written resolutions referred to in article 10 paragraph 2 shall be made available for inspection by all Board members.

#### **Board: representation**

##### **Article 13**

1. The Board shall represent the foundation.
2. The authority to represent the foundation shall also be vested in:
  - the chair of the Board and the Secretary-General acting jointly;
  - the chair of the Board and another Board member acting jointly.
3. The Board may decide to grant a power of attorney to one or more members of the Board, to the Secretary-General or to third parties, to represent the foundation within the terms of said power of attorney.

#### **Board: indemnification**

##### **Article 14**

1. The foundation indemnifies every Board member and holds him or her harmless against every liability and all claims, judgements, penalties and/or damages (**Claims**), incurred by each Board member in connection with any threatened, pending or completed law suit, investigation or other legal procedure of civil, criminal or administrative law nature (**Action**), instituted by a third party, not being the foundation, in relation to actions, including failure to take action, in his/her capacity of Board member.
2. A Board member is not held harmless against Claims insofar they relate to the realization of personal profit, unjustified payments, or if liability on the basis of intent or willful recklessness is found by a court of competent jurisdiction.
3. All reasonably incurred costs, including reasonable lawyer fees and costs of litigation (**Costs**), that the Board member incurs in relation to an Action will be compensated by the foundation.
4. A Board member shall not accept any personal liability in his or her capacity as Board member towards third parties and shall not enter into any settlement agreement relating thereto without prior consent of the foundation. The foundation and the Board members will endeavor to reach agreement in relation to the manner of conducting a defense to a Claim.
5. The indemnification does not apply for Claims and Costs insofar these are or will be compensated by insurers.

#### **Secretary-General**

##### **Article 15**

1. The foundation shall have a chief executive officer, known as the Secretary-General, who, under the responsibility of the Board, is responsible for the executive management of the foundation and for carrying out the strategy of the foundation, within the policies established by the Board.
2. The foundation shall have an office, managed by the Secretary-General, to prepare and carry out the resolutions of the Board and to achieve the objective of the foundation as described in article 2, among others through implementation of the current policy plan.
3. The Secretary-General shall be appointed by the Board. The Secretary-General may be suspended or dismissed by the Board.
4. The appointment, suspension and dismissal of employees of the foundation shall be carried out by the Secretary-General.

#### **Financial year, financial statements and annual report**

##### **Article 16**

1. The financial year of the foundation coincides with the calendar year.
2. The Board is obliged to keep records of the financial condition of the foundation and of all matters relating to the foundation's activities in a manner appropriate to those activities and to keep appropriate books and records and other data files in such manner that the rights and obligations of the foundation can be established at any time.  
The records of the foundation must also clearly demonstrate:
  - a. the nature and extent of (any) expenses due to the individual Board members;
  - b. the nature and extent of the costs incurred by the foundation for fund raising and the administration of the foundation, as well as the nature and extent of the other expenditure by the foundation;
  - c. the nature and extent of the income of the foundation; and
  - d. the nature and extent of the foundation's financial resources.
3. The Board is under obligation to annually, within six months after the end of the financial year, record and draw up on paper the foundation's balance sheet and statement of income and expenditure. Before adopting the balance sheet and the statement of income and expenditure, the Board shall designate a registered accountant or accountant-administrative consultant in the meaning of article 393 paragraph 1 Book 2 of the Dutch Civil Code to audit these documents. This expert shall report his findings of his audit to the Board and will present the outcome of his audit in a statement on the faithfulness of the documents referred to in the previous sentence.
4. The Board is under obligation to keep the books, documents and other data files referred to in the previous paragraphs during seven years.

5. The data recorded on a data carrier, excluding the balance sheet and the statement of income and expenditure, which are drawn up on paper, may be transferred to another data carrier and kept, if and insofar the transfer takes place with a correct and full representation of the data and that these data are available during the entire period of keeping and can be rendered readable within a reasonable time.

### **Rules of procedure**

#### **Article 17**

1. The Board may adopt, amend or cancel rules of procedure in which further rules are given on the functioning of the foundation, the Board and the Secretary-General.
2. The adoption, amendment and cancellation of rules of procedure shall be subject to the provisions of article 18 paragraphs 2 and 3 as if references to the “articles of association” in those articles were to “rules of procedure”.

