

CRO No.

Companies Act 2014

Certified to be a true extract of documents filed  
with the Registrar

Dated this 09<sup>TH</sup> of November 2021

Signed:- Gavin Regan  
An Officer duly authorised pursuant to the Companies Act 2014

**COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION**

**OF**

**CONSORTIUM OF EUROPEAN RESEARCH LIBRARIES COMPANY LIMITED BY  
GUARANTEE**

**MEMORANDUM OF ASSOCIATION**

1. The name of the Company is CONSORTIUM OF EUROPEAN RESEARCH LIBRARIES COMPANY LIMITED BY GUARANTEE.
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The objects for which the Company is established are:
  - 3.1 To facilitate, enhance, and improve the use, impact and awareness of printed and manuscript cultural heritage material, including by employing digital resources and technology, arranging seminars and workshops, and cooperating internally and with other library and cultural heritage organisations.
  - 3.2 To promote and protect the common interest of the Company; to procure and carry on all or any of the businesses of proprietors, and/or procurers and/or operators of computer data bases, information technology systems, networked systems, data transmission and automatic control systems, electronic, television, wireless and other systems in connection with the promotion, arrangement, design, production, compilation, investigation, study, teaching and the like of the bibliography of printing, printed heritage, preservation, history and any related areas; to regulate the use of such data bases and systems by the members of the Company and by third parties; to act as publishers and book sellers, literary agents, proprietors, editors, producers, recorders and printers of programmes, records, tapes, books, labels, journals, newspapers, publications and other educational works and undertakings in connection with the bibliography of printing, printed heritage, preservation, history and all related areas; to acquire copyrights, rights of publication and reproduction and all other rights in respect thereof; to carry out, undertake, organise and provide all facilities for research; to discover and develop new materials and to obtain rights of development, manufacture and sale in respect thereof; to manufacture, buy, sell and deal in machinery, tools, implements, materials, articles, plant and things of all kinds necessary or useful for carrying on the foregoing businesses or any of them, or likely to be required by users and/or customers of, or persons having dealings with the Company; to establish, maintain and carry on a training programme for persons engaged in or connected with computer and technology systems and historical bibliography or any other operations authorised to be carried on by the Company.
  - 3.3 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
  - 3.4 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, any patents, patent rights, brevets d'invention, licences, secret processes,



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trademarks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

- 3.5 To enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on, or for subsidising or otherwise assisting any person, firm or company.
- 3.6 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges, in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- 3.7 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- 3.8 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- 3.9 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- 3.10 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- 3.11 To apply for, promote, and obtain any Act of Parliament, order, or licence for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.12 To enter into any arrangement with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.



- 3.13 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- 3.14 To amalgamate with any companies, institutions, societies or associations which have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited by this memorandum of association.
- 3.15 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- 3.16 To remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise as may be thought expedient.
- 3.17 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same.
- 3.18 To support and subscribe to any charitable of public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company.
- 3.19 To employ and pay any person and persons to supervise, organise, carry on the work of and advise the Company in connection with the objects of the Company and to pay reasonable and proper fees for their services.
- 3.20 To insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against, all such risks incurred in the performance of their duties as may be thought fit.
- 3.21 To procure the Company to be registered or recognised in any part of the world.
- 3.22 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

AND so that:-

- (1) None of the objects set forth in this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such Clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
- (2) The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in Ireland or elsewhere.

- (3) In this Clause the expression "the Act" means the Companies Act 2014, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
4. The liability of the members is limited.
5. Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for:
- (a) the payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
  - (b) the adjustment of the rights of contributories among themselves,
- such amount as may be required, not exceeding €1.

## ARTICLES OF ASSOCIATION

### Interpretation and general

1. The provisions set out in these articles of association shall constitute the whole of the regulations applicable to the Company and no other “optional provisions” as defined by section 1177(2) of the Act shall apply to the Company.
2. In these articles of association:
  - 2.1 the “Act” means the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force;
  - 2.2 a “Director” shall include an alternate director;
  - 2.3 a “secretary” shall include any joint, assistant or deputy secretary;
  - 2.4 a “member” shall include a member’s personal representatives in consequence of his or her death or bankruptcy;
  - 2.5 a word or expression used in these articles of association which is not otherwise defined and which is also used in the Act shall have the same meaning here, as it has in the Act;
  - 2.6 any phrase introduced by the terms “including, “include” and “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;
  - 2.7 a “person” includes any individual, firm, body corporate, association or partnership, government or state or agency of a state, local authority or government body or any joint venture association or partnership (whether or not having a separate legal personality) and that person’s personal representatives, successors or permitted assigns;
  - 2.8 a “company”, other than the Company, shall be construed so as to include any company, corporation or body corporate, wherever and however incorporated or established; and
  - 2.9 the singular shall include the plural and vice versa and references to one gender includes all genders.

