

**EBF**  
**European Booksellers Federation International Non-Profit Making Association (INPA)**  
**Fédération européenne de Libraires Association Internationale Sans But Lucratif (AISBL)**

## STATUTES

The General Assembly of 7 May 2004, in Killarney, Ireland, has agreed upon the following modifications to the original statutes published on 11 July 1996 (identification number 15884/96).

### ARTICLE 1 - FORMATION AND NAME

An international Association is funded between the legal persons who adhere to the present statutes. The association is governed by section 3 of the Belgian law of 27 June 1921 on non-profit making associations, non-profit making international associations and foundations

The name of the Association shall be **European Booksellers Federation,**

Its abbreviation shall be: EBF and it shall hereafter be referred to as the "Association".

### ARTICLE 2 – PURPOSE

The purpose of the Association shall be to:

- represent its Members and defend their interests in everything concerning the promotion of booksellers in Europe, and more particularly in the European Union, and this through contacts with the European Parliament, the European Commission and the Council of Europe and other institutions.
- promote co-operation and exchanges between associations of booksellers in Europe
- further cultural and social exchanges between booksellers.

The Association shall act as a framework for reflection, research, study and the implementation of projects aimed at furthering the interests of booksellers in Europe. It shall engage in cooperation with other organisations and legal persons who are involved in the creation, production or distribution of books, or comparable products related to this type of activity.

The association is strictly non-profit oriented.

### ARTICLE 3 – MEANS

To do this, the Association shall have the most far-reaching means including but not limited to:

- acquiring movables and real estate
- borrowing money and issuing calls for funds
- receiving donations, legacies and grants
- receiving legally authorised gifts
- employing salaried workers
- represent its members and provide them with information services

-providing itself with adequate means of communication to implement the

organisation of meetings, symposiums, and more generally speaking performing any operation useful for its purpose or of a kind that would facilitate the fulfilment of its purpose

-appearing in court

The Association may join or directly or indirectly participate in any undertaking or organisation with a purpose similar to or of use to its objectives, and this both in Belgium, within the European Union and elsewhere.

#### **ARTICLE 4 – REGISTERED OFFICE**

The registered office is at 51b, Chaussée de Charleroi, 1060 Brussels.

The Association's registered office may be transferred to any other place in Belgium by simple decision of the Association's Executive Committee, which has to be published, within one month, in the Annexes of the Belgian Official Journal

#### **ARTICLE 5 - DURATION**

The Association is of unlimited duration.

It may, at any time, be dissolved by an Extraordinary General Assembly convened for such purpose.

#### **ARTICLE 6 - NEUTRALITY**

The Association is apolitical. Its aim is to be pluralistic and open to all the tendencies of bookselling in Europe.

#### **ARTICLE 7 - COMPOSITION**

The Association has Full Members and Associate Members.

7a- Full Members are national legal persons, regardless of their legal form, when they are legally formed according to the laws of their country of origin. They are the most representative organisations of booksellers in their country. Only one Member shall represent the interests of booksellers in its country, unless otherwise decided by the General Assembly. This representation is national and the country of the active Member must be a Member of the European Union.

Full Members shall actively contribute to the fulfilment of the Association's objectives and pay the annual membership fee for Full Members.

7b- Associate Members are the national legal persons most representative of the booksellers of their country, regardless of their legal form, when they are legally formed according to the laws of their country of origin. This representation is national and the country of the Associate Member must have the status of an applicant country seeking membership in the European Union or must be in Europe but outside the European Union.

Only one organisation may represent the interests of booksellers in its country.

The Associate Members shall actively contribute to the fulfilment of the Association's objectives and pay the annual membership fee for Associate Members.

The Members are represented by duly mandated individuals.

#### **ARTICLE 8 - MEMBERSHIP**

The Association is open to any legal person, association, federation or undertaking that groups together and represents the activities of booksellers in its country.

Any national legal person who wants to become a Member must:

- fulfil the conditions of membership
- be recognised as the entity most representative of booksellers in its country
- apply for membership in writing to the Association's Executive Committee
- undertake in writing to accept the statutes of the EBF and subscribe to its declaration of principles
- be elected at one of the two Assemblies of the EBF by a simple majority of the Members present or represented.

