

# IFLA STATUTES AND RULES OF PROCEDURE

For ease of understanding and use, the new proposed Rules are presented alongside the corresponding Statutes. The Rules are also numbered in such a way as to match up with the Articles of the Statutes which they complement. As such, the numbering of the Rules is not consecutive.

These Statutes and Rules of Procedure entered into force on 26 August 2021.

In due course, there will be three levels of governance documentation for IFLA, each with a distinctive purpose and role. These will be:

- **Statutes** – focused at a strategic level, this document will cover the essential legal requirements of the organisation and describing the areas in which it can act as a body. They include:
  - Financial rules and membership
  - The convening and conduct of the General Assembly, including attendance and
  - Role and remit of the Governing Board and its delegated powers. This includes the conduct creation of Councils (there will be a reference to the Professional and Regional Councils), division, advisory and other committees and professional units
  - The membership of the Governing Board and the principles of their election.
  - Appointment and role of Secretary General
- **Rules of Procedure:** focused on IFLA at an organisational/operational level, expanding on the Statutes for issues including:
  - Membership (further details)
  - Conduct of meetings,
  - Professional and Regional structures
  - Advisory Committee and other committee structures
- **Handbook:** focused on the practical procedures of IFLA, and including good practice and advice for all office holders.

The Handbook is currently being drafted for agreement by the IFLA Governing Board.

Document Title	IFLA Statutes and Rules of Procedure
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### Document control

Version	Approved by	Approval date	Revisions
6 December 2022	Governing Board	6 December 2022	<p>Revisions to Rules:</p> <p>R19.2, R20.4.6.4, R20.4.6.7, R20.4.6.11, R21.1.2.10, R21.1.3.1, R21.1.3.4, R21.1.3.5, R21.1.3.6, R21.1.3.7, R21.1.3.10, R27.2.4, R27.2.5</p> <p>New Rules: R27.2.5, 27.3.8, R27.3.9</p>

ARTICLES OF ASSOCIATION	RULES OF PROCEDURE
	The meaning of the definitions used in these Rules have the same meaning as stated in the Statutes.
<p><b>Name and domicile.</b></p> <p>Article 1.</p> <p>1.1. The name of the federation with full legal capacity (“vereniging met volledige rechtsbevoegdheid”) is: <b>The International Federation of Library Associations and Institutions</b>. It is referred to throughout these Statutes as “<b>the Federation</b>”.</p> <p>1.2. The acronym by which the Federation is known is: <b>IFLA</b>.</p> <p>1.3. The Federation has its headquarters in The Hague, the Netherlands.</p> <p>1.4. The Federation is incorporated in accordance with the laws of the Netherlands.</p>	<p><b>Name and domicile.</b></p> <p>Rule 1.</p> <p>No further Rules apply to Article 1.</p>
<p><b>Purpose.</b></p> <p>Article 2.</p> <p>2.1. The Federation is an independent, international, non-governmental, not-for profit organization, which advances the interests of library and information associations, libraries and</p>	<p><b>Purpose.</b></p> <p>Rule 2.</p> <p>No further Rules apply to Article 2.</p>

information services, librarians and the communities they serve throughout the world.

2.2. To achieve its purpose, the Federation seeks:

- a. to promote high standards of delivery of library and information services and professional practice, as well as the accessibility, protection, and preservation of documentary cultural heritage. This is done through the enhancement of professional education, the development of professional standards, the dissemination of best practice and the advancement of relevant scientific and professional knowledge;
- b. to encourage widespread understanding of the value and importance of high quality library and information services in the public, private and voluntary sectors;
- c. to represent the interests of its Members throughout the world.

2.3. In pursuing its purpose, the Federation shall seek to demonstrate the following core values:

- a. the endorsement of the principles of freedom of access to information, ideas and works of imagination and freedom of expression embodied in Article 19 of the Universal Declaration of Human Rights;
- b. the belief that people, communities and organizations need universal and equitable access to information, ideas and works of imagination for their social, educational, cultural, democratic and economic well-being;
- c. conviction that delivery of high quality library and information services help guarantee that access;
- d. the commitment to promote and value diversity and inclusion, notably as regards age, citizenship, disability, ethnicity, gender-identity, geographical location,

<p>language, political philosophy, race, religious beliefs, sex, sexual orientation or socio-economic status, and actively pursue relevant policies and practices.</p> <p>2.4. As an international professional organization, the Federation shall not participate or intervene in any way, including the publication or distribution of statements, in political campaigns on behalf of, or in opposition to, any candidate for public office.</p>	
<p><b>Financial year.</b></p> <p>Article 3.</p> <p>The financial year of the Federation is the calendar year from one January up to and including the thirty-first day of December in each year.</p>	<p><b>Financial year.</b></p> <p>Rule 3.</p> <p>No further Rules apply to Article 3.</p>
<p><b>Membership.</b></p> <p>Article 4.</p> <p>4.1. The Governing Board shall admit the members of the Federation. Members may only be associations, institutions and individuals as mentioned in Article 4.2, that endorse the purposes of the Federation and undertake to comply with these Statutes.</p>	<p><b>Membership.</b></p> <p>Rule 4 Determination of country status and code.</p> <p>R4.1 IFLA shall admit Members from any country of the world, regardless of its political status, provided they meet the prescribed criteria for membership as set out in the Statutes.</p> <p>R4.1.1 Members shall be assigned a member number that includes a country code as listed in the latest version of ISO standard 3166.</p> <p>R4.1.2 In assigning a member number the country names and codes do not necessarily have to be those of sovereign states. Country names and codes may be used for dependent</p>

<p>4.2. The Federation has the following categories of members:</p> <ul style="list-style-type: none"> <li>a. National Association Members Associations of librarians and information professionals and associations of other organizations concerned with the delivery of information services, whose memberships are national in character and whose purposes are in accordance with those of the Federation may be admitted as National Association Members. In countries where there is no library and information association, but where the interests of the library and information community are represented by a single body, this body may be admitted as a National Association Member.</li> <li>b. International Association Members International associations of librarians, libraries and library and information services whose purposes are in accordance</li> </ul>	<p>territories in cases where the state administering the territory permits this.</p> <p>R4.1.3 If the sovereignty or control of a territory is a matter of international dispute, the criterion used by the Federation shall be admission to the United Nations as a member state, or as a non-member state or entity which has been accorded formal observer status and maintains a permanent observer mission at the United Nations, as listed in the latest edition of the United Nations Protocol's Blue Book, "Permanent Missions to the United Nations". <a href="https://protocol.un.org/dgacm/pls/site.nsf/BlueBook.xsp">https://protocol.un.org/dgacm/pls/site.nsf/BlueBook.xsp</a></p> <p>R4.1.4 Members shall be listed in the Members Directory and other official IFLA lists using the country name and code assigned by the Federation.</p>
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<p>with those of the Federation may be admitted as International Association Members.</p> <ul style="list-style-type: none"> <li>c. Other Association Members Associations of librarians and information professionals whose purposes are in accordance with those of the Federation but whose geographical remit is less than that of an independent state may be admitted as Other Association Members.</li> <li>d. Institutional Members Libraries and information services in the public, private and voluntary sectors, departments of library and information studies and other organizations and agencies whose purposes are in accordance with the purposes of the Federation may be admitted as Institutional Members.</li> <li>e. Honorary Fellows Persons, including former Presidents of the Federation, who have given distinguished service in the profession of library and information service, or who have made an outstanding contribution to the work of the Federation, may be admitted as Honorary Fellows.</li> </ul> <p>4.3. The members, meant in Article 4.2, are all members of the Federation within the meaning of the Dutch Civil Code and are referred to throughout these Statutes as "Member" or "Members".</p>	<p>R4.3 Membership of and affiliation to the Federation includes the right to register for Professional and Regional units.</p> <p>R4.3.1 The Governing Board shall determine for how many Professional and Regional units Members and affiliates (affiliates are referred to throughout these Rules as "Affiliates") may register without charge, subject to the following minimum numbers:</p> <p>R4.3.1.1 All Members other than Honorary Fellows shall be entitled to register for at least two Professional Sections without additional charge.</p>
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	<p>R4.3.1.2 Honorary Fellows shall be entitled to register for any one Professional Section without any charge.</p> <p>R4.3.1.3 Affiliates shall be entitled to register for one Professional Section without additional charge.</p> <p>R4.3.1.4 An additional fee, determined by the Governing Board, shall be levied for registration for each Professional Section additional to the number fixed in Rules R4.3.1 1 – R 4.3.1.3.</p> <p>R4.3.2 All Members and Affiliates shall be registered automatically free of charge for the specific Region in which they are based. They may not register for any other Region.</p> <p>R4.3.2.1 Registration for a Region carries the right to take part in and benefit from the activities of the Regional Division to which the Member or Affiliate belongs, including the receipt of any free publications, and inclusion in the mailing list of the Division.</p> <p>R4.3.3 All Association Members shall be registered automatically free of charge for the Professional unit that represents the interests of National Association Members, in addition to the number set out in Rule R4.3.1.1.</p> <p>R4.3.4 Registration for a Professional Section carries the following rights and benefits:</p> <p>R4.3.4.1 The right to take part in and benefit from the professional activities of the Professional Section and of the Professional Division to which the Section belongs, including</p>
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<p>4.4. Membership is not transferable.</p> <p>4.5. The members of Members and the employees and associates of Institutional Members shall have the right to participate in the work of the Federation and to serve as members of all the units of the Federation.</p> <p>4.6. An association or institution that is refused membership does not have the right of appeal to the General Assembly.</p>	<p>the receipt of any free publications, and inclusion in the mailing list of the Section.</p> <p>R4.3.4.2 The registration for each Professional Section shall be automatically extended for one year at the end of each year, providing the appropriate payment is made, unless the registrant informs the Secretary General in writing that a change is requested.</p> <p>R4.3.4.3 New registrations and changes in registration shall be accepted by the Secretary General throughout the year, subject to the payment of any additional fees involved.</p>
<p><b>Termination of membership; suspension of rights.</b></p> <p>Article 5.</p> <p>5.1. Membership of the Federation may be terminated by death, dissolution, resignation, exclusion or expulsion.</p> <p>5.2. A Member may resign at any time by giving written notice to the Secretary General. Unless otherwise determined by the Governing Board, the resignation shall take effect at the end of</p>	<p><b>Termination of membership, suspension of rights.</b></p> <p>Rule 5.</p>

the financial year. Membership may however be terminated with immediate effect if the Member in question can no longer reasonably be required to remain in membership. A Member may give notice to terminate the membership with immediate effect within one month of having been informed that a resolution has been adopted to change the legal entity or form of the Federation, to merge it with another body, or to split it up. The amendment of financial rights and obligations shall not entitle a Member to give notice to terminate the membership with immediate effect.

5.3. The Governing Board may exclude a Member:

- a. if the Member in question ceases to meet the qualifications for membership as laid down in these Statutes;
- b. if the Member in question fails to meet and comply with its obligations in respect of the Federation, or
- c. if the Federation cannot reasonably be required to allow the membership in question to continue.

A simple majority of the votes cast shall be required for the decision to exclude a Member. The Governing Board may expel a Member if that Member has acted contrary to the Statutes or the Rules of Procedure, or should the Federation have been unreasonably disadvantaged by the Member in question. A two-thirds majority of the votes cast shall be required for the decision to expel a Member.

A Member that has been expelled by decision of the Governing Board shall receive a notice in writing from the Secretary General specifying the grounds upon which the decision was made.

R5.3. The Standing Appeals Panel (the Panel) and a Convenor shall be appointed by the Governing Board as required.

R5.3.1 Further rules and procedures for the appointment of the Standing Appeals Panel may be laid down in the Federation's Handbook.

R5.3.2 Members of the Standing Appeals panel shall serve in a personal capacity.

R5.3.3 Within two weeks of receiving notice of an Appeal from a Member, as provided for in Article 5.3, the Secretary General shall request the Convener to convene the Panel to consider the appeal.

R5.3.4 The members of the Panel shall study the appeal submitted to them and consult with one another. The Panel may call for and consider further information from the Member (appellant), from the Secretary General or his staff, or from other parties. The members of the Panel are not required to meet but may conduct their work by correspondence and/or electronic means of communication.