### Members

3. The subscribers to the Company’s Memorandum of Association and such other organizations or persons as are admitted to membership in accordance with these Articles shall be Members of the Company. Membership of the Company is open to libraries, archives, museums and research institutions worldwide but with a scope on the cultural heritage of Europe. No organisation or person shall be admitted as a Member unless they are approved by the Directors. Every organisation or person who wishes to become a Member shall deliver to the Company an application for membership, in such form as the Directors require, executed by that organisation or person. Where an unincorporated association wishes to be admitted as a Member, it shall be required to nominate an individual to be listed on the register of members.
4. The Company shall have the following categories of Members:

- 4.1 Single Members – each paying the full annual fee (as shall be determined by the Company) and having one vote at General Meetings of the Company.
  - 4.2 Special Members – a member designated as such by the Board of Director due to its size, specialisation or other special reasons, which shall pay a reduced annual fee (which shall be decided by the Board of Directors) and shall each have one vote.
  - 4.3 Group Members – two or more libraries sharing the full annual fee and having together one vote. To pay one annual fee, a Group Member cannot include more than 16 libraries. If the Group pays more than one full annual fee, the number of votes will be counted as multiples of the annual fee. The Group decides within itself how the annual fee shall be paid and selects one individual to exercise the vote.
  - 4.4 Cluster Library Members – A Single Member may, with the consent of the Board of Directors, invite libraries, with which they co-operate, to be Cluster Library Members. Cluster Library Members have no voting right, and shall not be required to pay an annual fee.
5. A Member may at any time withdraw from the Company by giving at least one hundred and eighty clear days' notice to the Company. Membership shall not be transferable and shall cease in any event on the winding up of the Member.
  6. The Directors shall terminate the membership of a Member on receipt of the prior written consent of a majority of the Members entitled to vote at a General Meeting in accordance with Article 7.1.

#### **Restricted Matters**

7. Each of the following matters is a "Restricted Matter" for the purposes of Article 8 which may only be undertaken with the prior written consent of the majority of the Members entitled to vote at a General Meeting:
  - 7.1 the termination of the membership of any Member (other than in accordance with Article 5) and such termination shall only take place when it is reasonable believed that such termination is bona fide in the interests of the Company;
  - 7.2 the change in the nature of the existing business as carried on from time to time for the commencement of any new business not being ancillary or incidental to its existing business;
  - 7.3 the appointment or removal from office of any Directors or Secretary other than in accordance with Articles 51 to 57, and 73 of these Articles;
  - 7.4 the making of any investment or the incurring of any expenditure or liability in relation to any one item in excess of €20,000; and
  - 7.5 the cumulative expenditure of income or capital in excess of €100,000 in any period of 12 calendar months or less.
8. Undertakings on the Restricted Matters
  - 8.1 Each of the Members severally undertakes to each other Member to procure that, insofar as he is reasonably able to do so, the Company shall not carry out or do or otherwise effect any Restricted Matter other than with the prior written consent of a majority of the Members entitled to vote at a General Meeting.



- 8.2 The Company undertakes to each of the Members not to carry out or do or otherwise effect any Restricted Matter other than with the prior written consent of a majority of the Members entitled to vote at a General Meeting other than to the extent that such an undertaking would be ineffective in law as an undertaking by the Company not to exercise a statutory power.

### **General Meetings – General**

9. Subject to Article 10 and, for the avoidance of doubt, section 175(3) of the Act, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
10. So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the year following.
11. The annual general meeting shall be held at such time and place as the Directors shall appoint.
12. All general meetings of the Company other than annual general meetings shall be called extraordinary general meetings.
13. The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 178(3) to (7) of the Act. If at any time the number of Directors is less than the minimum number of Directors, any Director or any member may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
14. An annual general meeting or extraordinary general meeting of the Company may be held outside the State provided that, unless all of the members entitled to attend and vote at such meeting consent in writing to its being held outside of the State the Company shall make, at its expense, all necessary arrangements to ensure that members can by technological means participate in any such meeting without leaving the State.
15. A general meeting of the Company may be held in two or more venues (whether inside or outside of the State) at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate.

### **Notice of general meetings**

16. The only persons entitled to notice of general meetings of the Company are:
- 16.1 the members;
- 16.2 the personal representatives of a deceased member, which member would but for his death be entitled to vote;
- 16.3 the assignee in bankruptcy of a bankrupt member of the Company (being a bankrupt member who is entitled to vote at the meeting);
- 16.4 the Directors and secretary of the Company; and
- 16.5 unless the Company is entitled to and has availed itself of the audit exemption under the Act, the statutory auditors (who shall also be entitled to receive other

communications relating to any general meeting which a member is entitled to receive).

