



## STATUTES - ITLA - CONSTITUTION

### **I NAME, LOCATION, GOALS**

#### **Article 1**

Hereby is composed an international association for educational and scientific purposes, the name of which is “International Toy Library Association – Association Internationale des Ludothèques”, here referred to as “The Association”.

This association is governed by the Belgian law of 25 October 1919 on non-profit organisations, amended by the law of 6 December 1954, the law of 2 May 2002 and the «Code des sociétés et des associations» adopted by the law of 23 March 2019 which states in particular that:

All acts, invoices, announcements, publications, letters, order notes and other documents, whether in electronic or non-electronic form, issued by the association must contain:

- Legal name, legal form or abbreviation,
- Precise indication of the registered office of the legal person
- The number of at least one bank account held by the association with a banking establishment established in Belgium
- If applicable, the email address and website of the legal person,
- If applicable, indication if the legal person is in liquidation

Any person who intervenes for the association without documented permission from the board may be declared personally responsible for all or part of the commitments made therein.

#### **Article 2**

The head office is located on the territory of the Brussels-Capital Region, boulevard Théo Lambert 36 at 1070 Brussels or at any other address on a decision of the Board of Directors. The board of directors may, if necessary, establish additional offices in other locations as may be deemed desirable and appropriate.

The address of its website is [www.itla-toylibraries.org](http://www.itla-toylibraries.org) and its email address is [info@itla-toylibraries.org](mailto:info@itla-toylibraries.org)

The ITLA archives will be stored in a place (physical or virtual) decided by the Board of Directors.

#### **Article 3**

The International Toy Libraries Association is an international non-profit organization of toy libraries associations and direct international members.

1. A toy library is a space that promotes the right to play. Toy libraries adhere to minimum standards where members engage and enjoy the use of games and toys,



operated by a trained toy librarian, offering a service that provides its members with opportunities for sharing and/or lending the games and toys. A toy library may be initiated by individuals, charitable organizations, local, regional or national governments or any other such group or operator. Members of toy libraries may be children, parents, grandparents, guardians, educators (school or not) of children, hospital staff and/or patients or any other person(s) interested in play, games and toys.

2. Toy libraries serve as a resource place as often as possible, providing information, advice and assistance to members in addition to the loan of games and toys.
3. The toy libraries care for everyone, regardless of ethnic origin, gender, disability, religion, language or nationalities.

#### **Article 4**

The goal of the association is to promote play, the objects of play and the playful interaction essential to an optimal educational, physical, psychological, social and cultural development. For this reason, the social object develops the following ideas and actions:

1. Promote the concept of a toy library as a way to bring play opportunities, and games and toys, or any other play materials to people.
2. Serve as a link between national toy libraries associations, continental groups, individual toy libraries and toy librarians by providing opportunities for international exchange of ideas and materials.
3. Establish World Play Day as a day that promotes the importance of play and toy libraries.
4. Maintain a link with other organizations, associations and individuals interested in or who may become interested in our social object, in order to share information about the role of toy libraries in educational, physical, psychic, social and cultural development.
5. To disseminate information about games and toys in the service of educational, physical, psychological, social and cultural development and to draw attention to those that could be harmful to them.
6. Organize periodic international events and conferences dedicated to the sharing of appropriate practices in toy libraries and debates on different aspects of playful interactions, games, toys and play materials
7. Promote and encourage play as a right.
8. Organize toy librarian's trainings.



9. Create an international toy librarian certification for members of the association.

### **Article 5**

The association may resort to and use all legal means necessary or useful for the attainment of one or each of the purposes for which it is founded and for this purpose may secure, dispose of and distribute personal funds and property.

## **II ADHESION**

### **Article 6**

Membership in the International Toy Libraries Association is first and foremost open to national toy libraries associations. The word “national” refers as much to all countries as to the nations that make up them with complete legal autonomy. The International Toy Libraries Association may also host any other organization, association, toy library or physical person interested in its purposes set out in Article 4. The association must have at least 9 members.

