

UNAUTHORIZED TRANSLATION

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so the Dutch text will by law govern.

DEED OF AMENDMENT TO THE STATUTES OF THE EUROPEAN ASSOCIATION FOR HEALTH INFORMATION AND LIBRARIES

On this, the 23rd day of May 2008, appeared before me, mr Eric Pieter Greup, civil law notary in Maarssen: Suzanne Bakker, residing at 1391 BD Abcoude, Papehof 25, born on the 25th of November 1948 in Amsterdam, the Netherlands, holder of driver's license number 4007280104, issued in Abcoude, valid till 13th April 2017, unmarried and unregistered partner.

The person appearing declared:

in the meeting held on the fifteenth day of September two thousand and six of members of the European Association for Health Information and Libraries, an association ("vereniging") under the laws of the Netherlands, having its corporate seat in Amsterdam (residing: 1391 BD Abcoude, Papehof 25, Trade Register number: 34107668), hereinafter referred to as the "Association", it has been decided to revise the Association's statutes as mentioned hereinafter, as is evidenced by an extract from the minutes of that meeting, a copy of which shall be attached to this deed. Giving effect to the foregoing, the person appearing, acting in said capacity, stated her wish to wholly amend the Association's statutes in such a way that:

STATUTES

1. Name and Seat

- 1.1. The European Association for Health Information and Libraries (EAHIL) is an independent, non-governmental association founded on the eighteenth day of August nineteen hundred and eighty-seven in Brighton, United Kingdom under the auspices of the Council of Europe; founded in the Netherlands on the thirtieth day of November nineteen hundred and ninety-eight.
- 1.2. EAHIL has its seat in Amsterdam and is subject to the laws of the Netherlands. Its official language is English.

2. Definition

- 2.1. EAHIL (the Association) shall include all professionals, individuals, institutions and associations rendering information services in the health field.

3. Objectives

- 3.1. The Association is an independent European non-governmental association, without profit motive whose purposes shall be:

- 3.1.1. To unite health librarians and information officers in Europe and to act as a channel of communication between them through a newsletter, electronic media, meetings, conferences and such other means as shall seem appropriate from time to time.
- 3.1.2. To promote the training, education and mobility of health librarians and information officers in Europe, and to find practical ways of improving co-operation in the sector of health libraries and information services, particularly in less developed parts of the world with preference for European countries.
- 3.1.3. To support the improvement of professional skills and promote quality and standardisation in European health libraries.
- 3.1.4. To seek to identify and define the needs for common effort and to initiate activities for the benefit of health information and libraries in Europe, in co-operation with other international and national associations, organisations and institutions.
- 3.1.5. To promote the professional interests of the membership when and where needed.

4. Membership

- 4.1. Members with voting privileges
 - 4.1.1. Full members
 - 4.1.1.1. Individuals: people working or having worked in a professional capacity in health and medical libraries and information services.
 - 4.1.1.2. Institutional members: Libraries, library schools, bibliographical and research institutes, information and documentation services and other institutions, associations and bodies primarily concerned with the implementation of the Objectives of the Association.
 - 4.1.2. Students: individuals engaged in full-time education in an area related to the Objectives of the Association.
 - 4.1.3. Members-retired professionals: individuals who have in the past worked in a professional capacity in health and medical libraries and information services but who have now retired permanently from paid employment.
- 4.2. Members without voting privileges
 - 4.2.1. Affiliated members: can be accepted by the Board as individuals or as institutions or bodies not primarily concerned with the Objectives of the Association.
 - 4.2.2. Honorary members: can be accepted by the General Assembly upon recommendation by the Board or the Council.
- 4.3. Applications for admission to membership are to be recommended by a Council member for the country or region concerned and to be approved by the Board, with possible appeal first to the President and ultimately to the General Assembly.