17. A meeting of the Company, other than an adjourned meeting, shall be called:
  - 17.1 in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
  - 17.2 in the case of any other extraordinary general meeting, by not less than seven days' notice; or
  - 17.3 in either case, on such shorter notice as all of the members and, unless the Company has availed of the audit exemption under section 360 or 365 of the Act (and, where relevant, section 399 of the Act has been complied with in that regard), the statutory auditors of the Company agree.
18. In determining the correct period of notice for a general meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
19. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

#### **Unanimous written resolutions**

20. In accordance with section 193(1) of the Act (as modified in its application to a CLG by section 1208 of the Act), notwithstanding any provision to the contrary in the Act:
  - 20.1 a resolution in writing signed by all the members of the Company for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held (a "unanimous written resolution");
  - 20.2 if described as a special resolution a unanimous written resolution shall be deemed to be a special resolution within the meaning of the Act, and
  - 20.3 a unanimous written resolution may consist of several documents in like form each signed by one or more members.
21. A unanimous written resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, it shall be taken that it was signed by him or her on that date.
22. Where a unanimous written resolution is not contemporaneously signed, the Company shall notify the members, within 21 days after the date of delivery to it of the document or documents constituting the unanimous written resolution of the fact that the resolution has been passed.
23. The signatories of unanimous written resolution shall, within 14 days after the date of its passing, procure delivery to the Company of the documents constituting the unanimous written resolution and without prejudice to the use of the other means of delivery generally permitted by the Act, such delivery may be effected by electronic mail or the use of a facsimile machine and the Company shall retain those documents as if they constituted the minutes of a general meeting of the Company.



24. A unanimous written resolution within the meaning of Regulation 20 shall be ineffective to remove a Director or a statutory auditor (or so as not to continue the statutory auditor in office).

#### **Written decision of sole member**

25. At any time that the Company is a single-member company, its sole member may pass any resolution as a written decision in accordance with section 196 of the Act.

#### **Quorum for general meetings**

26. Two members of a Company present in person or by proxy at a general meeting of it shall be a quorum provided that at any time when the Company is a single-member company, one member of the Company present in person or by proxy at a general meeting of it shall be a quorum.
27. If within 15 minutes after the time appointed for a general meeting a quorum is not present, then:
- 27.1 the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine; and
- 27.2 if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members present shall be a quorum.

#### **Proxies**

28. Every member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her. A member shall not be entitled to appoint more than one proxy to attend on the same occasion. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.
29. The instrument appointing a proxy (the “instrument of proxy”) shall be in writing:
- 29.1 under the hand of the appointer or of his or her attorney duly authorised in writing; or
- 29.2 if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.
30. The instrument of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be so deposited not later than:
- 30.1 the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 30.2 in the case of a poll, 48 hours before the time appointed for the taking of the poll.
31. An instrument of proxy which is not in compliance with these Regulations shall not be valid.
32. The depositing of the instrument of proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means.

33. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer or revocation of the proxy or of the authority under which the proxy was executed provided however that it will not be valid if notice in writing of such death, insanity or revocation as is mentioned in that subsection is received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### Form of proxy

34. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit:

[name of company] ("the Company")

[name of member] ("the Member") of [address of member] being a member of the Company hereby appoint/s [name and address of proxy] or failing him or her

[name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:

Voting Instructions to Proxy (choice to be marked with an 'x')			
Number or description of resolution:	In Favour	Abstain	Against
1			
2			
3			
Unless otherwise instructed the proxy will vote as he or she thinks fit.			
Signature of member:.....			
Dated: [date].....			

#### Representative of bodies corporate

35. Any body corporate which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Company. The chairperson of a meeting may require a person claiming to be an authorised person within the meaning of this Regulation to produce such evidence of the person's authority as such as the chairperson may reasonably specify and, if such evidence is not produced, the chairperson may exclude such person from the meeting.

#### The business of general meetings

36. All business shall be deemed to be special business that is transacted at an extraordinary general meeting and that is transacted at an annual general meeting other than, in the case of

an annual general meeting, the business specified in Regulation 37 which shall be ordinary business.

37. The business of the annual general meeting shall include:
- 37.1 the consideration of the Company's statutory financial statements and the report of the directors and, unless the Company is entitled to and has availed itself of the audit exemption under section 360 or 365 of the Act, the report of the statutory auditors on those statements and that report;
  - 37.2 the review by the members of the Company's affairs;
  - 37.3 the authorisation of the directors to approve the remuneration of the statutory auditors (if any); and
  - 37.4 save where the Company has availed itself of the audit exemption referred to in Regulation 37.1, the appointment or re-appointment of statutory auditors.