### **Amendment of articles of association**

#### **Article 18**

1. The Board may amend the articles of association of the foundation.
2. A resolution to amend the articles of association shall require a majority of at least two thirds of the votes cast in a meeting of the Board in which at least two thirds of the members of the Board are present or represented. If fewer than two thirds of the members of the Board are present or represented at a meeting, a second meeting shall be convened, to be held no sooner than two and no later than four weeks after the first meeting, in which second meeting a valid resolution may be passed on such amendment of the articles of association by a majority of at least two thirds of the votes cast, provided that at least half of the members of the Board are present or represented at that meeting. The notice calling the second meeting must specify that the business of the meeting shall include that and why a resolution to amend the articles of association can be taken and that the resolution to amend the articles of association can be taken in a meeting in which only half of the members of the Board are present or represented. The provision in article 9 paragraph 4, second sentence, is not applicable to a resolution to amend the articles of association.
3. The notice of the Board meeting in which a motion to amend the articles of association will be tabled shall always specify this. Additionally, a copy of the motion, containing the literal text of the proposed amendment, shall be enclosed with the convocation. In this case, the minimum notice period shall be two weeks.

4. An amendment of the articles of association shall only come into force after a notarial deed has been drawn up thereof. Every Board member is authorised to have such deed executed.
5. The Board members are under obligation to file an authentic copy of the amendment and the amended articles of association at the offices of the Dutch trade register.

### **Dissolution and liquidation**

#### **Article 19**

1. The Board may dissolve the foundation. Until the first day of November two thousand and twenty-six the Board requires the prior written approval of the foundation organized under the laws of the State of Washington (United States of America): Bill & Melinda Gates Foundation (the **Gates Foundation**) for a resolution to dissolve the foundation. The Gates Foundation may be represented for this purpose by the most recent former "Director Global Libraries" of the Gates Foundation. Any amendments to this paragraph before the first day of November two thousand and twenty-six shall require the prior approval of the Gates Foundation. The Gates Foundation may be represented for this purpose by the most recent former "Director Global Libraries" of the Gates Foundation.
2. The resolution of the Board to dissolve the foundation shall be subject to the provisions of article 18 paragraphs 2 and 3 by analogy.
3. After the dissolution of the foundation, its affairs shall be wound up and its assets shall be liquidated by the members of the Board, unless one or more other liquidators are appointed by the court or by the resolution to dissolve the foundation.
4. The liquidators shall notify the Dutch trade register of the dissolution and of their role as liquidators and shall provide their details to the Dutch trade register.
5. The Board shall determine the destination of any liquidation surplus in the resolution to dissolve. The destination shall be in accordance with the foundation's objective, on the understanding that the surplus will be deployed exclusively for charitable or educational purposes to:
  - a. an institution serving the public good, as referred to in article 1a paragraph 1 of the Implementing Regulations to the State Taxes Act 1994, or a superseding provision, with a similar object; or
  - b. a foreign institution that exclusively or virtually exclusively pursues the public good and has a similar objective as the foundation.

In the resolution to dissolve the foundation the Board shall also appoint a custodian to keep the books, documents and other data files of the dissolved foundation.

6. After dissolution the foundation shall continue to exist insofar as this is required for the liquidation of its capital. During liquidation the provisions of these articles of association will remain in force to the greatest possible extent. Documents and notices sent by the foundation must specify the words "under liquidation" after the foundation's name.
7. Once the winding up and the liquidation is complete, the books, documents and other data files of the dissolved foundation will be kept by the custodian appointed by the Board in its resolution to dissolve, for a period of seven years after the foundation has ceased to exist. This custodian shall be under an obligation to file his instructions and name and address at the Dutch trade register within eight days after his duties as custodian commence.

**Transitional provision**

In the resolution of the Board to amendment of the articles of association as laid down in this deed, each sitting member of the Board was re-appointed for a period of two years with effect from the date on which the said amendment of the articles of association was effected. In accordance with article 4 paragraph 6, these members of the Board shall be eligible for immediate re-appointment for a term not exceeding two years, albeit not more than two times.