

## **Paper 3: Introduction to the Amended Association Statutes**

Europeana Network Association General Assembly meeting 2016

### **Action proposed**

None - for information and Q&A.

In 2015 the Europeana Network Association started to operate with Statutes, which were written without experience of how to apply Dutch Statutes in an international environment. During the first two years of operation we discovered several issues which demanded reconsideration.

The Members Council therefore established a Voting/Elections Working Group with Councillors which reported regularly about their progress in the Members Council meetings. The result of the work is now in front of you.

Some of the amendments are minor, but important issues, such as to change *appointed* into *elected*, and to streamline the use of concepts. However there are 3 major amendments proposed, essential for a good and democratic functioning of the Association.

### **Article 13: General Assembly: Access to Meetings and Voting Rights**

The original formulation of article 13, regarding the voting and election procedures in the General Assembly, created severe complications. We discussed our concerns with the notary and she proposed new wordings, which will allow us to use the seven days' electronic voting/elections procedures we have envisaged. The new formulation of the article is much simpler and allows us to have individual digital voting. To be fully in accordance with Dutch law, it will be necessary to announce at the General Assembly meeting that every decision taken there will be accepted provisionally, under the conditions that the required majority of the Association votes in favour of it during the following voting period.

### **Article 17.2: Members Council term of service**

The current Members Council mandate is two years. The new Councillors discovered that they entered into a complex Europeana ecosystem and that it therefore took them almost a year to get fully acquainted with the work. We would therefore like to propose to extend the Members Council term of service to 3 years, allowing them to make a more meaningful contribution and ensure better continuity. This change would take effect from the 2017 elections onwards, for the Councillors starting a mandate in 2018 and later. This means that it will not affect current Councillors' mandates, or that of Councillors (re)elected this year.



### **Article 19.1: Management Board**

Changing the term of service for the Members Council also has implications on the mandate of the Management Board, the mandate of which we have reworded to have the end of service of Board members coincide with the end of their term as Councillor.

### **Article 29.1: Amendments to the Bylaws**

In the current situation it is the responsibility of the Management Board to make amendments in the Bylaws. In order to enhance democracy and transparency and to share and distribute responsibilities we propose to transfer the responsibility for amending the Bylaws to the Member Council.