The Member may appeal against the expulsion. Any such appeal shall be made to the Secretary General within one month of receiving the notification of expulsion. The Secretary General shall convey the appeal to a standing Appeals Panel. The standing Appeals Panel shall make the final decision on the expulsion. For the period during which any appeal is underway and pending the appeal, the Member in question shall be suspended. The Rules of Procedure give rules for the composition and functioning of the standing Appeals Panel.

5.4. A Member that has resigned or been excluded or expelled shall be liable to pay any arrears in fees and the fees for the full financial year in which resignation, exclusion or expulsion takes place, unless the Governing Board determines otherwise.

5.5. A Member that is in arrears with its financial obligations to the Federation for a period as set out in the Rules of Procedure may be suspended by the Secretary General for the period and under the conditions and restrictions that are set out in the Rules of Procedure. If a Member has been suspended in accordance with the preceding sentence, this Member shall not be entitled to exercise any rights or to receive any of the Federation's services, unless the Governing Board makes an exception.

R5.3.5 The Panel may decide to uphold the expulsion, reinstate the Member, or extend the Member's suspension for a period of not more than one month for the purpose of gathering additional information.

R5.3.6 The Panel shall within one month of its appointment communicate their decision to the Secretary General. A decision to extend a suspension shall also be communicated within this time-frame, after which the Panel shall communicate their final decision to the Secretary General no later than one further month.

R5.3.7 The Secretary General shall communicate the Panel's decision to the appellant and the Governing Board within two weeks of receipt.

<p><b>Affiliate and consultative status.</b></p> <p>Article 6.</p> <p>6.1. The Governing Board may give affiliate status to individuals, institutions and organizations that support the purposes of the Federation.</p>	<p><b>Affiliate and consultative status.</b></p> <p>Rule 6.</p> <p>R6.1 Affiliation to the Federation shall be available in the following categories of Affiliates:</p> <p><b>Individual Affiliates</b></p> <p>R6.1.1 Individuals may be admitted as Individual Affiliates in the following sub-categories:</p> <p>R6.1.1.1 Personal Affiliates: individuals who wish to mark their interest in and support for the purposes and professional activities of IFLA, other than those included in the sub-categories of Non-salaried Affiliates, Student Affiliates and New Graduate Affiliates.</p> <p>R6.1.1.2 Non-salaried Affiliates: individuals, other than those eligible for Student Affiliation or New Graduate Affiliates, who can confirm that they are not currently in paid employment and do not expect to be within the next three months. Individuals may remain in this sub-category for as long as they meet the criteria. It is their responsibility to inform the Secretary General when they are no longer eligible. They will then be moved to the category of Personal Affiliate in the following year.</p> <p>R6.1.1.3 Student Affiliates: individuals who are able to provide proof of current enrolment in a course of study leading to entry-level professional qualifications in librarianship or information work. Individuals may remain in this sub-category for as long as they can prove appropriate enrolment.</p>
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	<p>R6.1.1.4 New Graduate Affiliates: individuals who graduated in library and information science are eligible for an IFLA membership at the students' rate for the first two years after graduating. Proof of diploma is necessary to apply for membership within this sub-category.</p> <p>R6.1.1.5 Individual Affiliates shall pay an annual affiliation fee, the level of which shall be determined by the Governing Board. The Governing Board may set different levels of fees for Individual Affiliates in developing and developed countries.</p> <p>The minimum level of affiliation fees shall be set at a level which covers the basic costs of the Federation's services to the respective categories, with the proviso that the Governing Board may set fees for new Individual in selected low-income countries at a lower level. The Governing Board shall publish the scale of Individual Affiliation fees for the information of Members.</p> <p>R6.1.1.6 Individual Affiliates have the right to:</p> <ul style="list-style-type: none"> <li>• nominate candidates for the position of President-elect, Treasurer and other elected places on the Governing Board but may not vote in the elections for these positions.</li> <li>• nominate and vote for the position of Chair of the Regional Council, and for members of the Regional Division Committee of the region for which they are registered.</li> <li>• nominate and vote for candidates for the Standing Committees of Professional Sections for which they are registered.</li> </ul>
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- be represented at meetings of the General Assembly, where they may speak but not vote.

#### **Institutional Affiliates**

R6.1.2 Very small institutions that are unable to sustain institutional membership of the Federation, may be admitted as Institutional Affiliates in the following sub-categories:

R6.1.2.1 School libraries: libraries of schools at the primary and secondary levels.

R6.1.2.2 One-person library centres: libraries staffed by a single employee.

R6.1.2.3 Institutional sub-units: special or branch libraries that form part of an institution which is itself an Institutional Member of the Federation.

R6.1.2.4 Institutional Affiliates shall pay an annual affiliation fee, the level of which shall be determined by the Governing Board. The provisions of Rule R6.1.1.5 apply *mutatis mutandis* to Institutional Affiliates.

R6.1.2.5 The provisions of Rule R6.1.1.6 apply *mutatis mutandis* to Institutional Affiliates.

#### **Association Affiliates**

R6.1.3 Emerging and small Associations that are unable to sustain Membership in any of the three Association categories of the Federation as described under Article 5, may be admitted as Association Affiliates for up to three consecutive years if they have not been an IFLA Member in the previous three years, and work with operating expenses at Band 12 level

<p>6.2. The Governing Board may give consultative status to international or multinational organizations in allied fields of interest, with which the Federation wishes to establish relationships in order to further the purposes of the Federation.</p>	<p>(the lowest band level in the National Association Membership category).</p> <p>R6.1.3.1 Association Affiliates shall pay an annual affiliation fee, the level of which shall be determined by the Governing Board. The provisions of Rule R6.1.1.5 apply <i>mutatis mutandis</i> to Association Affiliates.</p> <p>R6.1.3.2 The provisions of R6.1.1.6 apply <i>mutatis mutandis</i> to Association Affiliates.</p> <p><b>Admission and loss of Affiliate Status</b></p> <p>R6.1.4 Admission to Affiliate Status shall be subject to a decision of the Secretary General, which shall be reported to the Governing Board for ratification.</p> <p>R6.1.4.1 An applicant whose application is rejected by the Secretary General may appeal to the Governing Board.</p> <p>R6.1.4.2 An Affiliate may resign at any time by giving written notice to the Secretary General.</p> <p>R6.1.4.3 The decision of the Governing Board to withdraw Affiliate Status is final.</p> <p><b>Consultative status</b></p> <p>R6.2 Consultative Status is only open to organisations of which the primary field of operation falls outside librarianship and information work. Organisations that are eligible for Membership of the Federation as International Association Members shall not be admitted to Consultative Status.</p>
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<p>6.3. Affiliates and organizations with consultative status may participate in the activities of the Federation as specified in the Rules of Procedure. They may attend and speak at General Assemblies, but not vote.</p> <p>6.4. Further rules concerning the affiliate and consultative status may be laid down in the Rules of Procedure.</p>	<p>R6.2.1 Admission to Consultative Status is normally on the basis of reciprocity, with the organisation granting a similar status to the Federation.</p> <p>R6.2.2 Admission to Consultative Status shall be reported to the General Assembly.</p> <p>R6.2.3 An Organisation with Consultative Status may be represented at meetings of the General Assembly, where its representative may speak but not vote.</p> <p><b>Admission and Loss of Consultative Status</b></p> <p>R6.2.4 The provisions of Rules R6.1.4 – R6.1.4.3 apply <i>mutatis mutandis</i> to Organisations with Consultative status.</p> <p><b>Corporate Partners</b></p> <p>R6.4 Companies and other organisations with an interest in library and information services may be recognised as Corporate Partners of the Federation.</p> <p>R6.4.1 The Governing Board may from time to time determine the categories or levels of Corporate Partners, the fees payable by them, and the scale of benefits and privileges applicable to each. These shall be published for the information of Members.</p> <p>R6.4.2 Notwithstanding Rule R6.4.1 the Secretary General shall be empowered to negotiate additional benefits for Corporate</p>
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	<p>Partners whose contributions to the Federation (whether in cash or in kind) substantially exceed those set out in the scale of fees. The benefits so negotiated shall be approved by the Governing Board.</p> <p>R6.4.3 A Corporate Partner may be represented at meetings of the General Assembly, where its representative may speak but not vote. Corporate Partners may not nominate candidates for the position of President-elect and for elected places on the Governing Board and may not vote.</p> <p><b>Admission and loss of Corporate Partner status</b> R6.4.4 The provisions of Rules R6.1.4 – 6.1.4.3 apply <i>mutatis mutandis</i> to Corporate Partners.</p>
<p><b>Membership fees and finances.</b></p> <p>Article 7.</p> <p>7.1. Every Member, except for the Honorary Fellows, must pay an annual membership fee in accordance with a schedule of fees determined by the General Assembly.</p>	<p><b>Membership fees and finances.</b></p> <p>Rule 7.</p> <p>R7.1 The annual membership fee payable by Members shall be determined by the General Assembly on the advice of the Governing Board.</p> <p>R7.1.1 The minimum fee for Members shall be set at a level that covers the basic costs of the Federation's services to each category, with the proviso that the Governing Board may propose different levels of fees for Members in developing and developed countries, using the UNESCO Scale of Contributions and the United Nations List of Least Developed Countries.</p> <p>The Governing Board may also propose different levels of fees for new Members.</p>

<p>7.2. The income or assets of the Federation shall not be distributed to, or applied to the benefit of, any private person or non-charitable organization other than</p> <ol style="list-style-type: none"> <li>in the conduct of the charitable, scientific or educational activities that are necessary to pursue the purposes of the Federation;</li> <li>as payment of reasonable compensation for services rendered, including reimbursement of costs incurred;</li> <li>as payment of the fair market value of property or goods purchased by the Federation.</li> </ol>	<p>R7.1.2 Annual membership fees (including the monies payable for publications, additional Sections or other services to which a Member has subscribed) shall be payable in advance on the 31<sup>st</sup> day of March each year.</p> <p>R7.1.3 The Secretary General shall, on payment of the correct fee in full, send a receipt of payment, which shall serve as both evidence of payment and, where appropriate, authorization to vote.</p> <p>R7.1.4 Members who have not paid their fees in full by 30 June in any year may be suspended by the Secretary General. A suspended Member shall not receive any of the services of the Federation, and shall forfeit the right to vote, until the fees are paid in full.</p> <p>R7.1.5 Members that have not paid their fees by 31 December in any given year shall be excluded by resolution of the Governing Board.</p> <p>R7.1.6 Honorary Fellows retain their membership for life and are not required to pay membership fees.</p>
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<p>7.3. The Governing Board is obliged to keep records of the financial position of the Federation and of everything concerning the activities of the Federation, in accordance with the requirements arising from these activities, and to keep the books, documents and other data carriers in such a way that the rights and obligations of the Federation can be known from them at any time.</p>	
<p><b>General assembly of members.</b></p> <p>Article 8.</p> <p>8.1. The General Assembly is the highest governance level of the Federation and has the following key functions:</p> <ul style="list-style-type: none"> <li>a. to determine the purposes and values of the Federation;</li> <li>b. to amend the Statutes;</li> <li>c. to determine the conditions of membership;</li> <li>d. to receive and approve the annual financial report and accounts.</li> </ul> <p>All powers that are not assigned to others by these Statutes remain with the General Assembly.</p> <p>8.2. Within six months of the end of the financial year, except where this period has been extended by a maximum of four months by the General Assembly, the Governing Board must present a report of the Governing Board at a General Assembly on the course of events within the Federation and the policy pursued.</p> <p>8.3. The Governing Board must submit a hard copy of the balance sheet and the statement of income and expenditure,</p>	<p><b>General assembly of members.</b></p> <p>Rule 8.</p> <p>No further Rules apply to Article 8.</p>