#### **Proceedings at general meetings**

38. The chairperson, if any, of the board of Directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present at the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting.
39. If at any meeting no Director is willing to act as chairperson or if no Director is present at the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.
40. The chairperson may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place.
41. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
42. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
43. Unless a poll is demanded in accordance with section 189 of the Act, at any general meeting:
- 43.1 a resolution put to the vote of the meeting shall be decided on a show of hands; and
  - 43.2 a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
44. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall not have a second or casting vote.
45. Subject to any rights or restrictions for the time being attached to any class or classes of membership, where a matter is being decided:



- 45.1 on a show of hands, every member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote; and
- 45.2 on a poll, every member shall, whether present in person or by proxy, have one vote.
46. Each of the following:
- 46.1 a member of unsound mind;
- 46.2 a member who has made an enduring power of attorney;
- 46.3 a member in respect of whom an order has been made by any court having jurisdiction in cases of unsound mind,
- may vote, whether on a show of hands or on a poll, by his or her committee, donee of an enduring power of attorney, receiver, guardian or other person appointed by the foregoing court.
47. Any committee, donee of an enduring power of attorney, receiver, guardian, or other person referred to in Regulation 46 may speak and vote by proxy, whether on a show of hands or on a poll.
48. No member shall be entitled to vote at any general meeting of the Company unless all sums immediately payable by him or her to the Company have been paid, provided that this voting suspension may be waived by a majority in number of the Members (not including any such non-paying Member) for such period and with such conditions as they may stipulate.
49. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

#### **Class meetings**

50. The provisions of these articles of association relating to general meetings shall, as far as applicable, apply in relation to any meeting of any class of member of the Company.

#### **Appointment of directors**

51. The maximum number and minimum number respectively of the Directors may be determined from time to time by ordinary resolution of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two.
52. Directors may be appointed by the members in general meeting, provided that no person other than a Director retiring at the meeting shall, save where recommended by the Directors, be eligible for election to the office of Director at any general meeting unless the requirements of Regulation 57 as to his or her eligibility for that purpose have been complied with.
53. The Directors may from time to time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number as may be provided for in these articles of association.



54. A Director who is appointed pursuant to Regulation 53 shall not be required to retire at the next following annual general meeting.
55. The Company may from time to time, by ordinary resolution, increase or reduce the number of Directors provided that any resolution to appoint a director approved by the members that would result in the maximum number of Directors being exceeded shall be deemed to constitute an ordinary resolution increasing the number of Directors to the number in office following such a resolution of appointment.
56. The Company may, by ordinary resolution, appoint another person in place of a Director removed from office under section 146 of the Act and, without prejudice to the powers of the Directors under Regulation 52, the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.
57. The following are the requirements mentioned in Regulation 52 for the eligibility of a person (the "person concerned") for election as a Director at a general meeting, namely, not less than 14 nor more than 35 clear days before the day appointed for the meeting there shall have been left at the Company's registered office:
  - 57.1 notice in writing signed by a member of the Company duly qualified to attend and vote at the meeting for which such notice is given, of his or her intention to propose the person concerned for such election; and
  - 57.2 notice in writing signed by the person concerned of his or her willingness to be so elected.

#### **Vacation of office by Directors**

58. A Director may be appointed or removed by notice in writing served on the Company by the Company's holding company. Any such notice shall be effective from the date on which it is expressed to take effect.
59. In addition to the circumstances described in sections 146, 148(1) and 196(2) of the Act, the office of Director shall be vacated -
  - 59.1 ipso facto, if that Director -
    - (a) resigns his or her office by notice in writing to the Company;
    - (b) becomes subject to a declaration of restriction under section 819 of the Act and the Directors, at any time during the currency of the declaration, resolve that his or her office be vacated;
    - (c) resigns his office by spoken declaration at any board meeting and such resignation is accepted by resolution of that meeting, in which case such resignation shall take effect at the conclusion of such meeting unless otherwise resolved;
    - (d) is adjudicated insolvent or bankrupt or makes any arrangement or compromise with his creditors generally (in any jurisdiction);
    - (e) is removed from office by notice in writing to the Company: where there is a sole member, by the sole member or where there is more than one member, by any member or members having the right to attend and vote at a general meeting of the Company on a resolution to remove a Director and holding for the time being not less than 90% of the voting rights; and

59.2 by resolution of the board of directors where that Director -

- (a) can no longer be reasonably regarded as possessing an adequate decision making capacity by reason of his or her health;
- (b) is sentenced to a term of imprisonment (whether or not the term is suspended) following conviction of a criminal offence in any jurisdiction;
- (c) is for more than six months absent, without the permission of the Directors, from meetings of the Directors held during that period;
- (d) is in full-time employment of the Company or the Company's holding company or a subsidiary of the Company's holding company, upon the termination of such employment;

and a Director so removed shall have no right to prior notice or to raise any objection to his or her removal from office but any removal (other than one initiated by the Director) shall be without prejudice to any claim for compensation or damages payable as a result of the removal also terminating any contract of service.