5. Rights and Obligations of Membership

- 5.1. Only the members defined in categories within section 4.1 above shall be entitled to vote at a General Assembly or postal ballot. Members in such categories and resident in a member state of the Council of Europe are eligible for elections to the Board and the Council, for appointment to committees and for nomination as a candidate for election. Affiliate members may also serve on committees.

- 5.2. The privileges of all members shall include the right to benefit from the activities of the Association.
- 5.3. Members with free membership must periodically reassert their desire to remain in membership when asked by the Board to do so. If a member does not so express the wish to remain a member, the Board may, after a reasonable period of grace has elapsed, remove him or her from the membership list and suspend him or her from all rights and privileges.
- 5.4. All other members must pay the appropriate subscription, referred to in section 8.5.2 below, without unreasonable delay. In the event of non-payment of subscriptions the Board may, after a reasonable period of grace has elapsed, suspend a member from all rights and privileges.

6. Termination of Membership

- 6.1. Membership shall be terminated:
 - 6.1.1. On resignation, which shall be effective immediately but without repayment of the unexpired portion of any subscription.
 - 6.1.2. On termination by the Board for non-payment of subscriptions, after a reasonable period of grace has elapsed, or for non-renewal of membership, after a reasonable period of grace has elapsed following request from the Board to indicate that the member wished to remain in membership.
 - 6.1.3. On expulsion by decision of the Board, should the Board decide that a member has been guilty of unethical or improper behaviour against the Association, or has been acting contrary to the Statutes, by-laws or resolutions of the Association.

7. Administration and Operation

- 7.1. The Association shall organise its work through the General Assembly, the Board and the Council.
- 7.2. The Board may establish committees and further bodies as may seem necessary or appropriate from time to time for the execution of its tasks. Such bodies shall report to the Board.
- 7.3. Special Interest groups and other professional divisions may be part of the Association with the approval of the Board. Such bodies shall report to the Board.

8. The General Assembly

- 8.1. The General Assembly shall be composed of all members with voting rights. It is highest authority of the Association.
- 8.2. Institutional members shall be represented by persons whom they have designated to the secretariat of the Association as their designated representative. This person may designate a proxy to another person within the organisation, temporarily transferring the membership rights to that proxy and enabling the proxy to participate in the General Assembly with full membership rights.
- 8.3. Other voting members may be represented by proxies, who must themselves be either members of the Association with voting rights or the designated representative of an institutional member. No member at a meeting shall hold more than two proxies.

- 8.4. Any person is permitted to attend the General Assembly of the Association as an observer. Such persons are allowed to speak from the floor on any issue if asked by the President or his/her substitute but non-voting members and those not in current membership of the Association are not permitted to vote.
- 8.5. The General Assembly shall have the authority to:
 - 8.5.1. Receive, discuss and vote upon the goals, objectives and programme of work
 - 8.5.2. Receive, discuss and vote upon the budget and the annual membership subscription.
 - 8.5.3. Receive, discuss and vote upon the annual report of the Board and the annual report of the Treasurer.
 - 8.5.4. Dismiss the officers.
 - 8.5.5. Amend the Statutes and dissolve the Association.
 - 8.5.6. Act as the body of appeal in any dispute between a member and the Board.
- 8.6. The General Assembly shall meet in ordinary session at least once in every calendar year, at a date and place designated by the Board but not later than ten hundred hours ante meridiem (10:00am) on the last Saturday in November.
- 8.7. The minimum attendance required for the General Assembly to be quorate shall be eighty (80) voting members or twenty-five percent (25%) of the voting membership, whichever shall be the smaller. If the attendance at a General Assembly shall not reach this quorum its authority on items 8.5.1, 8.5.2 and 8.5.3 (above) shall devolve to the Board.
- 8.8. Convening notices together with a draft agenda shall be sent by the Secretariat to all members at least two months prior to the scheduled date of the meeting.
- 8.9. Decisions of the General Assembly shall be governed by a simple majority vote by the voting members present or represented by valid proxies, except that decisions to amend the Statutes, to change the seat of the Association or to dissolve the Association (see section 14, below) shall require a two-thirds majority of the voting members present.
- 8.10. The normal mechanism for voting shall be a show of hands or by standing and sitting, subject to the ruling of the chair at the Assembly. If a majority of the Assembly shall so decide, or if the chair shall so rule, then voting shall be by secret ballot. Voting in all elections shall be by secret ballot.
- 8.11. Voting members may submit items for the agenda of a General Assembly. Such items should be submitted to the President of the Association not later than four weeks before the scheduled date of the Assembly.
- 8.12. The President of the Association or another member of the Board shall chair the General Assembly.
- 8.13. The Board is responsible for recording and distributing the minutes of the General Assembly.
- 8.14. The Board may convene an extraordinary meeting of the General Assembly when it considers that there are matters of extreme importance to be decided and on which a decision cannot be delayed until the next ordinary meeting.
- 8.15. The Board shall convene an extraordinary General Assembly upon receipt of a written request signed by at least one-third of the members of the Council or by at least one-