<p>with explanatory notes, which shall have been audited by an auditor, together with a declaration by the auditor on the truth and fairness of the financial statements, to the General Assembly for approval. These documents must be (electronically) signed by all the members of the Governing Board; if any of their signatures is lacking, the reasons for this omission must be stated.</p>	
<p><b>General Assembly: convening.</b></p> <p>Article 9.</p> <p>9.1. The Governing Board shall determine the date and place of any General Assembly.</p> <p>9.2. Convening notices, together with the agenda, and - if applicable – the documents as referred to in Article 8.2 and 8.3 shall be sent by the Secretariat at least four weeks prior to the date of the meeting to all Members (the day of sending the convening notice is not included in these four weeks).</p> <p>9.3. Items that the Members wish to propose for inclusion in the agenda must reach the Secretariat at least six weeks before the date of the meeting.</p>	<p><b>General Assembly: convening.</b></p> <p>Rule 9.</p> <p>R9.1 Meetings of the General Assembly could be held during the same time period and in the same place as the Federation's Congress.</p> <p>R9.3 All resolutions must be proposed and seconded by authorised representatives of Members whose names and affiliations must be included. Resolutions must be brief, legible and must clearly express the action recommended to be taken by the Federation. Brief additional information may be attached. The Governing Board may seek clarification as required and may assist the proposer to revise a proposed resolution in order to conform with these Rules.</p> <p>R9.3.1 Resolutions of an exceptional and urgent character proposed after the deadline specified in Article 9.3 must be</p>

<p>9.4. The business of the meeting shall normally be limited to those items appearing on the agenda issued with the convening notice for the meeting. Additional items of an exceptional and urgent character may be added at the discretion of the President or other person who is acting as the chair of the meeting, with the consent of the majority of the Members present or represented.</p> <p>9.5. Upon receiving a written request by at least as many Members as shall be required to cast one tenth part of the votes of the full membership, the Governing Board shall convene an extraordinary General Assembly. Such an Assembly shall be held no later than four weeks after the date on which the request is received by the Secretariat. The Secretariat shall send convening notices to all Members entitled to attend, together with the agenda, at least two weeks prior to such an Assembly. Should no response have been given to the aforementioned request within fourteen days the Members submitting the request may themselves convene a meeting.</p>	<p>submitted to the IFLA office by the due date and time specified by the Governing Board and could be included in the convening notice if the Governing Board resolves this and the proposed resolution is received in time to be included in the convening notice. If the additional item of an exceptional and urgent character is received after the convening notice is sent out, Article 9.4 applies.</p> <p>R9.4 Additional items under Article 9.4 must also be prepared in accordance with R9.3.1 and must, at the same time, be submitted in writing to the Chair.</p> <p>R9.4.1 The Governing Board shall take appropriate action on resolutions passed by the General Assembly in a timely manner.</p>
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<p><b>General Assembly: attendance.</b></p> <p>Article 10.</p> <p>10.1. Each Member be entitled to be represented at any General Assembly by one or more representatives. One such person shall be designated by the Member to exercise the right to vote.</p> <p>10.2. Honorary Fellows are entitled to be present and have the right to vote.</p> <p>10.3. The Secretary General and officers of all units of the Federation, as determined by the Governing Board, shall be entitled to attend the General Assembly as observers, if they are not otherwise entitled to attend.</p> <p>10.4. Unless otherwise determined by the General Assembly, the Secretary General shall invite the following individuals, associations and organizations to attend as observers or to be represented at General Assemblies:</p> <ul style="list-style-type: none"> <li>a. members of the Governing Board if they are not otherwise entitled to attend;</li> <li>b. individuals or organizations with affiliate status;</li> <li>c. individuals or organizations with consultative status;</li> <li>d. other individuals, associations and organizations in accordance with guidelines determined by the Governing Board.</li> </ul>	<p><b>General Assembly: attendance.</b></p> <p>Rule 10.</p> <p>No further rules apply to Article 10.</p>
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<p><b>General Assembly: conduct.</b></p> <p>Article 11.</p> <p>11.1. The President of the Federation shall chair the General Assembly. In the absence of the President, the President-elect shall chair the General Assembly. In the absence of the President-elect, the Treasurer or another member of the Governing Board shall chair the General Assembly.</p> <p>11.2. A simple majority of National and International Association Members shall be present or be represented at the General</p>	<p><b>General Assembly: conduct.</b></p> <p>Rule 11.</p> <p>R11.1 Speakers shall address the Chair. Speakers at meetings of the General Assembly shall not speak for longer than five minutes unless the Chair decides otherwise. They shall not be called to speak again on the same subject until all those who wish to speak have spoken. The Chair has the right to curtail discussion in the interest of completing business.</p> <p>R11.1.1 Persons entitled or invited to attend General Assembly meetings in accordance with Article 10 may speak at such meetings.</p> <p>R11.1.2 Observers and other persons are not entitled to vote and may speak only if the Chair permits.</p> <p>R11.1.3 To enable the efficient and effective conduct of business, all rulings by the Chair are final, unless Article 12.10 is applicable.</p> <p>R11.1.4 The Governing Board may appoint someone who is an expert on the rules and methods of the conduct of business by boards and committees to assist the President or Chair in determining all matters of procedure for which there is no provision in these Rules.</p> <p>R11.1.4.1 The procedure for appointing this expert may be laid down in the Federation's Handbook.</p> <p>R11.2 Business transacted at a non-quorate meeting subject to gaining a two-thirds majority of the votes cast at the General</p>
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<p>Assembly to constitute a quorum. If a quorum is not present at a General Assembly, the announced business may be transacted subject to gaining a two-thirds majority of the votes cast at the General Assembly. Such business shall be implemented only if subsequently endorsed by a meeting of the Governing Board, provided that meeting has a quorum.</p> <p>11.3. The Secretary General shall be the Secretary for the General Assembly.</p> <p>11.4. The Secretary General shall ensure that a record of the business and decisions will be taken at the meeting and presented for approval to the next General Assembly.</p>	<p>Assembly, should be considered for endorsement by the Governing Board in a timely manner.</p>
<p><b>General Assembly: voting.</b></p> <p>Article 12.</p> <p>12.1. Each Member, who has not been suspended, shall have a minimum of one vote in the General Assembly and in written ballots.</p> <p>12.2. The number of votes shall be in accordance with the following formula:</p> <ul style="list-style-type: none"> <li>a. the votes of National Association Members are determined according to their operating expenditure: <ul style="list-style-type: none"> <li>- if the operating expenditure is less than fifty-thousand Euros(€ 50.000,-) than the National Association Member has ten (10) votes;</li> <li>- if the operating expenditure is between fifty-thousand Euros (€50.000,-) and four hundred ninety-nine thousand nine hundred ninety-nine Euros (€ 499.999,-) than the National Association Member has twenty (20) votes;</li> </ul> </li> </ul>	<p><b>General Assembly: voting.</b></p> <p>Rule 12.</p>



<p>- if the operating expenditure is between five hundred thousand Euros (€ 500.000,-) and two million nine hundred ninety-nine thousand nine hundred ninety-nine Euros (€ 2.999.999,-) than the National Association Member has thirty (30) votes;</p> <p>- if the operating expenditure is three million Euros (€ 3.000.000,-) or more than the National Association Member has forty (40) votes;</p> <ul style="list-style-type: none"> <li>b. all International Association Members have five votes each;</li> <li>c. other Association Members have two votes each;</li> <li>d. all other Members, including Honorary Fellows, have one vote each.</li> </ul> <p>12.3. Each Member may nominate another Member to exercise proxy votes on the Member's behalf at a General Assembly. These proxies must be received at least forty-eight (48) hours before the General Assembly. Such Members must notify the Secretary General of the appointment of a proxy holder in advance in writing or by electronic communication in accordance with requirements set out in the Rules of Procedure.</p> <p>12.4. Votes in General Assemblies shall be cast in accordance with the provisions in the Statutes and the Rules of Procedure.</p>	<p>R12.4 Except when the Governing Board allows for electronic voting in accordance with Article 12.8 and/or 12.9, votes in meetings of the General Assembly shall normally be taken by a show of hands; if, however, the majority of the meeting so decides, or if the Chair so rules, voting shall be by secret ballot. Votes in meetings of the Governing Board, councils, advisory committees, professional and regional units, committees and other bodies of the Federation shall normally be taken by a show of hands; if, however, the majority of the meeting so decides, or if the Chair so rules, voting shall be by secret ballot.</p>
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<p>12.5. Except as otherwise determined in these Statutes, decisions shall be carried by a simple majority of the votes cast. Blank votes, abstentions and invalid votes are considered as not having been cast.</p> <p>12.6. If a motion should receive an equality of votes for and against, the chair of the General Assembly shall have the deciding vote.</p> <p>12.7. The allocation of votes as set out above also applies to the election of the members of the Governing Board.</p> <p>12.8. If the Governing Board determines and confirms in the notice for a General Assembly, Members will be authorized to exercise their voting rights or the votes they cast on the basis of a proxy by (an)other Member(s) by means of an electronic means of communication, provided:</p> <ol style="list-style-type: none"> <li>the conditions for the use of that means of communication such as the connection, the security and similar have been made public in the notice to the meeting;</li> <li>a Member is able to be identified;</li> </ol>	<p>R12.4.1 The Secretary General shall ensure that, in meetings of the General Assembly, representatives of Voting Members and the number of votes they hold can be readily identified.</p> <p>R12.4.2 The Secretary General shall make arrangements for votes to be counted in a secure, accurate and timely manner.</p> <p>R12.4.3 If appropriate, the Secretary General may take steps to arrange for the appointment of tellers to count the votes in a secure, accurate and timely manner.</p>
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<p>c. Member is able to acquaint themselves with the discussions at the meeting, and</p> <p>d. d. if this option has been opened, the Member is able to participate in the discussions.</p> <p>12.9. If the Governing Board has agreed to exercise voting rights in the General Assembly by means of an electronic means of communication, votes can be cast electronically in a period not earlier than thirty days prior to the General Assembly, at an e-mail address, electronic voting platform or other means of electronic communication designated for that purpose. These votes shall have equal effect as votes cast in a General Assembly.</p> <p>12.10. The Chair's determination of the result of a vote is binding unless challenged immediately. In that event, a new vote shall be taken.</p>	
<p><b>Advisory referendum.</b></p> <p>Article 13.</p> <p>13.1. The Governing Board may hold an advisory referendum in accordance with the provisions in the Statutes and the Rules of Procedure to determine the Members' views on issues of importance.</p>	<p><b>Advisory referendum.</b></p> <p>Rule 13</p> <p>R13.1 All Members are entitled to vote in advisory referenda and have the number of votes as stated in Article 12.2.</p> <p>R13.1.1 Voting papers shall be sent and returned in writing to all Members entitled to vote, allowing at least four weeks for their dispatch and return. For the purposes of this Rule "in writing" has the same meaning as defined in Article 25.</p> <p>R13.1.2 The Secretary General shall arrange for the number of votes cast to be counted. A panel of independent scrutineers appointed by the Secretary General shall check the results.</p>

<p>13.2. The outcome of such referendum shall be reported to the Members no later than at the next General Assembly.</p> <p>13.3 Further rules concerning advisory referenda may be laid down in the Rules of Procedure.</p>	<p>R13.1.3 The completed voting papers shall be kept at Federation's headquarters for at least six months after the completed ballot and made available for inspection by a Member on request.</p> <p>R13.2 The results of referenda shall be published in the Federation's official publications with due regard to Article 13.2.</p>
<p><b>Governing Board: powers.</b></p> <p>Article 14.</p> <p>14.1. Subject to the restrictions of the Articles, the Governing Board shall be responsible for the management of the Federation. In performing of their duties, the members of the Governing Board shall regard the interests of the Federation as a legal entity and as an organization. The Governing Board is responsible for governance, financial and professional matters, ensuring sustainability and developing and overseeing the strategic direction of the Federation. In performing their duties, the Governing Board shall act in accordance with Federation's core values.</p>	<p><b>Governing Board: Powers.</b></p> <p>Rule 14.</p> <p>R14.1 the Governing Board shall regularly review its operation and management of the Federation to ensure that it is achieving its intended role and remit.</p> <p>R14.1.1 Further rules concerning the Governing Board's review of its operation and management of the organisation may be laid down in the Federation's Handbook.</p>