### **Article 7**

The amount of the members’ contributions is fixed and periodically reviewed by the board of directors. Membership fees cannot exceed the amount of 400€.

### **Article 8**

Members must meet the following conditions:

1. Agree to adopt the Articles of Association
2. Be in order of contributions in the amount determined by the Board of Directors. A default payment is equivalent to the termination of membership.
3. Accept the publication of their names and addresses on the association’s official lists.

Approval of new members is submitted to the Board of Directors.

### **Article 9**

The exclusion of a member of the association may be proposed by the board of directors, for attitude that has caused ethical and/or material damage to the association. The member must present a defense within 15 days, under penalty of being automatically deprived of his membership status. The exclusion proposal must be approved by a majority vote of 2/3 of the voting members of the general meeting, present or represented, after hearing the defense of the person concerned. The General Assembly may decide on the exclusion of a member only if it has been explicitly indicated in the convocation and if the General



Assembly meets a quorum of at least 2/3 of the members present or represented by proxy. Any member can represent only two other members by proxy.

### **Article 10**

Each country represented among the members shall designate a representative as a contact person to serve as a link between that country and the association. It is the responsibility of each contact person to communicate fully with their own country and to respond to requests from the association's board of directors.

## **III GENERAL ASSEMBLY**

### **Article 11**

The General Assembly is composed of all the members of the association. It is held at each international congress, or the General Assembly is held elsewhere, in person, or virtually, as determined by the board of directors of the association. A Special General Assembly may be scheduled by the members and/or the board of directors if needed. A Special General Assembly should adhere to all articles as outlined in this statute. It has all the powers necessary to achieve the goals of the association.

### **Article 12**

The powers and responsibilities of members include without limits:

1. Approval of the association's budget and accounts
2. Review, discussion, approval of reports and discharge of directors
3. Election and Dismissal of Board Members
4. Modifications, amendments or overhauls of the statutes
5. Dissolution of the Association

### **Article 13**

1. The members of the Association shall meet periodically, either-at the International Conference of the Association, or, on the date and place designated by the Board of Directors.
2. The Association's meeting can take place either in-person or virtually using a suitable electronic platform.
3. The notice of meeting shall be sent to any member at least 6 weeks before the date fixed, by e-mail or any other suitable ways. It contains the agenda, date, time and location/link to the meeting. The documents to be discussed at the General Meeting must be attached.



4. Members will receive an agenda with all the discussion points as well as any decisions or votes that is to be taken. Members have the right to know, prepare and contribute to all decisions. At least 25% of all members need to be in agreement to pass a decision.

#### **Article 14**

At the general meeting, the voting rights are distributed as follows:

- Each national toy libraries association member has 10 votes through its designated representative
- Each toy library member has 2 votes via its designated representative
- Any other moral or physical person member has 1 vote

In the event of disagreement on voting rights, the Board reserves the right to decide who has the right to vote.

#### **Article 15**

At each meeting of members, a majority of present or represented members or having expressed their vote by post or electronically shall constitute a quorum of 25% to allow decisions to be taken. An absolute majority vote among such a quorum shall be sufficient for any decision taken at such meeting, except in cases where otherwise decided by law or these statutes.

#### **Article 16**

Each voting member may be represented at the general meeting by another voting member by signing a specific proxy or by a confirmation of postal or electronic voting. Each voting member may only represent two other members by proxy.

#### **Article 17**

Any action taken by the members of the association may be taken following a vote by mail or electronic mail, provided that a majority of the contact persons and representatives who have responded vote in favour.

#### **Article 18**

The decisions of the general meeting are recorded in a register of minutes, signed in-person or electronically by the general representatives of the association and kept at the registered office.

Decisions on statutory changes, appointment and dismissal of directors and day-to-day management delegates, as well as the dissolution or transformation of the association are



reported to the company Court Registry – Le greffe du tribunal de l'entreprise to be published in the Belgian Monitor.