The Executive Committee has full power to review the membership application and present it to an assembly of the EBF, which shall decide on the application.

## **ARTICLE 9 – END OF MEMBERSHIP**

The capacity of Member is lost:

- automatically when the Member no longer fulfils the criteria required to become a Member
- when the General Assembly observes that the Member has failed to pay the annual membership fee
- when in a written letter to the President of the Association the Member announces that it is resigning from membership.

Membership is also lost when the General Assembly declares, upon proposal of the Executive Committee, that there are serious grounds to justify this and that the Member has caused moral or material injury to the Association. This occurs after the Member concerned has been requested by registered letter to appear before the Executive Committee to justify the situation for which the Member is blamed.

In case of objection to the Executive Committee's decision to propose the Member's exclusion from the Association, the interested party may ask to be heard by the Association's General Assembly which shall have sovereign power to decide at its next meeting.

Any membership fees or sums paid by the excluded Member to the Association shall not be refunded.

## **ARTICLE 10 - RESOURCES**

The Association's resources shall include:

- the membership fees whose annual amount is decided at the General Assembly
- any grants or subsidies from States, regional or local authorities, or any public body
- donations, gifts and other resources not forbidden by Belgian law
- the proceeds from the services, events and activities organised for the benefit of the Association
- the proceeds from services and products that the Association may provide for its Members or external partners.

## **ARTICLE 11 - LEGAL RESERVES**

The legal reserves shall consist of:

- any real estate belonging to the Association
- the capital arising from savings achieved on the annual budgets.

The legal reserves shall be equivalent to at least 30% of the annual payroll so that the Association can meet any obligations that might arise.

## **ARTICLE 12 - ADMINISTRATION OF THE ASSOCIATION**

The Association shall organise two Assemblies per calendar year. The one organised within the first 6 months of the year (the Spring Assembly) shall be the Statutory General Assembly. The second one, the "Autumn" Assembly, shall meet when the Frankfurt Book Fair is held in Germany or in connection with some other book trade event.

The Assembly is the sovereign body of the Association.

It shall elect an Executive Committee among its Members.

The General Assembly shall monitor the activity of the Executive Committee and in particular the activities entrusted to the Executive Committee by the statutes.

## **ARTICLE 13 – ASSEMBLIES - NOTICE OF MEETINGS – REPRESENTATION – RULES OF PROCEDURE - VOTING - QUORUM**

13a The meetings of the Assemblies shall include all the Members of the Association, whatever their affiliation, as defined in article 7.

13b The notice of meetings shall be sent by paper mail and by e-mail to the registered office of the members one month before the meeting of the Assembly. A preliminary agenda shall be established by the Executive Committee and sent with the notice one month before the date of the Assembly.

13c Any Member has 15 days to propose changes in the agenda or to request the inclusion of an additional item. The final agenda shall be sent ten days before the date of the Assembly to the Members by and at the discretion of the President.

13d Each Full Member and Associate Member shall be represented by individuals, duly mandated and limited to 3 representatives who attend the Assembly.

13e When voting, the Full Members have one vote. Associate members have the right to speak at meetings but do not have a vote.

13f Proxies between Members are not possible.

13g The Executive Committee may invite observers to the General Assembly. Observers have no voting rights.

13h Unless the present statutes decide otherwise, assembly deliberations are valid when there is a quorum with half of the Full Members present.

13i Unless the present statutes decide otherwise, decisions shall be made by single majority of the Full Members present, except for the vote on the budget and the amount of membership fees, which requires a two-thirds majority of the Full Members present.

13j The resolutions of the General Assembly shall be included in minutes signed by the Chairman, the Secretary of the meeting and a Member of the Executive Committee and kept at the registered office where these minutes will be available to the Members.

## **ARTICLE 14 – ORDINARY STATUTORY GENERAL ASSEMBLY**

The EBF Spring assembly is the Ordinary Statutory General Assembly and shall be convened each year.