<p>14.2. The Governing Board shall undertake activities and enterprises required to support and pursue the purposes and strategy of the Federation.</p> <p>14.3. Without limiting the generality of Article 14.2, the Governing Board shall:</p> <ul style="list-style-type: none"> <li>- develop strategic priorities and plans for the Federation, and monitor their progress;</li> <li>- adopt an annual budget for the Federation and appoint the auditor for the Federation's financial report;</li> <li>- admit, exclude and expel Members of the Federation;</li> <li>- appoint the Secretary General;</li> <li>- establish such sub-committees, working groups, and other meetings as it decides necessary to undertake its remit, role and powers;</li> <li>- establish, and may delegate - under its responsibility - some of its powers, to councils, advisory, professional and regional units, groups, committees, offices or other bodies as it decides necessary to support and pursue the purposes and strategy of the Federation;</li> <li>- develop and approve Rules of Procedure to provide for the detailed operation of the Federation within the provisions of these Statutes.</li> </ul>	<p>R14.3 All sub-committees, working groups and other meetings, councils, advisory, professional and regional units, groups, committees, offices or other bodies established under Article 14.3 shall be reviewed every five years to ensure that they are achieving the intended role and remit.</p> <p>R14.3.1 At its first meeting after the start of its mandate, the Governing Board shall establish a Finance and Risk Committee.</p> <p>R14.3.1.1. The Finance and Risk Committee shall be responsible for advising the Governing Board on the financial and risk management of the Federation, with a view to supporting long-term sustainability.</p> <p>R14.3.1.2 The Finance and Risk Committee shall serve a two year term, aligned with that of the Governing Board.</p> <p>R14.3.1.3. The Finance and Risk Committee shall be chaired by the Federation's Treasurer with a minimum of three additional members of the Governing Board. The appointment of the additional members shall take place in a transparent and fair manner.</p> <p>The Governing Board shall also co-opt an external member to the Finance and Risk Committee with experience in Dutch law and audit practices. They shall serve for the term of the Committee and may be re-appointed for one additional term.</p>
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	<p>The co-option of such a member shall take place in a transparent and fair manner.</p> <p>R14.3.1.4 The procedures for appointing members of the Finance and Risk Committee may be laid down in the Federation's Handbook.</p> <p>R14.3.2 There shall be four Advisory Committees:</p> <ul style="list-style-type: none"> <li>• Advisory Committee on Copyright and other Legal Matters</li> <li>• Advisory Committee on Freedom of Access to Information and Freedom of Expression</li> <li>• Advisory Committee on Cultural Heritage</li> <li>• Advisory Committee on Standards</li> </ul> <p>R14.3.2.1 The Advisory Committees shall report to the Governing Board. Their role and remit shall be to:</p> <ul style="list-style-type: none"> <li>• Provide practical advice to the Governing Board in the Committee's area of expertise and respond to relevant questions and requests.</li> <li>• Raise awareness of their areas of expertise inside the library field and beyond.</li> <li>• Cooperate with other committees and groups in support of the Federation's and the Committee's overall goals.</li> <li>• Monitor the status of relevant issues around the world and highlight situations where the Federation may wish to get involved.</li> <li>• Support the development of relationships with relevant global and regional organisations on issues for which the advisory committee is responsible. Advise the Governing Board and Secretary General about other potential partnerships.</li> </ul>
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	<ul style="list-style-type: none"> <li>• Support the Federation's policy development and advocacy.</li> </ul> <p>R14.3.2.2 Each Advisory Committee shall consist of a Chair and up to nine members. In addition, up to five Expert Advisors may be appointed.</p> <p>The term of office is two years, renewable for one additional term.</p> <p>R14.3.2.3 Additional Ex Officio members may also be appointed to each Advisory Council.</p> <p>R14.3.2.4 Chairs and members of Advisory Councils shall be appointed by the Governing Board following a nominations process in accordance with Rule R27.2. National and International Association Members may nominate candidates for the position of Chair, and all Members may nominate candidates for the position of member of an Advisory Committee.</p> <p>The Chair of the Advisory Committee may advise the Governing Board on the appointment of the members, Expert Advisors and Ex Officio members</p> <p>Further rules of procedure for the nomination and appointment of Ex Officio members and their term of office may be laid down in the Federation's Handbook.</p> <p>R14.3.2.5 All appointed and expert advisor members of Advisory Committees serve in a personal capacity.</p>
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<p>14.4. The Governing Board has authority to resolve to enter into agreements to purchase, dispose of or encumber registered property or to enter into agreements by which the Federation commits itself as surety or joint and several debtor, warrants performance by a third party or undertakes to provide security for a debt of a third party.</p> <p>14.5. The Governing Board may delegate some of its powers to one or several of its members or to the Secretary General. Such persons shall report to the Governing Board. The powers delegated remain vested in the Governing Board and the delegation may be revoked by it at any time.</p>	<p>R14.3.2.6 Further rules and procedures concerning Advisory Committees may be laid down in the Federation's Handbook.</p> <p>R14.3.3 The registration fees for the Congress shall be subject to the approval of the Governing Board.</p>
<p><b>Governing Board: election and term of office.</b></p> <p>Article 15.</p> <p>15.1. The Governing Board shall consist of the President, the President-Elect, the Treasurer, the Chair of the Professional Council, the Chair of the Regional Council, the Chair of the professional unit that represents the interests of National Association Members and five other Governing Board members at large. Non-Members of the Federation may be elected as members of the Governing Board.</p> <p>15.2. If the number of members of the Governing Board falls below eleven, the Governing Board will still be competent.</p>	<p><b>Governing Board: election and term of office.</b></p> <p>Rule 15.</p> <p>R15.1 All members of the Governing Board serve in a personal capacity.</p>



15.3. In the event of the prevention or permanent absence of one or more members of the Governing Board the remaining member(s) of the Governing Board shall be in charge of the entire management of the Federation; in the event of the prevention or permanent absence of all the members of the Governing Board the General Assembly shall appoint a person to be in that event temporarily in charge of the management of the Association.

Prevention in this paragraph means in any case the circumstances that

- a. the member of the Governing Board during a period in excess of fourteen days cannot be reached due to illness or any other cause; or
- b. the member of the Governing Board has been suspended.

15.4. The management of the Federation shall be directed by a chief executive officer who is known as the Secretary General. The Secretary General shall be the Secretary of the Governing Board but is not a member of the Governing Board.

R15.4 The Secretary General is responsible for the operational direction, the operational strategy and the financial management of the Federation within the policies established by the General Assembly and the Governing Board.

R15.4.1 The Secretary General shall have the right to attend and participate in an advisory capacity at any meeting of the General Assembly, the Governing Board, the Professional Council and the Regional Council, provided that their own position is not under discussion, subject to Rules R28.1.6 and R28.1.6.1. The Secretary General does not have a vote at such meetings.

R15.4.2 The Secretary General shall appoint such other staff members as necessary for the efficient and effective operation

<p>15.5. The President shall be the President-elect of the previous term of the Governing Board. The President shall serve a single term of two years.</p> <p>15.6. The President-Elect, the Treasurer and the five other Governing Board members at large shall be elected by the Members by written ballot in accordance with the provisions in the Statutes and the Rules of Procedure. The candidate that receives the highest number of votes shall be elected a President-elect, Treasurer, or Board member at large respectively.</p> <p>In the event of a casual vacancy for the office of President-elect or Treasurer, the Governing Board shall decide the arrangements to cover temporarily the duties of the President-elect or the Treasurer respectively. A vacancy shall be declared by the Governing Board who shall make arrangements for the post of President-elect or Treasurer respectively to be filled in a transparent and fair process in accordance with the Statutes and Rules of Procedure and a written ballot shall be held for election by the Members.</p> <p>15.7. Members may nominate candidates for the position of President-elect, Treasurer and the five other Governing Board members at large. Nominations from ten Members are required for candidates standing for the position of President-Elect and</p>	<p>of the Federation and deal with all other staffing matters within the limits of the approved budget.</p> <p>R15.4.3 The Governing Board shall determine the general conditions of service of members of staff of the Federation on the advice of the Secretary General.</p> <p>R15.6 Elections for the Governing Board shall take place in accordance with the Federation's elections procedures set out in Rule R27.</p>
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nominations from five Members for candidates standing for the position of Treasurer and the positions of the other five Governing Board members at large. Further rules concerning the nominating process may be laid down in the Rules of Procedure.

15.8. The President-elect shall succeed the President at the expiry of the President's term, or in the case of a casual vacancy for the office of President, in which case the provision of Article 15.6 applies.

15.9. The Chair of the Professional Council, the Chair of the Regional Council, the Chair of the professional unit that represents the interests of National Association Members shall be elected in accordance with Article 19, Article 20 and Article 21 and the Rules of Procedure. This election as Chair of the Professional Council, Chair of the Regional Council and Chair of the professional unit that represents the interests of National Association Members is also the election of these chairs as members of the Governing Board.

15.10. The term of the Governing Board shall be two years, commencing at the conclusion of the General Assembly that follows the election of the President-elect and the election of the other members of the Governing Board in accordance with Article 15.6 and Article 15.7 and ending at the conclusion of the General Assembly that follows the next elections.

15.11. The members of the Governing Board may stand for re-election, but may not serve on the Governing Board more than two consecutive terms in any capacity except as President or President-elect. For the purpose of this Article, a term excludes a

R15.9.1 Elections for the Chair of the Professional Council shall take place in accordance with Rule 19.

R15.9.2 Elections for the Chair of the Regional Council shall take place in accordance with Rule 20.

R15.9.3 Elections for the Chair of the Professional unit that represents the interest of National Association Members shall take place in accordance with Rule R21.2.

<p>partial term in cases where members are elected or appointed after the commencement of the term.</p> <p>15.12. Notwithstanding the provision of Article 15.11, a Governing Board member may stand for election again provided their new term does not commence until at least one term after the conclusion of their previous term on the Governing Board.</p> <p>15.13. The members of the Governing Board shall observe the code of ethics determined by the Governing Board and, in particular, declare any conflicts of interest.</p> <p>15.14. The General Assembly may suspend or dismiss a member of the Governing Board if that member has acted contrary to the Statutes or purposes of the Federation.</p>	<p>R15.14 The Governing Board may suspend or dismiss any member or officer of any councils, advisory, professional and regional units, groups, committees, offices or other bodies that it has established, if that member or officer has acted contrary to the purposes and core values of the Federation in Article 2.3, the Statutes or Rules of Procedure in accordance with the procedures in Rule R29.</p>
<p>Governing Board: decision-making.</p> <p>Article 16.</p> <p>16.1. Resolutions of the Governing Board shall be carried by a simple majority of the votes cast. Each member of the Governing Board shall have one vote.</p> <p>16.2. In the event of an equal number of votes for and against a motion in a meeting, the Chair of the meeting shall have the deciding vote, provided that the Chair does not have more votes</p>	<p>Governing Board: decision-making.</p> <p>Rule 16.</p> <p>R16.2 The Governing Board may appoint someone who is an expert on the rules and methods of the conduct of business by boards and committees to assist the President in determining</p>

<p>than all the other Governing Board members attending the meeting or represented at the meeting.</p> <p>16.3. A simple majority of the members of the Governing Board attending the meeting either:</p> <ul style="list-style-type: none"> <li>(a) in person;</li> <li>(b) by telephone or videoconference; or</li> <li>(c) by proxy,</li> </ul> <p>shall constitute a quorum.</p> <p>16.4. Resolutions of the Governing Board may also be passed in writing at any time, provided:</p> <ul style="list-style-type: none"> <li>(a) they are passed unanimously by all the members of the Governing Board; or</li> <li>(b) all the members of the Governing Board have agreed (by electronic means or otherwise) with this form of decision-making, and the votes are cast in writing and the resolution will be taken in conformity with the provision of Article 16.1.</li> </ul> <p>16.5. A member of the Governing Board must not participate in the discussions and the decision-making if they have a direct or indirect personal interest which conflicts with that of the Federation as a legal entity and as an organization. If, as a consequence no resolution of the Governing Board can be adopted, the resolution will be decided on by the General Assembly.</p> <p>16.6. The meetings of the Governing Board shall be conducted in accordance with the Rules of Procedure.</p>	<p>all matters of procedure for which there is no provision in these Rules.</p> <p>R16.2.1 The procedure for appointing this expert may be laid down in the Federation's Handbook.</p> <p>R16.3 The procedure for using proxy votes may be laid down in the Federation's Handbook.</p> <p>R16.6.1 The Governing Board shall meet at least three times a year, in person, virtually, or through a combination of the two.</p>
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	<p>Further meetings shall be possible in order to facilitate decisions by and discussions among Board members.</p> <p>R16.6.2 At least one of these meetings may be held during the Federation's annual Congress. In addition, the Governing Board shall hold one further meeting jointly with each of the Professional Council and Regional Council every year.</p> <p>R16.6.3 The Governing Board shall meet and make decisions in accordance with Rule R28.</p> <p>R16.6.4 The Federation shall cover the costs of attendance of all Governing Board members for up to two Governing Board meetings per year. It will not cover costs associated with attending the annual Congress.</p>
<p><b>Governing Board: representation.</b></p> <p>Article 17.</p> <p>17.1. The Federation is represented by the Governing Board.</p> <p>17.2.</p> <ul style="list-style-type: none"> <li>a. The President and the Treasurer, acting jointly, the President and the President-Elect, acting jointly, or the President-Elect and the Treasurer, acting jointly, are also authorized to represent the Association.</li> <li>b. If any member of the Governing Board has an interest that conflicts</li> </ul> <p>with that of the Federation, the Federation can be represented by the members of the Governing Board, acting in conformity with Article 17.1 and Article 17.2 under a, or by another person, specially appointed by the General Assembly for that purpose.</p>	<p><b>Governing Board: representation.</b></p> <p>Rule 17.</p> <p>No further Rules apply to Article 17.</p>