## **IV BOARD OF DIRECTORS**

### **Article 19**

The Board of Directors directs the affairs of the Association and may undertake on its behalf any act necessary for its administration, except those reserved under these Statutes for the sole exercise of its members.

The powers and responsibilities of the Board of Directors include without limits:

1. Acceptance or Rejection of Membership
2. Determining the amount of service contributions and payments
3. The opening of a bank account in order to manage the membership fees, the participations and donations received and make any payment necessary for the activities of the association.  
The president and the treasurer have signing authority on the association's account.  
The Vice-President or Secretary will also approve payments
4. Election of the President, Vice-President, Secretary, Treasurer and such other persons as the Board may deem advisable
5. Draft agreements on behalf of the Association and commit the Association's resources to meet any contractual obligations
6. Purchase, sell or lease real property or equity
7. Hire, supervise and terminate employees
8. Consult with experts when needed
9. Review Terms and Conditions of Membership
10. Establish Commissions
11. Ensure a vacancy on the Board of Directors until the next General Meeting or Special Meeting called for that purpose
12. Represent the interests of members with respect to individuals, other organizations and public authorities.



## **Article 20**

The Board of Directors shall consist of four full members and not less than three simple directors. The members of the Board of Directors are members of the association and reflect the geographic distribution of the association's members. At least one member of the Board must be a Belgian national. A representative of the organizers of the next international conference is to sit on the board of directors. The directors shall designate the post holders; they shall establish the role of the additional members who shall be introduced and admitted by the members at the general meeting.

## **Article 21**

The Directors shall be elected by the Members at the General Assembly and shall hold office until the next General Assembly, after which they shall be deemed to resign ex officio. Directors may be elected by the members several times in a row. The President shall remain in office for at least two terms, subject to the terms of Article 23, in which case the Board of Directors shall appoint a President.

## **Article 22**

The Board of Directors can meet online or in person at least once a year. A majority (half plus one) of the directors, including two post holders, constitutes a quorum for a meeting and the vote of at least a majority of the directors constitutes a share of the board of directors. Records of all meetings is required.

## **Article 23**

Any proposal potentially introduced at a meeting of the directors may be put to a vote by mail if the directors deem it appropriate. The proposal to be voted on by mail (postal or electronic) must be sent to all members of the Board of Directors and must be approved by a majority of them.

## **Article 24**

A Director may resign at any time upon written notice to the President. A director may be suspended from office at any time if his or her actions or attitudes have caused ethical or material damage to the association or when it appears that his or her duties as a director have not been fulfilled to the detriment of the functioning of the board of administration. The administrator must submit a justification within 15 days of notification or be subject to an automatic suspension. After having read this defense, the suspension must be the subject of a postal vote or a conference call of at least 2/3 of the directors then in office. Such cases will be examined at the next general meeting.

## **Article 25**

If a vacancy occurs before the expiry date for an incumbent or other director, the replacement shall be filled by agreement of the members of the board of directors and the



person chosen shall remain in office until the expiry date.

## **V OFFICIAL POSITIONS**

### **Article 26**

The official positions of the association are the president, vice-president, secretary and treasurer who are elected to the board of directors.

### **Article 27**

Each holder of an official position shall be elected by the Board of Directors after each General Assembly for a period of three years.

### **Article 28**

The President is the Principal and chairs the meetings of the Association and the Board of Directors and is a de facto member of all committees. At general meetings or when he (she) deems it advisable, he (she) communicates to the association or to the board of directors any matter or suggestion deemed favourable to the association and performs the other necessary tasks or prescribed by the board of directors. The President may make a presidential decision in the event of a proven emergency. He/she is accountable to the Board of Directors at the earliest opportunity. All documents related to the association are signed by the President.

### **Article 29**

The Vice-President shall be responsible for carrying out the duties of the President in the event of his/her absence or temporary unavailability at meetings, as well as such other tasks as the President or the Board of Directors may assign to him/her.