#### **Rotation of directors**

- 60. At the first annual general meeting of the Company, and at the annual general meeting in every subsequent year, one-third of the directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third shall retire from office.
- 61. The directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 62. A retiring director shall be eligible for re-election.
- 63. The Company, at the meeting at which a director retires in any of the foregoing instances, may fill the vacated office by electing a person to it.
- 64. In default of the Company doing so, the retiring director shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless—
  - (a) at such meeting it is expressly resolved not to fill such vacated office, or
  - (b) a resolution for the re-election of such director has been put to the meeting and lost.

#### **Directors' remuneration and expenses**

- 65. The remuneration of the Directors shall be such as is determined, from time to time, by the board of Directors and such remuneration shall be deemed to accrue from day to day.
- 66. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them - (a) in attending and returning from – (i) meetings of the Directors or any committee; or (ii) general meetings of the Company, or (b) otherwise in connection with the business of the Company.

#### **General power of management and delegation**

- 67. The business of the Company shall be managed by its Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the



Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting, but subject to:

- 67.1 any regulations contained in these articles of association;
  - 67.2 the provisions of the Act; and
  - 67.3 such directions, not being inconsistent with the foregoing regulations or provisions, as the Company in general meeting may (by special resolution) give.
68. No direction given by the Company in general meeting under Regulation 67.3 shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
69. Without prejudice to the generality of Regulation 67, Regulation 67 operates to enable, subject to a limitation (if any) arising under any of paragraphs 67.1 to 67.3 of it, the Directors exercise all powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof.
70. Without prejudice to section 40 of the Act, the Directors may delegate any of their powers (including any power referred to in these articles of association) to such person or persons as they think fit, including committees; any such person or committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
71. The reference in Regulation 67 to a power of the Company required to be exercised by the Company in general meeting includes a reference to a power of the Company that, but for the power of the members to pass a written resolution to effect the first-mentioned power's exercise, would be required to be exercised by the Company in general meeting.
72. The acts of the board of Directors or of any committee established by the board of Directors or any delegee of the board or any such committee shall be valid notwithstanding any defect which may afterwards be discovered in the appointment or qualification of any Director, committee member or delegee.
73. Subject to section 25(5) of the Act, the Directors shall appoint the secretary, and the Directors may additionally appoint an assistant company secretary and a deputy company secretary. Any such appointment shall be for such term, at such remuneration and upon such conditions as the Directors shall think fit, and any person so appointed may be removed by them.

#### **Chief Executive Officer**

74. The Directors may from time to time appoint one or more of themselves to the office of Chief Executive Officer (by whatever name called including managing director) for such period and on such terms as to remuneration and otherwise as they see fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
75. Without prejudice to any claim the person so appointed under Regulation 74 may have for damages for breach of any contract of service between the person and the Company, the person's appointment shall cease upon his or her ceasing, from any cause, to be a Director of the Company.
76. A Chief Executive Officer of the Company shall receive such remuneration whether by way of salary, commission or participation in the profits, or partly in one way and partly in another, as the Directors may determine.

77. Without prejudice to section 40 of the Act, the Directors may confer upon a Chief Executive Officer any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit and in conferring any such powers, the Directors may specify that the conferral is to operate either - (a) so that the powers concerned may be exercised concurrently by them and the Chief Executive Officer; or (b) to the exclusion of their own such powers.
78. The Directors may (a) revoke any conferral of powers under Regulation 77 or (b) amend any such conferral (whether as to the powers conferred or the terms, conditions or restrictions subject to which the conferral is made).

#### **Meetings of Directors and committees**

79. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any such meeting shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall not have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
80. All Directors shall be entitled to reasonable notice of any meeting of the Directors.
81. Nothing in Regulation 80 or any other provision of the Act enables a person, other than a Director, to object to the notice given for any meeting of the Directors.
82. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.
83. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed in accordance with these articles of association as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company but for no other purpose.

#### **Chairperson**

84. The Directors may elect a chairperson of their meetings and determine the period for which he or she is to hold office, but if no such chairperson is elected, or, if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Directors present may choose one of their number to be chairperson of the meeting.