tenth of the voting members. Such a meeting must be held within four months of the date on which the request has been received by the Secretariat. The Board shall send convening notices together with the draft agenda at least two months prior to the scheduled date of the Assembly. Voting members may submit items for the agenda of an extraordinary General Assembly. Such items should be submitted to the President of the Association not later than four weeks before the scheduled date of the Assembly.

9. The Board

- 9.1. The Board shall have full powers of administration and management of the Association, in so far as these do not lie with the General Assembly. The Board shall submit its annual activity and financial reports and the draft budget to the Council for comment and to the General Assembly for approval.
- 9.2. The Board is composed of the President, the immediate past-President and five other directly elected officers. Only voting members resident in one of the member states of the Council of Europe may be elected to the Board. Elections are by postal or secure online ballot for the entire voting membership of the Association.
- 9.3. The members of the Board elect amongst themselves a Vice-President, Treasurer and Honorary Secretary.
- 9.4. The term of office of the President is two years, and the past-President holds his or her position for two years or until a further President takes office. The term of office of the directly elected officers is four years; they may be reelected for one further term of office and after that they become eligible for 7 election once again after two years' absence from the Board. All officers can be dismissed by a two-thirds majority vote of a General Assembly.
- 9.5. The Board will co-opt as deputy members the two unelected candidates from the Board election who received the largest numbers of votes. A deputy member will only serve in the event of the prevention or permanent absence of one of the directly elected members of the Board, such event to be established by two members of the Board. A deputy member will not replace in the capacity of the person being replaced. The deputy members hold their positions for two years. If necessary, the list of unelected candidates for the Board will be used to fill any further vacancy arising amongst the directly elected members of the Board and will serve until the next scheduled Board elections take place.
- 9.6. Board decisions shall be reached by a simple majority vote of the officers present. Four voting members of the Board must be present to constitute a quorum.
- 9.7. No member of the Board may be paid by the Association for their work as officers, but the Board may authorise payment to members for other work on behalf of the Association should the Board consider this appropriate and to the benefit of the Association. No member of the Board shall participate or vote in any matter related to his or her own remuneration.
- 9.8. The Board must include members of at least four different nationalities. No more than two Board members shall be resident in any single country, applicable on the day on which the electoral ballot closes.

- 9.9. It shall be the responsibility of the Honorary Secretary to ensure that all decisions made by the Board are clearly minuted. Board minutes should be sent to each Board member for approval. Where a revised text is agreed it shall be available to all members from the Secretariat. Where it proves impossible to agree a text, the minutes will not be released until they have been discussed and voted on at the next Board meeting. All decisions of the Board shall be in writing, signed by two officers and be available to all members at the Secretariat.

