



**Draft minutes of the IFLA Extraordinary General Assembly
held on Friday 12 February 2021 at CAVAL, 4 Park Drive,
Bundoora, Victoria, Australia.**

- 1. Opening by the Chair, President Christine Mackenzie**

President Christine Mackenzie opened the meeting at 08:00 and welcomed the members who were attending and those following the meeting virtually. She introduced the Secretary General Gerald Leitner, and IFLA Parliamentarian, Martyn Wade.
There were no apologies.
- 2. Appointment of Tellers**

Given the unusual situation, one teller was appointed. Jaime McCowan, representative of IFLA Member CAVAL counted the votes of members and proxy holders.
- 3. Establishment of a Quorum**

At the beginning of the meeting there were 140 national and international association Members who have paid their fees for 2020 and were not in arrears. With 97 association members represented through their proxies, a quorum was established.
- 4. Adoption of the Agenda**

The agenda was adopted.
- 5. Minutes of the previous General Assembly, held in The Hague (the Netherlands) on 5 November 2020**

The minutes of the previous meeting had been distributed to members. There were no corrections and the minutes were adopted.
- 6. Address by the President**

The President described the process of the Governance Review which was begun at the first meeting of the current Governing Board in August 2019. Working groups were formed to review the Governing Board, the professional structure, and the Strategic Committees. A survey of members was undertaken and a series of virtual round tables provided additional valuable feedback. The need for a mechanism for stronger regional representation was recognised.

The new framework for IFLA's governance documents comprises the Statutes at the highest level, then the Rules of Procedure and thirdly the Handbook. The process had been intense, thorough, consultative and rewarding.

The outcomes of the review are a Governing Board with 11 members, with the majority directly elected by members. The Professional Council is made up of the Chairs of the eight Professional Divisions. Each Professional Division will have a smaller number of Professional Units. The Regional Council is made up of the

Chairs of six Regional Divisions: Asia and Oceania, Latin America and the Caribbean, Europe, North America, Middle East and North Africa, and Sub-Saharan Africa.

IFLA's global work will be supported by 4 advisory committees: Freedom of Access to Information and Freedom of Expression; Copyright and other Legal Matters; Standards; and Cultural Heritage.

The President noted that the deed with the new IFLA Statutes will be executed the day after the conclusion of the the August 2021 General Assembly. The new Rules of Procedure shall enter into force immediately subsequent to the entry into force of the new Statutes.

IFLA's lawyers advised that all elections and appointments as described in the new Statutes and Rules of Procedure should take place under the suspensive condition that the new IFLA Statutes and Rules will have entered into force.

The General Assembly in August 2021 will also take place under the current Statutes, i.e. with longer notice periods and no possibility for electronic voting.

In conclusion, the President thanked members of the Governing Board, IFLA staff and IFLA members and volunteers who contributed ideas, comments and critiques along the incredible journey to arrive at the new Governance Structure for IFLA and a more inclusive and participatory organisation for IFLA's members.

7. Motions and Resolutions

7a. Motion to amend the IFLA Statutes

Following the process outlined by the President and in line with the current Statutes, IFLA had provided members with the necessary documentation to consider the changes to the Statutes. A proposal for amendment of the Statutes shall be considered to be carried if a two-thirds majority of the votes cast are in favour of their adoption. The result of the vote was 1,525 in favour, 12 against and 58 abstentions.

The Members resolved in the affirmative:

To amend the IFLA Statutes in accordance with the draft deed dated 9 November 2020, drawn up by Pels Rijcken & Droogleever Fortuijn N.V. in The Hague (the Netherlands). (The Dutch draft IFLA Statutes are at Annex 2; the unofficial English translation draft IFLA Statutes at Annex 3),

7b. Motion to execute the deed of amendment of the IFLA Statutes

In order to formally adopt the Statutes, the deed of amendment of the Statutes must be lodged legally with the Dutch Chamber of Commerce and Commercial Register. This motion authorizes each member of IFLA's Governing Board and IFLA's legal advisors to lodge the documents. A proposal for amendment of the Statutes shall be considered to be carried if a two-thirds majority of the votes cast are in favour of their adoption. The result of the vote was 1,558 in favour, 0 against and 37 abstentions.

The Members resolved in the affirmative:

To authorize each member of IFLA's Governing Board, as well as each civil-law notary, assigned civil-law notary, deputy civil-law notary and notarial assistant employed by the aforementioned Pels Rijcken & Droogleever Fortuijn N.V. each individually to execute the deed of amendment of the IFLA Statutes in accordance with the aforementioned draft of this deed.

8. Close of the Assembly

The Chair thanked Members for their engagement and contributions to the process. In particular she thanked the Director of CAVAL for her support with the venue and assistance as teller. The President stated that the new structure brings exciting opportunities for IFLA to extend its reach and for our profession to participate boldly in leading the changes we wish to see.

The Extraordinary General Assembly was formally closed at 08:26.