### **Article 30**

The Secretary and Treasurer shall act in accordance with the duties and responsibilities normally assigned to their positions.

### **Article 31**

The members of the Board of Directors and of the committees may be paid for activities and projects approved by the Board of Directors and carried out in the course of their duties, on presentation of the relevant supporting documents for approval by the Board of Directors, unless the Board has stipulated the amount of the reimbursement prior to the activity.





## **VI COMMITTEES**

### **Article 32**

The Board of Directors shall appoint a nominating committee at the time of the General Assembly, which shall propose to the members of the General Assembly a list of candidates for each elective position to be filled, including the President, Vice-President, Secretary, Treasurer and other members of the board of directors. The Past President chairs the Nominating Committee, which includes, but is not limited to, a Board member, another Director and two other members.

### **Article 33**

The President, with the approval of the Board of Directors, may appoint other temporary or standing committees, expert committees, working groups or study groups from time to time as may be necessary to further the purposes of the Association.

### **Article 34**

Legal actions are undertaken by the Board of Directors represented by the President or another member designated for this purpose by the Board of Directors.

## **VII CHIEF EXECUTIVE**

### **Article 35**

The Board of Directors has the power to supervise the management of the association by remunerating an executive, a delegated person authorized to act on behalf of the Board of Directors in order to perform the decisions taken.

### **Article 36**

The Executive Head shall be responsible for the conduct, control and direction of the Association's head office and shall carry out and report on the tasks assigned to him by the Board of Directors. The Executive Head shall collect all sums paid or due to the Association, including dues and contributions, and deposit these sums in the Association's bank account and shall make transfers from this account in order to pursue the purposes of the Association, with the authorization of the Board of Directors.

### **Article 37**

A financial assessment and an expenditures and revenues account shall be prepared on a regular basis by a publicly accredited accountant, hired by the board of directors and at other times decided by the board of directors for the expenses of the association.

## VIII CONTRIBUTIONS

### Article 38

The annual accounting year ends on 31 December.

### Article 40

The Board of Directors may call for a specific contribution if additional funds are required, regardless of their purpose.

## IX DISSOLUTION

### Article 41

The Association shall use its funds solely for the purposes and objects specified in these Articles of Association and no part of such funds shall be used by or distributed to the members of the Association.

### Article 42

In case of dissolution of the association, the remaining sums will be redistributed to a charitable organization with similar aims to those of the association. Except for judicial dissolution, only the General Assembly may decree the dissolution of the association in accordance with Book II, Title 8, Chapter 2 of the Companies and Associations Code as adopted by the Law of 23 March 2019.

## X AMENDMENTS

### Article 43

The statutes may be amended, modified or deleted in whole or in part by the members of the Association at any ordinary or extraordinary General Assembly meeting, with a quorum of 2/3 members present (physically or via videoconferencing) provided that these amendments, adjustments or deletions were sent to the members of the General Assembly at least 30 days before the date of the meeting or 2/3 of the members of the General Assembly voted by correspondence.

### Article 44

Anything not explicitly provided for in these Articles of Association shall be governed by the Companies and Associations Code as adopted by the Law of 23 March 2019 and as regards the keeping of accounts, by Title 3 of Book III, Chapter 2 of the Code of Economic Law as amended by the Law of 15 April 2018.



The Statutes of the International Toy Libraries Association were approved by the General Meeting of Members held on July 13, 2019 and signed by the incumbents of the Board of Directors.

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This constitution was approved at a Special General Meeting held on 21 April 2021 via Zoom.

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Dr Monica Stach  
Chairperson

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Michel van Langendonckt  
Vice-chairperson

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Dan Mthokorisi Mchunu  
Treasurer

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Laura van Laethem  
Secretary

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Maria Celia Malta Campos  
America Representative

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Ana Lourenco  
European Representative

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Poi Hong Wong  
Asian Representative

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Lilian Okal  
African Representative

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Debbie Williams  
Oceania Representative