

Change of CENL Statutes

Actions required:

- The Board of Directors is asked to approve the Executive Committee's decision to amend the Statutes
- VOTE

Introduction

At its meeting on 28 September 2022 at the German National Library in Frankfurt/Main, the Executive Committee stated that it is likely to become the new normal that not all Executive Committee members will be able to attend an EC meeting. As the statutes require that all members must be present in order to pass valid resolutions, a solution has to be found here, and the Secretariat was asked to make proposals for an amendment of the Statutes.

In the course of this change, the Secretariat also checked whether other paragraphs should be changed and proposed to limit the number of Executive Committee members. So far, there is only a minimum size for the group. At the time being, the Executive Committee consists of seven members which seems to be the right size in terms of representing CENL members. Given the fact that the foundation has (only) 46 members, seven members mean that more than 15% of them are members of the Executive Committee. Seven members seem to be a reasonable size for the Executive Committee.

Background

Article 14 of the statutes describes the procedure for any change. According to Article 14, two-thirds of all Executive Committee members must agree to the amendment. The resolution must then be confirmed by two thirds of the Board of Directors. The amendment becomes legally binding only after it has been registered by a notary.

At its April 17 meeting, the Executive Committee approved the following changes to the Statutes and is asking the Board for its confirmation.

Changes

The Executive Committee agreed to make changes in Articles 5, 8 and 9.

The changes in Article 9 are intended to enable the Executive Committee to act even if one of its members is unable to attend one or more meetings. It will allow the Executive Committee to take decisions in reasonable time:

Executive Committee; the decision-making process.

Article 9.

2. All resolutions in respect of which no provisions to the contrary have been made in the present articles of Association will be adopted by an absolute majority of the votes cast in a meeting at which **all two thirds of the** members of the Executive Committee are present. ~~If not all the members are present, a second meeting will be convened and will be held no earlier than two and no later than four weeks after the first meeting. A valid resolution may be adopted in this second meeting, provided at least the majority of the members of the~~

~~Executive Committee are present or represented, and provided the resolution is adopted by an absolute majority of the votes cast.~~

6. Two thirds of members of the Executive Committee attending the meeting either:

(a) in person;

(b) by telephone or videoconference; or

(c) by proxy from among the EC members,

shall constitute a quorum.

7. In urgent cases, resolutions of the Executive Committee may, instead of at a meeting, be passed in writing, provided that all members of the Executive Committee are familiar with the resolution to be passed and none of them objects to this decision-making process within ~~two (2) months~~ **one (1) month** upon receipt of the proposed resolution.

The change proposed for Article 8 refers to the size of the Executive Committee.

Executive Committee, composition, appointment and resignation.

Article 8.

1. The foundation's Executive Committee will consist of a number of members, at least three persons **but no more than seven**, to be fixed by the Board of Directors. [...]

The change proposed for Article 5 is a consequence of the changes proposed for Article 9.

Directors.

Article 5.

[...]

3. A director will cease to be a director:

a. as a result of his resignation as director of a national library;

b. as a result of his death;

c. by giving notice of termination;

d. if he goes into bankruptcy, involuntary liquidation or applies for a suspension of payments;

e. if he is made the subject of a guardianship order;

f. as a result of his expulsion by the Board of Directors; a resolution to this end requires a majority of two-thirds of the votes cast in a meeting at which two-thirds of the foundation's directors are present or represented;

g. as a result of his/her expulsion by the Executive Committee; a resolution to this end requires an absolute majority of the votes cast in a meeting at which ~~at~~ **two thirds of the** members of the Executive Committee are present or represented.

[...]