<p>17.3. The President and the Treasurer, acting jointly, the President and the President-Elect, acting jointly, or the President-Elect and the Treasurer, acting jointly, may authorize the Secretary General to initiate, pursue or conclude legal or other formal proceedings. Such authorization shall be in writing and shall be revoked in writing.</p>	
<p><b>Governing Board: indemnification.</b></p> <p>Article 18.</p> <p>18.1. The Federation shall indemnify every member of the Governing Board, individually and severally, and hold them harmless against every liability and all claims, judgments, penalties and damages that the Governing Board member may have to bear in relation to a forthcoming, pending or terminated law suit, investigation or other legal procedures of a civil, criminal or administrative nature (“Action”) instituted by a party other than the Federation in relation to actions, including failure to take action, in their capacity as Governing Board members.</p> <p>18.2. The Governing Board members shall not be held harmless against claims insofar as the claims relate to personal, monetary or other benefit to which the Governing Board members were not legally entitled or in cases in which a court determines liability of the Governing Board members on the basis of intent or wilful recklessness.</p> <p>18.3. The Governing Board members shall not accept liability, personal or on behalf of the Federation, incur costs, nor enter into a settlement in relation to the Action without prior consent of the Governing Board.</p>	<p><b>Governing Board: indemnification.</b></p> <p>Rule 18.</p> <p>No further Rules apply to Article 18.</p>

<p>18.4. The Governing Board will determine the manner of conducting a defence to a claim or action in consultation with the Governing Board member.</p>	
<p><b>Professional Council.</b></p> <p>Article 19.</p> <p>19.1. The Federation has a Professional Council. Acting in accordance with the Federation's core values, the Professional Council shall ensure the coordination of the work of the units within the Federation responsible for professional activities, policies and programmes. It shall report to and advise the Governing Board on issues relating to the Professional Council's remit and activities.</p>	<p><b>Professional Council.</b></p> <p>Rule 19.</p> <p>R19.1. The Federation has a Professional Council which acts in accordance with the Federation's purpose, core values and strategy. Reporting to and advising the Governing Board its role is to inspire, lead and co-ordinate the work of Professional Units.</p> <p>R19.1.1 The remit of the Professional Council is to:</p> <ul style="list-style-type: none"> <li>i. oversee the professional programme of the Federation including the work of Professional Units, ensuring they support the organisation's purpose, core values and strategy.</li> <li>ii. support the work of the Professional Units and their Officers, including the development of guidelines, toolkits and best practices.</li> <li>iii. review the status and programmes of the Professional Units every five years, to ensure they remain relevant to the Federation's purpose, core values and strategy and are making an effective contribution.</li> <li>iv. establish procedures for organizing the professional content of the Federation's Congress programme, including satellite conferences.</li> </ul>



<p>19.2. The Chair of the Professional Council shall be elected by the Chairs and Secretaries of all Professional Sections by written ballot in accordance with the provisions of the Statutes and the Rules of Procedure. Those eligible for nomination are the outgoing Chairs and Secretaries of all the Professional Divisions.</p>	<ul style="list-style-type: none"> <li>v. oversee the publications programme of the Federation and make recommendations as appropriate to the Governing Board.</li> <li>vi. advise the Governing Board on all Professional issues, and inform the Governing Board, through the Chair Professional Council, of the activities of the Professional Council and Professional Divisions and Units and raise issues of interest and concern.</li> <li>vii. advise the Governing Board on the number, title, size and membership of the Professional Divisions.</li> <li>viii. liaise with the Regional Council in areas of mutual interest and identify opportunities for collaboration.</li> </ul> <p>R19.2 Elections for the Chair of the Professional Council shall take place in accordance with the Federation's elections procedures set out in Article 19.2 and Rule R27.</p> <p>Nominations for the Chair of the Professional Council shall be requested from Professional Section Standing Committee Officers and Special Interest Group Convenors. Five nominations are required for each candidate.</p> <p>Those eligible for nomination are the outgoing Officers of all the Professional Division Committees whose terms are due to expire in the August following the election, and who can meet the expectations set out for Chair of the Professional Council.</p> <p>In the election, each Officer of all Professional Sections and Special Interest Group Convenors shall have one vote in the written ballot.</p> <p>R19.2.1 The term of Professional Council Chair shall be two years. They may not stand for re-election but may stand for</p>
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	election again provided their new term does not commence until at least one term after the conclusion of their previous term as Chair of the Professional Council.
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<p>19.3. In the event of a casual vacancy for Chair of the Professional Council, a vacancy shall be declared by the Governing Board who shall make arrangements for the post to be filled in a transparent and fair process in accordance with the Statutes and Rules of Procedure, and a written ballot shall be held for election by the Chairs and Secretaries of all the Professional Sections.</p> <p>19.4. Further rules concerning the Professional Council may be laid down in the Rules of Procedure.</p>	<p>R19.4 The Professional Council shall consist of the Chair, and the Chairs of the Professional Division Committees. A member of the Regional Council may attend to support liaison between the Councils.</p> <p>The Secretary General (or their nominee) attends in an advisory capacity.</p> <p>R19.4.1 Members of the Professional Council serve in a personal capacity except when representing the interests of their Division.</p> <p>R19.4.2 At the first meeting of a newly constituted Professional Council the Chair shall conduct an election for the position of Vice Chair. Any member of the Professional Council, except the Chair, may be nominated.</p> <p>The election shall be carried out in accordance with Rule R27.</p> <p>In the event of a casual vacancy for the position of Vice Chair, a further election will take place in accordance with this Rule.</p> <p>R19.4.3 In the absence of the Chair, the Vice Chair shall chair meetings of the Professional Council and may attend meetings of the Governing Board as a participating observer. In such</p>
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	<p>circumstance, the Federation shall cover the costs of attendance of for up to two Governing Board meetings per year. It will not cover costs associated with attending the annual Congress.</p> <p>R19.4.4 The Professional Council shall meet, in person or virtually, a minimum of three times each year, once with the Governing Board and once with the Regional Council. One meeting may take place during the Federation's annual Congress.</p> <p>The Professional Council shall meet and take decisions in accordance with Rule R28.</p> <p>R19.4.5 Rules for the election of Professional Division Committee Chairs are set out in Rules R21 and R27.</p>
<p><b>Regional Council.</b></p> <p>Article 20.</p> <p>20.1. The Federation has a Regional Council. Acting in accordance with the Federation's core values, the Regional Council shall ensure coordination of the work of the units responsible, at the regional level, for strengthening advocacy and supporting the visibility, coherence and effectiveness of the Federation's work. It shall report to and advise the Governing Board on issues relating to the Regional Council's remit and activities.</p>	<p><b>Regional Council.</b></p> <p>Rule 20</p> <p>R20.1. The Federation has a Regional Council which acts in accordance with the Federation's purpose, core values and strategy. Reporting to and advising the Governing Board its role is to inspire, lead and co-ordinate the work of Regional Divisions.</p> <p>R20.1.1 The remit of the Regional Council is to:</p> <ul style="list-style-type: none"> <li>i. oversee the regional programme of the Federation including the work of the Regional Divisions, ensuring they support the organisation's purpose, core values and strategy.</li> </ul>