#### **Committees**

85. The Directors may establish one or more committees consisting in whole or in part of members of the board of Directors.
86. A committee established under Regulation 85 (a "committee") may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.
87. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and where there is an equality of votes, the chairperson of the committee shall have a second or casting vote.
88. Where any committee is established by the Directors:



- 88.1 the meetings and proceedings of such committee shall be governed by the provisions of these articles of association regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations imposed upon such committee by the Directors; and
- 88.2 the Directors may authorise, or may authorise such committee to authorise, any person who is not a Director to attend all or any meetings of any such committee on such terms as the Directors or the committee think fit, provided that any such person shall not be entitled to vote at meetings of the committee.

#### **Written resolutions and telephonic meetings of Directors**

89. A resolution in writing signed by all the Directors, or by all the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the Directors or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the Directors or such a committee duly convened and held.
90. Subject to Regulation 91, where one or more of the Directors (other than a majority of them) would not, by reason of:
- 90.1 the Act or any other enactment;
- 90.2 these articles of association; or
- 90.3 a rule of law,
- be permitted to vote on a resolution such as is referred to in Regulation 89, if it were sought to pass the resolution at a meeting of the Directors duly convened and held, then such a resolution, notwithstanding anything in Regulation 89, shall be valid for the purposes of that subsection if the resolution is signed by those of the Directors who would have been permitted to vote on it had it been sought to pass it at such a meeting.
91. In a case falling within Regulation 90, the resolution shall state the name of each Director who did not sign it and the basis on which he or she did not sign it.
92. For the avoidance of doubt, nothing in Regulations 89 to 91 dealing with a resolution that is signed by other than all of the Directors shall be read as making available, in the case of an equality of votes, a second or casting vote to the one of their number who would, or might have been, if a meeting had been held to transact the business concerned, chairperson of that meeting.
93. The resolution referred to in Regulation 89 may consist of several documents in like form each signed by one or more Directors and for all purposes shall take effect from the time that it is signed by the last Director.
94. A meeting of the Directors or of a committee referred to in Regulation 85 may consist of a conference between some or all of the Directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and:
- 94.1 a Director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
- 94.2 such a meeting shall be deemed to take place:

- (a) where the largest group of those participating in the conference is assembled;
- (b) if there is no such group, where the chairperson of the meeting then is; or
- (c) if neither subparagraph (a) or (b) applies, in such location as the meeting itself decides.

#### **Directors' duties, conflicts of interest, etc.**

95. The Directors may have regard to the interests of the Company's holding company and to other companies in a group of which it is a member to the full extent permitted by the Act.
96. Subject to the provisions of the Act, a Director may vote in respect of any contract, appointment or arrangement in which he or she is interested and he or she shall be counted in the quorum present at the meeting.
97. A Director is expressly permitted (for the purposes of section 228(1)(d) of the Act) to use vehicles, telephones, computers, accommodation and any other Company property where such use is approved by the board of Directors or by a person so authorised by the board of Directors or where such use is in accordance with a Director's terms of employment, letter of appointment or other contract or in the course of the discharge of the Director's duties or responsibilities or in the course of the discharge of a Director's employment.
98. Nothing in section 228(1)(e) of the Act shall restrict a Director from entering into any commitment which has been approved by the Board or has been approved pursuant to such authority as may be delegated by the Board in accordance with these articles of association. It shall be the duty of each Director to obtain the prior approval of the Board, before entering into any commitment permitted by sections 228(1)(e)(ii) and 228(2) of the Act.
99. A Director may vote in respect of any contract, appointment or arrangement in which he or she is interested and shall be counted in the quorum present at the meeting and is hereby released from his or her duty set out in section 228(1)(f) of the Act and a Director may vote on his or her own appointment or arrangement and the terms of it.
100. The Directors may exercise the voting powers conferred by the shares of any other company held or owned by the Company in such manner in all respects as they think fit and, in particular, they may exercise the voting powers in favour of any resolution – (a) appointing the Directors or any of them as Directors or officers of such other company; or (b) providing for the payment of remuneration or pensions to the Directors or officers of such other company.
101. Any Director may vote in favour of the exercise of such voting rights notwithstanding that he or she may be or may be about to become a Director or officer of the other company referred to in Regulation 100 and as such or in any other way is or may be interested in the exercise of such voting rights in the foregoing manner.
102. A Director may hold any other office or place of profit under the Company (other than the office of statutory auditor) in conjunction with his or her office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine.
103. No Director or intending such Director shall be disqualified by his or her office from contracting with the Company either with regard to his or her tenure of any such other office or place of profit or as vendor, purchaser or otherwise.
104. In particular, neither shall:



- 104.1 any contract with respect to any of the matters referred to in Regulation 98, nor any contract or arrangement entered into by or on behalf of the Company in which a Director is in any way interested, be liable to be avoided; nor
- 104.2 a Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement,
- by reason of such Director holding that office or of the fiduciary relation thereby established.
105. A Director, notwithstanding his or her interest, may be counted in the quorum present at any meeting at which:
- 105.1 that Director or any other Director is appointed to hold any such office or place of profit under the Company as is mentioned in Regulation 102; or
- 105.2 the terms of any such appointment are arranged,
- and he or she may vote on any such appointment or arrangement.
106. Without prejudice to the provisions of section 228 of the Act, a Director may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise.
107. A Director may act by himself or herself, or his or her firm, in a professional capacity for the Company; and any Director, in such a case, or his or her firm, shall be entitled to remuneration for professional services as if he or she were not a Director, but nothing in this Regulation authorises a Director, or his or her firm, to act as statutory auditor of the Company.

#### **Alternate Directors**

108. Any Director (the "appointer") may from time to time appoint any person to be an alternate director (the "appointee") as respects him or her.
109. One or more persons may stand appointed at a particular time to be an alternate director as respects a particular Director, although only one alternate in respect of each Director may attend an individual meeting.
110. The appointee, while he or she holds office as an alternate director, shall be entitled –
- 110.1 to notice of meetings of the Directors;
- 110.2 to attend at such meetings as a Director; and
- 110.3 in place of the appointer, to vote at such meetings as a Director,
- but shall not be entitled to be remunerated otherwise than out of the remuneration of the appointer.
111. Any appointment under Regulation 108 shall be effected by notice in writing given by the appointer to the Company.
112. Any appointment so made may be revoked at any time by the appointer or by an ordinary resolution of the members and Regulations 58 and 59 shall apply to each alternate director.
113. Revocation of such an appointment by the appointer shall be effected by notice in writing given by the appointer to the Company.

114. An appointee shall cease to be an alternate director ipso facto upon his or her appointer ceasing to be a Director.
115. The appointer and each appointee of that appointer shall be deemed to constitute but one and the same Director for the purposes of counting the number of Directors for all purposes under these articles of association or the Act, including for the purposes of determining the maximum number of directors, the quorum for a meeting of the Directors or a majority of the directors for the purposes of determining the approval of a resolution of the Directors or all the Directors for the purposes of a resolution in writing of the Directors.
116. A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

#### **The common seal and official seal**

117. The Company's seal shall be used only by the authority of the Directors, a committee authorised by the Directors to exercise such authority or by any one or more persons severally or jointly so authorised by the Directors or such a committee, and the use of the seal shall be deemed to be authorised for these purposes where the matter or transaction pursuant to which the seal is to be used has been so authorised.
118. Any instrument to which the Company's seal shall be affixed shall be signed by any one of:
- 118.1 a Director;
  - 118.2 the secretary; or
  - 118.3 any other person authorised to sign by (i) the Directors or (ii) a committee or a person with the authority to use the seal under Regulation 117,
- and the signature or countersignature of a second such person shall not be required.
119. The Company may have an official seal for use abroad.
120. The Company may have one or more duplicate common seals or official seals for use in different locations.

#### **Service of notices on members and the Company**

121. A notice required or authorised to be served on or given to a member of the Company pursuant to a provision of the Act or these articles of association shall, save where the means of serving or giving it specified in Regulation 121.4 is used, be in writing and may be served on or given to the member in one of the following ways:
- 121.1 by delivering it to the member;
  - 121.2 by leaving it at the registered address of the member;
  - 121.3 by sending it by post in a prepaid letter to the registered address of the member; or
  - 121.4 by electronic means; and



each of the members of the Company hereby consents to the use of electronic means in the form of email to serve or give notices in relation to them and further agrees to provide the Company with an email address to which notices may be served or given.

122. Any notice served or given in accordance with Regulation 121 shall be deemed, in the absence of any agreement to the contrary between the Company (or, as the case may be, the officer of it) and the member, to have been served or given:
- 122.1 in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);
  - 122.2 in the case of its being left, at the time that it is left;
  - 122.3 in the case of its being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after despatch and in the case of its being posted (to such an address)—
    - (a) on a Friday — 72 hours after despatch; or
    - (b) on a Saturday or Sunday — 48 hours after despatch;
  - 122.4 in the case of electronic means being used in relation to it, twelve hours after despatch,
- but this Regulation is without prejudice to section 181(3) of the Act.
123. In addition to the means of service of documents set out in section 51 of the Act, a notice or other document may be served on the Company by an officer or member of the Company by email provided, however, that the Directors have designated an email address for that purpose and notified that email address to its members and officers for the express purpose of serving notices on the Company.