10. The Council

- 10.1. The Council will form an advisory group for the Board, to review recommendations about policy, collaborate to implement the programme of 8 work and comment on reports from the Board, the draft budget and the financial reports to be presented to a General Assembly.
- 10.2. It is the responsibility of the Board that The Council shall be informed and have the opportunity to comment upon any committees and bodies. It shall receive and comment upon the reports of such committees and bodies.
- 10.3. Council members shall act as a link between the members in their country and the Association.
- 10.4. Council members are involved in activities of the committees and working groups.
- 10.5. The Council is composed of voting members acting in their full capacity, and its detailed composition shall be regulated as follows:
- 10.5.1. One delegate for each member state of the Council of Europe (or group of states, in accordance with the Rules of Procedure) having at least five voting members.
- 10.5.2. One additional delegate for each state for each further block of twentyfive (25) voting members up to a maximum of three delegates per country.
- 10.5.3. The members of the Board.
- 10.6. Delegates of member states are elected for a term of four years by the voting members resident in their country. They may be re-elected once, after which they are not eligible for re-election until they have been absent from the Council for two years.
- 10.7. The President of the Association or another member of the Board shall act as chair for the Council meeting. A Council meeting shall take place at least once during each calendar year.
- 10.8. Convening notices together with a draft agenda shall be sent at least two months prior to the scheduled date of the meeting. Voting members may submit items for the agenda of a Council meeting. Such items should be submitted to the President of the Association not later than four weeks before the scheduled date of the meeting.
- 10.9. The Council shall only be able to conduct business if at least twenty-five percent (25%) of its members are present or represented by proxy (excluding Board members). No member shall hold more than two proxies.
- 10.10. Decisions of the Council shall be taken on a simple majority vote of those elected members either present or represented by proxy.
- 10.11. No member of the Council may be paid by the Association for their work as officers, but the Board may authorise payment to members for other work on behalf of the

Association should the Board consider this appropriate and to the benefit of the Association. No member of the Council may vote on any matter relating to their own remuneration.

11. Finances

11.1. The Association shall derive its finances from:

11.1.1. A per capita levy fixed by the Board and agreed by the organisers on registration fees paid by those attending EAHIL conferences, workshops and other events.

11.1.2. Members' subscriptions.

11.1.3. Income from services such as the sale of publications.

11.1.4. Gifts, grants, legacies and other resources, subject to approval by the Board.

11.2. The Board shall submit a draft budget to the Council for comment and to the General Assembly for approval.

11.3. The financial year of the Association closes on the thirty-first day of December. 11.4 The closed accounts of each financial year shall be audited by an independent and qualified accountant or by a committee of at least two voting members appointed by the General Assembly and submitted for approval to a General Assembly.

12. Representation

12.1. The Association shall be represented by the Board. Further, the Association shall be represented by the President acting solely as well as two other members of the Board acting jointly.

12.2. All legal action, whether as plaintiff or defendant, shall be the sole responsibility of the Board, represented by the President or by a Board member designated for this purpose by the President.

13. Rules of Procedure

13.1. Details concerning the internal operation of the Association shall be dealt with in accordance with the Rules of Procedure established by the General Assembly following a recommendation by the Board.

14. Amendments to the Statutes, Dissolution of the Association

14.1. Any proposal regarding amendments to the Statutes or dissolution of the Association shall emanate from the Board or from not less than twenty-five percent (25%) of the voting members.

14.2. The Board shall advise the members of the Association of the proposals at least three (3) months before the scheduled date of the General Assembly at which they will be considered.

14.3. No decisions shall be adopted unless it is approved by a two-thirds majority of the voting members present at a quorate General Assembly.

14.4. In the case of a dissolution the General Assembly shall determine the method of winding up and liquidation of the Association. If this is not practicable, the assets shall

be transferred to the International Federation of Library Associations or a successor body.

The person appearing is known to me and identified with the aforementioned document, civil law notary.

RECORD WHEREOF

This deed was executed in Maarssen on the day mentioned in its heading.

After I, civil law notary, had conveyed and explained the contents of the deed in substance to the person appearing, she declared that she had taken note of the contents of the deed, was in agreement with the contents and did not wish them to be read out in full.

Following a partial reading, the deed was signed by the person appearing and by me, civil law notary.