A meeting shall be deemed quorate if the total number of fully paid-up members present is greater than half the total number of fully paid-up members.

The General Assembly shall deliberate and decide on the following items:

- the annual report of the previous year presented by the President or another member of the Executive Committee
- the financial report of the previous year presented by the Treasurer
- the annual plan for the coming year
- the budget and the amount of the membership fees for the coming year

- the re-election of the members of the Executive Committee whose term in office has come to an end.

The General Assembly shall only deal with those items included on the agenda.

Votes are carried by a simple majority of the ballots cast by the Full Members present. In the case of a tie, the Chairperson shall cast the deciding vote. Decisions are made by a show of hands. Voting by secret ballot only occurs when at least 25% (twenty five percent) of the Members present so request.

The decisions of the General Assembly shall apply to all the Members of the Association, including those who did not attend the meeting or did not vote.

Amendments to the statutes take place at Ordinary Statutory Assemblies or at Extraordinary Assemblies, as necessary. There is a quorum when half of the Full Members are present. Decisions shall be made by a majority of the Full Members.

#### **ARTICLE 15 – EXTRAORDINARY GENERAL ASSEMBLY**

If need be, or at the request of at least 25% of the Members, the President shall convene an Extraordinary General Assembly according to the same formalities as for an Ordinary General Assembly.

The Extraordinary General Assembly decides on the dissolution of the Association and on matters of primary importance for the continuation of the association, which are submitted by the Executive Committee.

Decisions are taken by a majority of two thirds (rounded upwards to the nearest whole number) of the Members present.

#### **ARTICLE 16 – THE EXECUTIVE COMMITTEE**

An Executive Committee consisting of at least six persons and at the most nine persons shall run the Association. The Statutory General Assembly shall elect these persons from among the natural persons representing the Full or Associate Members. They are elected for a term of office of three years. The outgoing Members may be re-elected.

The persons elected to the Executive Committee are elected in their capacity as natural persons. They represent and administer the Association under the mandate received from the General Assembly. They are accountable to the General Assembly.

Any person who is at least eighteen years of age on the day of the election, represents a Member of the Association at the General Assembly, and who enjoys his or her civil and political rights may be elected to the Executive Committee.

Should a Member (legal person) who is represented by one of the Executive Committee Members (an individual) elected to the Executive Committee be excluded or resign, or should an Executive Committee Member have his mandate revoked by his own organisation, the Member in question shall stay in office until the next General Assembly at which time he or she must resign.

Should a position become vacant, the Executive Committee may provisionally replace the Member in question. The definitive replacement of the person shall occur at the next General Assembly.

At its first meeting, the Executive Committee shall elect among its members:

- a President
- a Vice-President
- a Treasurer

The Executive Committee shall meet when convened by the President and at least four times per calendar year. The Executive Committee must be convened when two Members so request.

The meetings of the Executive Committee are held at the registered office or in the rooms designated in the notice or by telephone or electronically if the rules of notifying and recognising the participants at the meeting are observed.

In order to have a quorum, more than half of the Members of the Executive Committee have to be present. Those Members unable to attend may vote in writing, by e-mail or by any other means, provided that their identity and the terms of their vote are clearly expressed.

Electronic or postal vote will be valid only in the case where Members of the Executive Committee have received written information in advance of the vote.

All electronic votes must be ratified by the next Executive Committee meeting.

When voting, the President shall cast the decisive vote in the case of a tie, except in the case of elections of Executive Committee Members, when the decision is taken by casting lots.

Resolutions shall be proposed and agreed by a simple majority of the votes.

Resolutions shall be included in the minutes signed by the President and made available to the Members of the committee as well as the Members of EBF. They are written in a register kept at the registered office.

All acts binding the Association shall be signed by the President or his or her principal, unless a special proxy is given for such purpose. Those persons signing will not have to justify to third parties the powers conferred on them for this purpose.