<p>20.2. The Chair of the Regional Council shall be elected by the members of the Regional Divisions by written ballot in accordance with the provisions in the Statutes and the Rules of Procedure. Those eligible for nomination are the outgoing Chairs and Secretaries of the Regional Divisions.</p>	<ul style="list-style-type: none"> <li>ii. provide advice and support on aspects of IFLA's advocacy work with a regional dimension and identify areas for future advocacy activity by IFLA.</li> <li>iii. working with IFLA Headquarters, support the work of the Regional Division Committees and their Officers, including the development of action plans and their delivery.</li> <li>iv. review the operation of Regional Division Committees on a regular basis, to ensure they remain relevant to the Federation's purpose, core values and strategy and are making an effective contribution.</li> <li>v. support the Governing Board in devising and delivering strategies to enhance communication with to Members and strengthen outreach to non-Members, working with IFLA Headquarters.</li> <li>vi. inform the Governing Board, through the Chair of the Regional Council, of the activities of the Regional Council and Regional Divisions and raise issues of interest and concern.</li> <li>vii. Advise the Governing Board on the number and title of each Region, and the number of members on Regional Division Committee.</li> <li>viii. Liaise with the Professional Council on areas of mutual interest and identify opportunities for collaboration.</li> </ul> <p>R20.2 Elections for the Chair of the Regional Council shall take place in accordance with the Federation's elections procedures</p>
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	<p>set out in Rule R27.</p> <p>Nominations for the Chair of the Regional Council shall be requested from Members and Affiliates and from Regional</p>
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<p>20.3. In the event of a casual vacancy for the Chair of the Regional Council a vacancy shall be declared by the Governing Board who shall make arrangements for the post to be filled in a transparent and fair process in accordance with the Statutes and Rules of Procedure, and a written ballot shall be held for election by the members of the Regional Divisions.</p> <p>20.4 Further rules concerning the Regional Council may be laid down in the Rules of Procedure.</p>	<p>Division Committee members. Five nominations are required for each candidate. Any candidate who can meet the expectations set out for Chair of the Regional Council may be nominated.</p> <p>The Chair of the Regional Council shall be elected by Members and Affiliates registered in the relevant region by a written ballot. The voting weights set out in Article 12.2 shall apply. Each Affiliate shall have one vote. The candidates that receive the highest number of votes shall be elected.</p> <p>R20.2.1 The term of the Regional Council Chair shall be two years. They may not stand for re-election but may stand for election again provided their new term does not commence until at least one term after the conclusion of their previous term on the Governing Board.</p> <p>R20.2.2 The Chair of the Regional Council shall serve in a personal capacity.</p> <p>R20.4 The Regional Council shall consist of the Chair, and the Chairs of the Regional Division Committees. A member of the Professional Council may attend to support liaison between the Councils.</p>
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	<p>The Secretary General (or their nominee) attends in an advisory capacity.</p> <p>R20.4.1 Members of the Regional Council serve in a personal capacity.</p> <p>R20.4.2 At the first meeting of a newly constituted Regional Council the Chair shall conduct an election for the position of Vice Chair. Any member of the Regional Council, except the Chair, may be nominated.</p> <p>The election shall be held in accordance with Rule R27. Each member shall have one vote.</p> <p>In the event of a casual vacancy for the position of Vice Chair, a further election will take place in accordance with this Rule.</p> <p>R20.4.3 In the absence of the Chair, the Vice Chair shall chair meetings of the Regional Council and may attend meetings of the Governing Board as a participating observer. In such circumstance, the Federation shall cover the costs of attendance of the Vice Chair, if applicable, for up to two Governing Board meetings per year. It will not cover costs associated with attending the annual Congress.</p> <p>R20.4.4 The Regional Council shall meet, in person or virtually, a minimum of three times each year, once with the Governing Board and once with the Professional Council. One meeting may take place during the Federation's annual Congress.</p> <p>The Regional Council shall meet and take decisions in accordance with Rule R28.</p>
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	<p>R20.4.5 Rules for the election of Regional Division Committee Chairs are set out in Rule R20.4.6 and R27.</p> <p><b>Regional Divisions</b></p> <p>R20.4.6 The Governing Board shall, on the recommendation of the Regional Council, establish Regional Divisions, each of which shall be represented by a Regional Division Committee. The geographical area, role and remit of the Regional Divisions shall be determined by the Governing Board. The membership of the Regional Division shall be the Members and Affiliates who are based within that Region.</p> <p>R20.4.6.1 The remit of Regional Division Committees is to support the development and delivery of action plans that respond to the needs of the library field across the region, in line with IFLA's overall strategy and working with other relevant committees and groups. They contribute actively to efforts to engage Members and reach out to non-Members.</p> <p>R20.4.6.2 Each Regional Division Committee shall consist of 15 to 20 elected members.</p> <p>R20.4.6.3 Members of Regional Division Committees serve in a personal capacity.</p> <p>R20.4.6.4 Elections for members of Regional Division Committees shall take place by written ballot in accordance with the Federation's elections procedures set out in Rule 27.</p> <p>Nominations for members of Regional Division Committees shall be from all Members and Affiliates registered in the relevant region. Nominations from one such Member or Affiliate is required. Any candidate who can meet the</p>
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	expectations set out for Regional Division Committee members can be nominated.
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	<p>Members of Regional Division Committees shall be elected by Members and Affiliates registered in the relevant region by a written ballot. The voting weights set out in Article 12.2 shall apply. Each Affiliate shall have one vote. The candidates that receive the highest number of votes shall be elected, subject to the provisions of Rule 20.4.6.6. Where there are fewer candidates than there are vacancies, all shall be deemed elected.</p> <p>R20.4.6.5 The term of Regional Division Committee members shall be two years. Members of Regional Division Committees may stand for re-election but may not serve on a Regional Division Committee more than two consecutive terms but may stand for election again provided their new term does not commence until at least one term after the conclusion of their previous term.</p> <p>Successful candidates shall serve in a personal capacity, and work on behalf of the region as a whole.</p> <p>R20.4.6.6 The Governing Board may place limits on the number of representatives elected to the Regional Division Committee from individual countries in each Region to ensure wider representation within the Region.</p> <p>R20.4.6.7 If a Regional Division Committee does not reach its minimum number of elected members additional members may be co-opted with the agreement of the Regional Council to bring the membership to at least 15.</p> <p>Their co-opted term shall be until the next elections for the Regional Division Committee and is not renewable.</p>
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	<p>For the purpose of this Rule a term includes a partial term in cases where members are co-opted to the Regional Division Committee in accordance with this Rule. A term excludes a partial term where a member is co-opted to the Committee mid-term.</p> <p>Co-opted positions will be filled in a transparent and fair process, taking into account issues of diversity and, if appropriate, the results of elections. Further rules and procedures concerning co-option to Regional Division Committees may be laid down in the Federation's Handbook.</p> <p>R20.4.6.8 Each Regional Division Committee shall have a Chair. The Chair shall serve as a member of the Regional Council. Each Regional Division Committee Chair shall represent their Division and report back, highlighting important decisions and issues. Each Regional Division Committee Chair also prepares a brief annual report about the activities of the Division for the Regional Council.</p> <p>At the first meeting of a newly elected Regional Division Committee, members shall elect a Chair from amongst their number, in accordance with Rule R27. Each member shall have one vote. The term of office shall be two years.</p> <p>Chairs of Regional Division Committees may not stand for re-election as Chair but may stand for election again provided their new term does not commence until at least one term after the conclusion of their previous term as Chair. The Chairs of Regional Division Committees shall serve in a personal capacity, except in the Regional Council, where they shall represent their region.</p>
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	<p>R20.4.6.9 In the event of a casual vacancy for a Regional Division Committee Chair, members shall elect a new Chair from amongst their number. On completion of that term, the person concerned may, if otherwise eligible, be nominated to serve for one further term.</p> <p>R20.4.6.10 The Regional Division Committees shall meet, in person or virtually, a minimum of three times each year, once with the Regional Council. One meeting may take place during the Federation's annual Congress.</p> <p>Regional Division Committees shall meet and take decisions in accordance with Rule R28.</p> <p>R20.4.6.11 The Regional Division Committee Chair shall conduct an election for the Vice-Chair and Information Coordinator of the Regional Division Committee from among the members of the Committee at its first meeting. Each member shall have one vote. In the event of a casual vacancy for the position of Vice-Chair or Information Coordinator an election will be held for the remainder of the term.</p> <p>If the Regional Division Chair is unable to attend the Regional Council, the Vice-Chair may attend in their place.</p> <p>R20.4.6.12 Regional Divisions may draft resolutions for consideration by the Regional Council.</p> <p>R20.4.6.13 Each Regional Division Committee may establish ad hoc Working Groups and Networks.</p>
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	R20.4.6.14 Further rules and procedures concerning the Regional Divisions may be laid down in the Federation's Handbook.
<p><b>Professional and other units.</b></p> <p>Article 21.</p> <p>21.1. The Governing Board shall establish, determine the terms of reference and reporting of, and dissolve, professional and other units such as Divisions and Sections of the Federation, and such other groups, committees, offices or other bodies as it decides are necessary for the execution of its duties and the fulfilment of the purposes of the Federation.</p>	<p><b>Professional and other units.</b></p> <p>Rule 21</p> <p>R21.1. The Governing Board shall, on the recommendation of the Professional Council, establish Sections and Special Interest Groups (SIGs) organised into Professional Divisions. The roles and remit of the Divisions, Sections, SIGs and other Federation bodies shall be determined by the Governing Board.</p> <p><b>Professional Divisions</b></p> <p>R21.1.1 The Professional Council shall recommend to the Governing Board the number, title and membership of the Professional Divisions.</p> <p>R21.1.1.1 The Remit of Professional Division Committees is to enable effective and timely communication between Professional Units, the Professional Council and IFLA HQ, and, in line with IFLA's strategy, to assist the Professional Units with the co-ordination of professional activities and in understanding better how IFLA works.</p> <p>R21.1.1.2 Each Professional Division Committee shall have a Chair. Each Professional Division Chair shall represent the Professional Division Committee raising issues that should be referred to the Professional Council, and reporting back, highlighting important decisions and issues. Each Professional</p>