#### **Sending statutory financial statements to members**

124. Each of the members hereby agree and consent that copies of the documents referred to in section 338(2) of the Act, are to be treated, for the purposes of section 338 of the Act, as sent to a person where:
- 124.1 the Company and that person have agreed to his or her having access to the documents on a website (instead of their being sent to him or her);
  - 124.2 the documents are documents to which that agreement applies; and
  - 124.3 that person is notified, in a manner for the time being agreed for the purpose between him or her and the Company, of —
    - (a) the publication of the documents on a website,
    - (b) the address of that website, and
    - (c) the place on that website where the documents may be accessed, and how they may be accessed.
125. Documents treated in accordance with Regulation 124 as sent to any person are to be treated as sent to him or her not less than 21 days before the date of a meeting if, and only if:

- 125.1 the documents are published on the website throughout a period beginning at least 21 days before the date of the meeting and ending with the conclusion of the meeting; and
- 125.2 the notification given for the purposes of paragraph (c) of Regulation 124.3 is given not less than 21 days before the date of the meeting.
126. Any obligation by virtue of section 339(1) or (2) of the Act to furnish a person with a document may, unless these articles of association provides otherwise, be complied with by using electronic communications for sending that document to such address as may for the time being be notified to the Company by that person for that purpose.

### **Winding up**

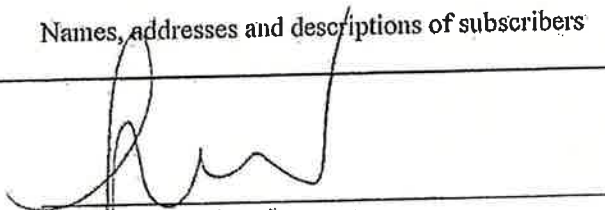
127. Subject to the provisions of the Act as to preferential payments, the property of the Company on its winding up shall, subject to such application, be distributed among the members according to their rights and interests in the Company.
128. Dividends declared by the Company more than six years preceding the commencement date of a winding up of the Company, being dividends which have not been claimed within that period of six years, shall not be a claim admissible to proof against the Company for the purposes of the winding up.

### **Indemnification**

129. Subject to the provisions of and so far as may be permitted by section 235(3) of the Act every Director, secretary and other officer (excluding statutory auditors) of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

We, the several persons whose names and addresses are subscribed, wish to be formed into a Company in pursuance of this constitution.

Names, addresses and descriptions of subscribers



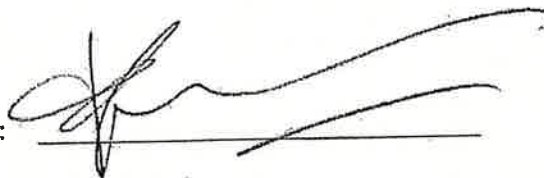
Signed by Mrs Sara Lammens  
Director General ad interim  
For and on behalf of  
**Bibliothèque Royale de Belgique – Koninklijke Bibliotheek van België (KBR)**  
Boulevard de l'Empereur 4  
1000 Brussels

Signed by Mr Richard Ovenden  
For and on behalf of  
**University of Oxford Libraries**  
Bodleian Library  
Broad St  
Oxford OX1 3BG

Signature in writing of the above subscribers, attested by witness as provided for below

Dated the 5th day of January 2021

Witness to the above signature of Mrs Sara Lammens:



Name: Frederic Lemmers  
Address: Royal Library of Belgium  
Boulevard de l'Empereur 4  
B-1000 Brussels  
Belgium

Witness to the above signature of Mr Richard Ovenden:

Name: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



AN OIFIG UM CHILÁRÚ CHUIDEACHTAÍ  
AUTH/1124/AC#37410989.1  
COMPANIES REGISTRATION OFFICE



We, the several persons whose names and addresses are subscribed, wish to be formed into a Company in pursuance of this constitution.

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Names, addresses and descriptions of subscribers

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Signed by Mrs Sara Lammens  
Director General ad interim  
For and on behalf of  
**Bibliothèque Royale de Belgique – Koninklijke Bibliotheek van België (KBR)**  
Boulevard de l'Empereur 4  
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Name: Frederic Lemmers  
Address: Royal Library of Belgium  
Boulevard de l'Empereur 4  
B-1000 Brussels  
Belgium

Witness to the above signature of Mr Richard Ovenden: \_\_\_\_\_

Name: ROSEMARY REY  
Address: WILLOW BANK  
CHARLTON VILLAGE ROAD  
WANTAGE, OX12 7HQ



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AN OIFIG UM CHLARU CUIDEACHTAI  
COMPANIES REGISTRATION OFFICE