## **ARTICLE 17 – POWERS OF THE EXECUTIVE COMMITTEE**

The Executive Committee is the body of the Association that makes decisions between two General Assemblies. The Executive Committee is vested with the most extensive powers in keeping with the directions adopted by the General Assembly. Only those acts expressly reserved for the General Assembly fall outside its powers.

It oversees the mandates entrusted with its Executive Committee Members and always has the right to hold them accountable for their actions.

It may in particular:

- prepare the General Assemblies
- present to the General Assembly plans for the future
- represent EBF at meetings arranged by other organisations and institutions
- hire, remunerate and dismiss any natural or legal person whose qualification or work is deemed necessary for the successful running of the Association
- acquire, dispose of or lease the rooms or buildings necessary for the needs of the Association and have any repairs made
- buy or sell any stocks and shares and any movable goods and objects
- use the Association's reserves
- open and use any current accounts at the post office or bank
- take out any loans with or without a mortgage
- put down a guarantee in the operations necessary or useful for the Association
- represent the Association in court as plaintiff and as defendant and in all civil acts.

The Members of the Committee are specially vested with the following attributes:

- The President directs the work of the Executive Committee and is responsible for running the Association, which he or she represents in court and in all civil acts. In particular, the President oversees the work of the salaried employees and ensures that the Association is properly run in a democratic way. He or she presides over the Association's Assemblies.
- The Vice-President assists the President and replaces the latter when he or she is unable to carry out his or her functions. During the period of replacement, the executive Vice-President has the attributes of the President.
- The Treasurer supervises the Association's accounts and may be assisted by an independent account and auditor

The President, if need be with the assistance of an employee, shall accomplish all the declaration and publication formalities stipulated by the law of 1921 and 2003.

### **ARTICLE 18 – CONFERRAL OF POWERS**

The Executive Committee may confer all or part of its powers on the President or on any other Executive Committee Member of its choice. In the same manner, it may take these powers away from the person in question upon simple deliberation.

Henceforth, the Executive Committee shall confer on the President the right to represent the Association in court and in all civil acts.

The Executive Committee may hire a director, to whom it delegates its powers, in particular as regards relations with Belgian administration such as the post office, banks and other institutions, which the Federation is in contact with in the course of its normal business.

### **ARTICLE 19 – REMUNERATIONS**

The functions of Members and Members of the Executive Committee are voluntary and therefore not remunerated. However, the Executive Committee has the power to authorise the reimbursement of expenses in special cases.

### **ARTICLE 20 - FINANCIAL MANAGEMENT OF THE ASSOCIATION**

The accounting year begins on the 1<sup>st</sup> of January and ends on the 31<sup>st</sup> of December of each year.

The Executive Committee must submit to the Statutory General Assembly for its approval the accounts of the previous year and the budget of the following year.

### **ARTICLE 21– RULE OF PROCEDURES**

One or more rules of procedure may be proposed by the Executive Committee to be approved by the General Assembly. This (or these) rule(s) of procedure shall serve to define the points not covered by the statutes, in particular those points relating to the procedure of the General Assemblies. The rules apply to the Members in the same way as the present statutes.

The rule or rules, or any modifications thereof, shall not apply until approved by the General Assembly.

## **ARTICLE 22 - DISSOLUTION**

The dissolution of the Association, proposed after seeking the opinion of the rightful Members, by the Executive Committee or by half (rounded upwards to the nearest whole number) of the Full Members plus one may only be declared by the Extraordinary General Assembly convened specifically for this purpose.

Without prejudice to articles 55 and 56 of the Belgian law of 27 June 1921, the Association's dissolution requires a two-thirds majority and the presence of two thirds of the Members with voting rights at the Extraordinary General Assembly.

The Assembly shall designate one or more agents to take care of the liquidation of the Association's assets and shall determine the powers and remuneration of these agents. The net assets may be allocated to any registered association of its choice.

The Treasurer supervises the Association's accounts and may be assisted by an independent accountant and by an auditor.

## **ARTICLE 23**

For all items/issues not covered by the present statutes, the association is subject to the Belgian law of 27 June 1921 on non-profit making associations, international non-profit making associations and foundations.

Approved by the Members of the General Assembly