	<p>Division Chair also prepares a brief annual report about the activities of the Division, for the Professional Council.</p> <p>Elections for Chairs of Professional Division Committees shall take place in accordance with Rule 27.</p> <p>Nominations for Chairs of Professional Division Committees shall be from all members of Professional Section Standing Committees. Three nominations shall be required. Any Professional Section Standing Committee Officer coming to the end of their term may be nominated.</p> <p>Chairs of Professional Division Committees shall be elected by the Officers of Professional Section Standing Committees by a written ballot. Each Officer shall have one vote. The candidates that receive the highest number of votes shall be elected.</p> <p>R21.1.1.3 The term of Professional Division Committee Chairs shall be two years. They may not stand for re-election but may stand for election again provided their new term does not commence until at least one term after the conclusion of their previous term as Professional Division Committee Chair. Professional Division Committee Chairs shall serve in a personal capacity, except in their role as members of the Professional Council, where they shall represent their Division.</p> <p>R21.1.1.4 In the event of a casual vacancy for the Chair of a Professional Division Committee an election will be held for the remainder of that term. Nominations shall be from Officers of Professional Section Standing Committees. Three nominations shall be required. Any Professional Section Standing Committee Officer may be nominated.</p>
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	<p>The successful candidate must stand down from their role as Officer.</p> <p>On completion of the term, the person concerned may, if otherwise eligible, be nominated to serve for one further term.</p> <p>R21.1.1.5 A Professional Division Committee shall consist of the Officers of each Professional Unit that belongs to the Professional Division, i.e. the Chair, Secretary and Information Co-ordinator of each Professional Section Standing Committee, and the Convenor of each Special Interest Group of the Professional Division.</p> <p>The Professional Division Committee shall meet, in person or virtually, a minimum of three times each year. One meeting may take place during the Federation's annual Congress.</p> <p>Professional Division Committees shall meet and take decisions in accordance with Rule R28.</p> <p>R21.1.1.6 The Professional Division Committee Chair shall conduct an election for the Secretary of the Committee, in accordance with Rule R27, from among the members of the Committee, at its first meeting. Each member shall have one vote. In the event of a casual vacancy for the position of the Secretary an election will be held for the remainder of the term.</p> <p>If the Professional Division Chair is unable to attend the Professional Council, the Secretary may attend in their place.</p>
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	<p>R21.1.1.7 Each Professional Division Committee may establish ad hoc Working Groups and Networks.</p> <p>R21.1.1.8 Further rules and procedures concerning Professional Divisions may be laid down in the Federation's Handbook.</p> <p><b>Professional Sections - General</b></p> <p>R21.1.2 Professional Sections may be established in accordance with Article 21.1 and Rule R21.1</p> <p>R21.1.2.1 The Professional Sections are the primary focus of professional activity within the Federation, specialising in a particular type of library and information service or an aspect of library and information science.</p> <p>R21.1.2.2 Each Professional Section shall develop an annual plan of activities in line with its role and remit. It shall keep those Members and Affiliates registered for the Section informed about the planning and progress of its activities.</p> <p>Each Professional Section may establish Working Groups and Networks either independently or in collaboration with other Professional Sections.</p> <p>To assist in its work each Professional Section may appoint Standing Committee members to serve in specialist roles.</p> <p>R21.1.2.3 Each Professional Section consists of those Members and Affiliates which are registered for that Section in accordance with Rule 6. If the membership of the Professional Section falls below the minimum of forty members, the Professional Council shall determine a time-frame within which</p>
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	<p>this number should be attained, failing which the Governing Board, on recommendation of the Professional Council, may decide to disband the Section, merge it with another, or to convert it to a Special Interest Group or another form of body as defined in the Handbook.</p> <p><b>Professional Sections – Elections and Appointments</b></p> <p>R21.1.2.4 Each Professional Section shall elect by written ballot a Standing Committee of no fewer than 10 and no more than 20 persons.</p> <p>R21.1.2.5 Elections for members of Professional Section Standing Committees shall take place in accordance with the Federation’s elections procedures set out in Rule R27.</p> <p>Nominations for members of Professional Section Standing Committees shall be from all members of the Section as set out in Rule R21.1.2.3. One nomination is required to stand. Any candidate who can meet the expectations set out for members of Professional Section Standing Committees can be nominated.</p> <p>R21.1.2.6 Members of Professional Section Standing Committees shall be elected in writing by members of the Professional Section, as set out in Rule R21.1.2.3. Each member of the Section shall have one vote. The twenty candidates that receive the highest number of votes shall be elected. Where there are twenty candidates or fewer, all shall be deemed elected.</p> <p>R21.1.2.7 The term of Professional Section Standing Committee Members shall be four years. Members of Professional Section Standing Committees may stand for re-</p>
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	<p>election but may not serve on a Professional Section Standing Committee more than two consecutive terms.</p> <p>Having served two terms, they may only stand for election again provided their new term does not commence until at least one term after the conclusion of their previous term in any one role.</p> <p>However, at the end of their second term, they may be nominated for and elected to the Standing Committee of a different Section.</p> <p>For the purpose of this Rule a term excludes a partial term in cases where members are co-opted to the Standing Committee in accordance with Rule R21.1.2.9.</p> <p>R21.1.2.8 If a Section fails to elect a minimum of 10 Standing Committee members, the Professional Committee shall determine a time-frame within which this number should be attained, failing which the Professional Committee may recommend to the Governing Board that the Section be disbanded, merged with another Section, or converted to a Special Interest Group.</p> <p>R21.1.2.9 If a Section elects more than 10 members, but less than twenty, additional members may be co-opted with the agreement of the Divisional Chair to bring the membership up to the maximum number.</p> <p>Such co-option shall take place in a fair and transparent way.</p> <p>Following elections, the Chair of the Professional Section Standing Committee, in consultation with the Chair of the</p>
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	<p>Professional Division Committee, shall determine whether up to three mentors shall be appointed to support the work of the Professional Section Standing Committee.</p> <p>Their term of office shall be one term of four years until the elections for the Standing Committee at the beginning of the next 4-year term.</p> <p>Mentors are not members of the Professional Section Standing Committee.</p> <p>Such appointments shall take place in a fair and transparent way.</p> <p>R21.1.2.10 The Chair of the Professional Section Standing Committee, in consultation with the Chair of the Professional Division Committee, shall determine whether up to five additional members should be co-opted in order to support the diversity of the Professional Section Standing Committee.</p> <p>Their term shall be until the elections for the Standing Committee at the beginning of the next 4-year term.</p> <p>Such co-option shall take place in a fair and transparent way.</p> <p>R21.1.2.11 Elected members, co-opted members and mentors shall serve in a personal capacity.</p> <p><b>Professional Sections - Officers</b></p> <p>R21.1.2.12 The Professional Section Standing Committee shall have a Chair, a Secretary and an Information Co-ordinator, known as "Officers". The Officers shall serve as members of the Professional Division Standing Committee.</p>
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	<p>At the first meeting of a newly elected Professional Section Standing Committee, members shall elect Officers from</p>
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	<p>amongst their number, in accordance with Rule R27. Each member shall have one vote.</p> <p>Separate rules apply to the election of the Chair of the professional unit that represents the interests of National Association Members – see R21.2.</p> <p>R21.1.2.13 The term for Officers of Professional Section Standing Committees is two years. They may stand for re-election, provided they will still be members of the Standing Committee for that period but may not serve more than two consecutive terms in any one role. A person may therefore serve a total of eight years as an Officer, for example, four years as Chair and four years as Secretary.</p> <p>R21.1.2.14 In the event of a casual vacancy for a Professional Section Standing Committee Officer, members shall elect a new Officer from amongst their number. On completion of that term, the person concerned may, if otherwise eligible, be nominated to serve for one further term.</p> <p>R21.1.2.15 The Professional Section Standing Committee shall meet, in person or virtually, a minimum of three times each year. One meeting may take place during the Federation's annual Congress.</p> <p>Professional Section Standing Committees shall meet and take decisions in accordance with Rule 28.</p> <p><b>Professional Sections - Finance</b></p> <p>R21.1.2.16 If the Section holds a satellite meeting or conference for which registration fees or external financial support are received, the proceeds of the event, minus</p>
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	<p>expenses and accompanied by a financial account, shall be returned to the hosting organization(s) and/or the Federation's central account, as appropriate. The Section may suggest appropriate uses for the funds.</p> <p>R21.1.2.17 In the event of the dissolution of a Section, all unspent funds shall be returned to the Federation's central account, except any unspent funds received from an external agency, which must be returned to that agency unless otherwise authorised.</p> <p>R21.1.2.18 The Treasurer shall set out in financial regulations the manner in which Sections shall budget for their expenditure, request the reimbursement of funds expended in terms of their budgets, and return unspent funds to the Federation's central fund or, in the case of funds received from an external agency, to that agency. The financial procedures shall be in accordance with the standards required by the Federation's auditors.</p> <p><b>Professional Sections – Further Rules</b></p> <p>R21.1.2.19 Further rules and procedures concerning Professional Sections may be laid down in the Federation's Handbook.</p> <p><b>Special Interest Groups (SIGs) - Establishment</b></p> <p>R21.1.3 The Governing Board, on recommendation of the Professional Council, may establish SIGs as time limited bodies to address emerging issues or trends or issues of continuing interest to a relatively small number of Members. SIGs bring together Members with common and continuing interests that they wish to discuss or explore, but which are not included in the Mission and Goals of an existing Section.</p>
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	<p>Interests may cut across the concerns of multiple Sections, identify and follow an emerging issue or trend, be very specialized, or be relevant to a small number of members.</p> <p>R21.1.3.1 To hold an exploratory meeting concerning the establishment of a SIG, a petition must be submitted to the Professional Council signed by 10 persons, three of whom must be Professional Standing Committee members, requesting a meeting (virtual or in person) to invite people to see whether there is sufficient interest.</p> <p>R21.1.3.2 To form a SIG, a petition must be submitted to the Professional Council, signed by 25 persons who intend to actively participate in the activities of the SIG, and approved by one or more sponsoring Sections. Once established, the SIG must be recognised in the Professional Section or Sections' action plan.</p> <p>R21.1.3.3 Before deciding whether to recommend the establishment of a SIG to the Governing Board, the Professional Council must be reasonably satisfied that the issues to be discussed:</p> <ul style="list-style-type: none"> <li>• will promote the Federation's values, professional priorities and strategy,</li> <li>• will not conflict with or duplicate the terms of reference of an existing IFLA Professional Unit, and,</li> <li>• are appropriate to the terms of reference of the sponsoring Section(s).</li> </ul> <p>The Professional Council must also decide which Division the SIG should be placed in.</p>
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	<p>R21.1.3.4 At its first meeting the SIG shall elect a Convenor. Convenors shall self-nominate or be nominated by members of the SIG. Each member of the SIG shall have one vote in the Convenor election.</p> <p>The election shall be overseen by the Chair of (one of) the sponsoring Professional Section Standing Committee(s).</p> <p>The SIG Convenor shall serve as a member of the Professional Division Committee of the Division to which they are allocated.</p> <p>R21.1.3.5 The term of office of the SIG Convenor is up to two years after the exploratory meeting, once renewable following the timeline of the two year election cycle. SIG Convenors shall serve in a personal capacity, except in their role as an attendee of a Section Standing Committee meeting or Division Committee meeting, in which case they shall represent their SIG.</p> <p>R21.1.3.6 The Convenor may attend the sponsoring Section's Standing Committee meetings during their term as Convenor as an observer.</p> <p>R21.1.3.7 The Secretary General will call for nominations from among individuals interested in participating in the committee for the SIG. The Sponsoring Section will elect a committee of up to 9 individuals.</p> <p>If there are more than nine nominations an election will be held. The current committee members of the sponsoring sections will participate in the elections. If there are 9 or fewer nominations, all nominees will be appointed.</p>
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	<p>Membership should be regionally diverse, and consideration should be given to new professionals being included.</p> <p>Co-option for a full committee of nine members or for regional diversity within the SIG is applicable.</p> <p>The term for members of SIG committees will be two years renewable once.</p> <p>R21.1.3.8 In the event of a casual vacancy in the Convenor position, the SIG committee will elect a member to fill the vacancy for the remaining term. On completion of that term, the Convenor may be re-elected for a second consecutive two-year term.</p> <p>R21.1.3.9 SIG Committees shall meet and take decisions in accordance with Rule R28.</p> <p><b>SIGs - Duration and Review</b></p> <p>R21.1.3.10 SIGs are created for an initial four year term.</p> <p>The sponsoring Section(s) will review the SIG after four years and recommend to the Professional Council whether the SIG should be awarded Section status, continue or be disbanded.</p> <p><b>SIGs – Further Rules</b></p> <p>R21.1.3.11 Further rules and procedures concerning SIGs may be laid down in the Federation’s Handbook.</p>
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21.2. The Federation has a professional unit that represents the interests of National Association Members. The Chair of this unit will be elected by the members of its Standing Committee by written ballot in accordance with the provisions in the Statutes and the Rules of Procedure. Those eligible for nomination are the members of the Standing Committee.

**Professional Sections - The Professional Unit representing National Association Members**

R21.2 The Chair of the professional unit that represents the interests of National Association Members shall be elected by the incoming members of the Unit Standing Committees by a written ballot.

R21.2.1 Nominations for the Chair shall be from all incoming members of the unit Standing Committee. One nomination shall be required. Any incoming member of the Professional Section Standing Committee may be nominated.

Each member shall have one vote. The candidate that receives the highest number of votes shall be elected.

The election shall be held in accordance with Rule R27.

R21.2.2 The term for the Chair of the unit that represents the interests of National Association Members shall be two years. They may stand for re-election, provided they will still be members of the Standing Committee for that period, and are not disqualified under Article 15.11, but may not serve more than two consecutive terms as Chair.

<p>21.3. In the event of a casual vacancy for the Chair of the professional unit that represents the interests of National Association Members a vacancy shall be declared by the Governing Board who shall make arrangements for the post to be filled in a transparent and fair process in accordance with the Statutes and Rules of Procedure, and a written ballot shall be held for election by members of the professional unit's Standing Committee.</p> <p>21.4. Further rules concerning the professional units may be laid down in the Rules of Procedure.</p>	<p>R21.4. Professional units may draft resolutions for consideration by the Professional Council.</p>
<p><b>Amendment of statutes.</b></p> <p>Article 22.</p> <p>22.1. No amendment of these Statutes may be made other than by a resolution of the General Assembly, convened by a notice stating the intention to amend the Statutes. The notice for convening shall state the intention to amend the Statutes and include the text of the proposals.</p> <p>22.2. The Governing Board may formulate proposals to amend these Statutes, either on its own initiative or in response to a request from Members. If a request to amend these Statutes is submitted to the Governing Board through the Secretary General and is signed by at least as many Members as shall be required to cast one-tenth part of the votes of the full membership, the Governing Board shall act upon the request.</p> <p>22.3. The proposal for amendment of the Statutes shall be considered to be carried if at least a two-thirds majority of the</p>	<p><b>Amendment of statutes and rules of procedure.</b></p> <p>Rule 22.</p> <p>R22.1 Further rules and procedures concerning the Rules of Procedure may be laid down in the Federation's Handbook.</p>

<p>votes cast are in favour of their adoption. If a quorum is not present, the provisions of Article 11.2 shall apply.</p> <p>22.4. Amendments to these Statutes only enter into force after they have been recorded in a notarial deed. Any member of the Governing Board is authorized to appear before the notary to record the amendments to the Statutes.</p>	
<p><b>Dissolution and settlement.</b></p> <p>Article 23.</p> <p>23.1. The Federation may be dissolved by a resolution of the General Assembly. The provisions of Article 22.1, first sentence and Article 22.3 shall apply as appropriate to such a resolution.</p> <p>23.2. In the event of dissolution, the proposals for dissolution shall provide that the liquidation surplus shall be applied for the benefit of the common good of library and information associations and service in accordance with the purposes of the Federation and the provisions of Article 7.2.</p> <p>23.3. The settlement shall be carried out by the Governing Board.</p> <p>23.4. After dissolution, the Federation shall continue to exist in so far as this is necessary until settlement of its assets. During the settlement, the provisions of the Statutes remain in force as far as possible. In documents and announcements issued by the Federation, the words “in liquidation” must be added to its name.</p>	<p><b>Dissolution and settlement.</b></p> <p>Rule 23.</p> <p>No further Rules apply to Article 23.</p>

<p>23.5. The settlement shall end on the date on which there are no assets known to the executor of the settlement.</p> <p>23.6. The accounts and documents of the dissolved Federation will be kept for seven years after the dissolution. The custodian shall be appointed by the executors.</p>	
<p><b>Rules of procedure.</b></p> <p>Article 24.</p> <p>24.1. The Governing Board shall approve Rules of Procedure to provide for the detailed operation of the Federation within the provisions of these Statutes.</p> <p>24.2. The Rules of Procedure may not contradict these Statutes.</p>	<p><b>Rules of Procedure.</b></p> <p>Rule 24.</p> <p>R24.2 The Secretary General shall refer all disputes concerning interpretation of these Rules to the Governing Board for a decision. The Governing Board shall also decide on all matters of procedure for which there is no provision in these Rules of Procedure. In the event of any inconsistency between the provisions of the Statutes of the Federation and these Rules of Procedure, the provisions of the Statutes will prevail.</p>
<p><b>Written means of communication.</b></p> <p>Article 25.</p> <p>In these Statutes, "written" or "in writing" means: by letter, by telecopy, by e-mail or by message which is transmitted via any other current means of communication and which can be</p>	<p><b>Written means of communication.</b></p> <p>Rule 25.</p> <p>No further Rules apply to Article 25.</p>

<p>received electronically or in the written form, provided that the identity of the sender can be sufficiently established.</p>	
<p><b>Transitional provision.</b></p> <p>Article 26.</p> <p>If the bill to amend book 2 of the Dutch Civil Code in connection with the standardization and clarification of certain provisions regarding the management board and the supervisory board of legal entities (Act on management and supervision of legal entities (parliament number 34491) enters into force, Article 17.2 will be read as follows:</p> <p>17.2. The President and the Treasurer, acting jointly, the President and the President-Elect, acting jointly, or the President-Elect and the Treasurer, acting jointly are also authorized to represent the Association.</p> <p>END ARTICLES OF ASSOCIATION.</p>	
	<p><b>Rules of Procedure for Elections and Appointments</b></p> <p>Rule 27</p> <p>R27.1 All individuals are elected or appointed to serve in a personal capacity, unless explicitly stated otherwise in the Rules.</p> <p><b>Nominations</b></p> <p>R27.2. The Governing Board shall ensure that a transparent and fair nominations process is adopted for each election and</p>



	<p>appointment to the Federation's councils, advisory, professional and regional units, groups, committees, offices or other bodies established by the Governing Board.</p> <p>R27.2.1 The Governing Board shall ensure that:</p> <ul style="list-style-type: none"> <li>• information about the skills and experience required for each post, the time commitment expected, the number of available posts, the means of nomination, and the subsequent process are clear and accessible;</li> <li>• every reasonable effort is made to design and publicise the nominations process in order to favour a diverse range of candidates from among those eligible;</li> <li>• the identity of nominators can be verified.</li> </ul> <p>R27.2.2 Each candidate will be required to demonstrate in a written statement how they meet the expectations set out for the post. The Governing Board may define a template for such statements.</p> <p>R27.2.3 Except where specified in the Rules of Procedure, for elections a period of at least 6 weeks should elapse between the publication of a call for nominations and the closure of nominations.</p> <p>R27.2.4 Nominators may make as many nominations as there are vacancies to be filled. The first nominations made by a nominator will be taken into account up until the number of vacancies available. Subsequent nominations will be discarded.</p> <p>Self nominations shall be permissible.</p> <p>R27.2.5 The Governing Board shall set a deadline for members</p>
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	<p>or affiliates to become financial and make or change Section registrations, and so be entitled to nominate.</p> <p>R27.2.6 Further rules concerning the nomination process may be laid down in the Federation's Handbook.</p> <p><b>Elections</b></p> <p>R27.3.1 If there is only one candidate for an office – or only as many or fewer candidates than the number of places available – that person (or those persons) will be declared elected. If there are more candidates than places available an election will be held.</p> <p>R27.3.2 The Governing Board shall determine, in advance of each election process, how votes will be received. The Governing Board shall ensure that:</p> <ul style="list-style-type: none"> <li>• the conditions for voting, including closing dates, means of voting, arrangements for proxy votes, voting weights and other relevant rules have been made public in a way that is transparent and open;</li> <li>• the identity of electors can be verified, while maintaining the principle of a secret ballot;</li> <li>• electors are able to acquaint themselves adequately with the candidates standing for office and the candidates statements demonstrating how they meet the expectations set out for the post will be made available to all electors.</li> </ul> <p>R27.3.3 For elections where the ballot is held in writing:</p> <ul style="list-style-type: none"> <li>• voting papers shall be sent and returned in writing to all entitled to vote, allowing at least four weeks for their dispatch and return.</li> <li>• the Secretary General shall make arrangements for votes to be counted in a secure, accurate and timely</li> </ul>
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	<p>manner and publicise the results.</p> <p>R27.3.4 For elections held as part of a committee meeting the elections shall be held by secret ballot and overseen by the Chair unless otherwise stated in the Rules of Procedure. The results of these elections shall be reported as soon as possible to the Secretary General.</p> <p>R27.3.5 In all elections (unless Rule R20.4.5.6 applies), the candidate (or candidates, where there is more than one vacancy) with the highest number(s) of votes shall be elected. If there is a draw for any post, the secret ballot will be repeated to decide between these candidates. If this second election also results in a draw, the successful candidate will be chosen at random.</p> <p>R27.3.6 New Councils, Standing Committees and other groups shall normally take office at the conclusion of the General Assembly that follows the election of the President-elect and the election of the other members of the Governing Board in accordance with Articles 15.6 and Article 15.7. In other circumstances, the Governing Board shall define a date for the beginning of the new mandates.</p> <p>R27.3.7 No member of staff of the Federation may nominate, be nominated for or vote in any election held by the Federation.</p> <p>R27.3.8 There shall be limitations on the cumulation of positions held by any one individual. The following conditions shall apply:</p> <ul style="list-style-type: none"> <li>• No individual shall hold more than two elected or appointed roles within IFLA</li> <li>• No individual shall hold elected member roles in two</li> </ul>
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- units in a direct or indirect hierarchical relationship, or two units within the same category (Professional, Regional, Advisory Committees) of the Federation.
- No individual shall hold more than one officer role (chair, vice-chair, secretary, information coordinator)

	<p>R27.3.9 The Governing Board shall set a deadline for members or affiliates to become financial and make or change Section Registrations, and so be entitled to vote.</p> <p><b>Appointments</b></p> <p>R27.4.1 The Governing Board shall ensure that a transparent and fair process is adopted for the nomination or co-option of members to the Federation's councils, committees, groups offices or other bodies established by the Governing Board.</p> <p>R27.4.2 The Governing Board shall ensure that:</p> <ul style="list-style-type: none"> <li>• information about the skills and experience required for each post, the time commitment expected, the number of available posts, the means of nomination, and that the subsequent process are clear and accessible;</li> </ul>
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	<ul style="list-style-type: none"> <li>every reasonable effort is made to design and ensure the nominations process in order to favour a diverse range of candidates from among those eligible;</li> </ul> <p>R27.4.3 Each candidate will be required to demonstrate in a written statement how they meet the expectations set out for the post. The Governing Board may define a template for such statements.</p> <p>R27.5 Further rules and procedures concerning elections and appointments may be laid down in the Federation's Handbook.</p>
	<p><b>Standard Rules of Procedure for meetings</b></p> <p>Rule 28</p> <p><b>Attendees</b></p> <p>R28.1 All meetings of the General Assembly, Governing Board, councils, advisory committees, professional and regional units, committees, and other bodies of the Federation are open to all Members and Affiliates who are not suspended. The Chair of the meeting may invite others to attend as observers.</p> <p>R28.1.1 Meetings of the General Assembly, Professional Council and Regional Council are also open to Corporate Partners, and Organisations in Consultative Status.</p> <p>R28.1.2 The Secretary General (or their nominee) may attend all meetings in an advisory capacity, unless stated otherwise in the Rules or Statutes.</p>

	<p>R28.1.3 The Chair of the meeting may also invite others to attend.</p> <p>R28.1.4 Attendees of meetings other than members of the relevant committees or other groups, or those entitled attend, shall attend as observers, and may not participate in the discussions unless invited to do so by the Chair. Where appropriate, they should sit in designated areas.</p> <p>R28.1.5 The Chair of the Governing Board, Professional Council or Regional Council may declare a meeting, or part of a meeting, of the body closed to observers only for the discussion of:</p> <ul style="list-style-type: none"> <li>• the performance, achievements, qualifications, recognition or remuneration of IFLA staff, Members or other individuals or institutions;</li> <li>• the Federation's positions and statements on controversial matters in cases when it may reasonably be anticipated that the positions articulated by individual participants in the meeting may lead to sanctions being taken against them by their governments or other parties;</li> <li>• the Federation's negotiation position and strategy in international negotiations;</li> <li>• the Federation's position and strategy in relation to legal and financial contracts and agreements.</li> </ul> <p>The purpose of closing the meeting should be minuted.</p> <p>Wherever possible, prior notice that a meeting, or part of a meeting, will be closed should be given in the notice of the meeting. Governing Board members shall not be required to</p>
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	<p>leave during closed sessions of any meetings of the Federation unless they have a conflict of interest as defined in Rule R 28.5.</p> <p>R28.1.6 The Chair of the Governing Board, may declare a meeting, or part of a meeting, of the Board to be an Executive Session open only to Board members.</p> <p>The purpose of closing the meeting should be minuted.</p> <p>Wherever possible, prior notice that a meeting, or part of a meeting, will be an Executive Session should be given in the notice of the meeting.</p> <p><b>Preparation and Minutes</b></p> <p>R28.2.1 Except where specified in either the Statutes or Rules, dates and times of meetings of the Governing Board, Professional Council and Regional Council, shall be announced at least four weeks prior to the date of the meeting (the day of sending the convening notice is not included in these four weeks). In exceptional circumstances a meeting may be held at shorter notice.</p> <p>R28.2.2 Minutes or other records shall be made of all meetings of the Federation. These should be published by the Federation as soon as practicable after their approval, except for records concerning matters discussed in closed meetings.</p> <p><b>Quora</b></p> <p>R28.3 In all meetings of the Governing Board, Professional Council, Regional Council, Professional Units, Divisions, Advisory Committees and all other committees and groups, a quorum shall be constituted by the presence – in person, by</p>
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	<p>telephone or videoconference, or through a designated proxy – of a simple majority of members (more than 50% of the votes).</p> <p><b>Voting</b></p> <p>R28.4.1 Rules on voting at a General Assembly are detailed at Article 12, and in the Governing Board at Article 16.</p> <p>R28.4.2 Voting at other meetings of the Federation shall normally be taken by a show of hands. If, however, the majority of the meeting so decides, voting shall be by secret ballot.</p> <p>R28.4.3 Unless stated otherwise in the Statutes or these Rules of Procedure, decisions shall be carried by a simple majority of the votes cast, with each member having one vote. In the event of an equal number of votes for and against a motion in a meeting, the Chair of the meeting shall have the deciding vote, provided that the Chair does not have more votes than all the other members attending the meeting or represented at the meeting.</p> <p>R28.4.4 To permit the Chair of each meeting to enable the efficient and effective conduct of business, rulings by the Chair are final and the Chair's determination of the result of a vote is binding unless challenged immediately. In that event, a new vote shall be taken.</p> <p>R28.4.5 In cases where no quorum is present, and the matter under consideration is sufficiently urgent, those present may make a recommendation which shall be put to the members for approval in writing. This recommendation shall be clearly formulated, and a reasonable deadline shall be set for the members to respond. The recommendation shall become a</p>
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	<p>decision if a majority of the members who vote express themselves in favour.</p> <p>R28.4.6 When a resolution of the Federation's councils, advisory committees, professional and regional units, committees and other bodies is needed outside of a meeting, the Chair of this body should organise a written ballot, through electronic means, with due transparency, and with a reasonable deadline for members to respond. The written resolution is deemed approved if more than 50% of the votes of the members of such bodies are cast in favour of the resolution.</p> <p>A written unanimous resolution of all Members of the Federation (the General Assembly) shall have the same force as a resolution of the General Assembly taken in a meeting, provided it was passed with the advance knowledge of the Governing Board. A written unanimous resolution of the Governing Board shall have the same force as a resolution of the Governing Board taken in a meeting, provided it was passed with due observance of the rules of Article 16.4.</p> <p><b>Conflict of Interest</b></p> <p>R28.5 A member or observer of the General Assembly, councils, advisory committees, professional and regional units, committees and other bodies of the Federation must not participate in the discussions and the decision-making if they have a direct or indirect personal interest which conflicts with that of the Federation as a legal entity and as an organization.</p> <p>Article 16.5 applies to the Governing Board.</p>
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	<p><b>Meetings – Further Rules</b></p> <p>R28.6 Further rules and procedures concerning meetings may be laid down in the Federation’s Handbook.</p>
	<p><b>Values</b></p> <p>Rule 29</p> <p>R29.1 All individuals who are elected or appointed to hold a post within IFLA are expected to abide by high standards of conduct and ethics. Through their work, they should uphold the purposes and core values established in Article 2 and follow the requirements of the role specified at the time of their election or appointment.</p> <p>R29.2 If an individual who is elected or appointed to the Governing Board fails to act in accordance with Rule R29.1 the General Assembly may suspend or dismiss them in accordance with Article 15.14 and Rule 15.14.</p> <p>R29.3 If an individual who is elected or appointed to a position (except the Governing Board) fails to act in accordance with Rule R29.1 the Governing Board may suspend or dismiss them. Before taking such action, the Governing Board shall consult the Federation council, advisory, professional and regional units, groups, committees, offices or other body concerned and give the post-holder an opportunity to explain the situation in writing to the Governing Board.</p> <p>R29.4 Further rules and procedures on values may be laid down in the Federation’s Handbook.</p>