

## Europeana Network Association Bylaws

Last updated 8 February 2018

### Chapter I

#### **Article 1. Definitions**

No corresponding Bylaw.

### Chapter II

#### **Article 2. Name**

No corresponding Bylaw.

#### **Article 3. Official Seat**

No corresponding Bylaw.

#### **Article 4. Objectives**

The objectives of the Association are defined in its Statutes as to participate in the decision making of Europeana Foundation. As all decisions of Europeana Service Provider contribute to its objectives, these are listed below to add clarity to the objectives of the Association.

The operations and activities of Europeana Service Provider are underpinned by commons-based values: Usable, Mutual and Reliable. These values provide the base for Europeana Service Provider with the support of the Europeana Network Association, to work towards their common objectives. These objectives are laid out in the Statutes of Europeana:

1. Make Europe's cultural and scientific wealth available for everyone.
2. Provide access to and use of Europe's cultural and scientific heritage through the Europeana Platform and its user channels.
3. Work with museums, archives, audiovisual collection and libraries as well as users of Europeana's services to deliver the Europeana Platform and make it sustainable.
4. Encourage active engagement and use of Europe's cultural heritage resources
5. Make items that have been digitized or that are born digital available via Europeana



6. Encourage and support the digitization of more of Europe's cultural and scientific heritage.
7. Encourage and support the concept of the Public Domain.
8. Accelerate and support innovation in cultural institutions, sharing and building on existing knowledge.
9. Advocate the concept of the public good in the relationship between users and stakeholders.
10. Support competitiveness in Europe by making as much cultural heritage available as possible.

## Chapter III

### **Article 5. Financial Year**

No corresponding Bylaw.

### **Article 6. Financial Resources**

- 6.1 The Management Board will work with the Governing Board of Europeana to establish an annual budget.
- 6.2 The financial resources will be managed administratively by the Governing Board of Europeana, providing quarterly updates to the Management Board.

## Chapter IV

### **Article 7. Bodies**

No corresponding Bylaw.

## Chapter V

### **Article 8. Membership**

- 8.1 Members shall be categorised as:
  - a. individual Members;
  - b. honorary individual Members: persons invited by the Members Council in recognition of their exceptional services to Europeana.
- 8.2 Members shall:
  - a. endeavour to actively support the goals and objectives of the Association;
  - b. seek to share their knowledge and expertise with the other Members of the Association, for instance through participation in Task Forces and Working Groups;
  - c. contribute to the development of strategic, business and other plans or initiatives of Europeana;
  - d. abide by the Statutes and Bylaws;
  - e. endeavour to abide by the principles laid out in the Ethics for Europeana and European Cultural Commons White Papers;
  - f. re-affirm their membership on a regular basis.
- 8.3 Members will:
  - a. have the opportunity to vote with their unique Membership ID in Europeana Network Association elections, modifications of the Statutes of the Europeana Network Association, voting procedures, or any other procedure requiring a decision from the General Assembly;
  - b. have the opportunity to present their candidacy for election in the Association's Members Council;



- c. receive regular updates about Europeana-related activities published to the Members;
  - d. receive regular communication from the Members Council of its actions and decisions.
- 8.4 Honorary Members in addition:
- a. are exempt from paying any annual membership contribution that may be introduced in future;
  - b. may be invited to attend one or more meetings of the Members Council in an advisory capacity, but are in that event not allowed to participate in the decision-making;
  - c. retain the status of Honorary Member for a duration determined by the Members Council or until they wish to withdraw.

### **Article 9. Admission criteria**

- 9.1 Members shall be individuals: users, end users or professionals active, operating in or with a demonstrable interest in digital cultural heritage.
- 9.2 An application for membership will be deemed to have been received upon receipt of a completed application form submitted:
- a. via an online form made available on [pro.europeana.eu](http://pro.europeana.eu), or
  - b. in writing to the registered address of the Association as defined in the Statutes.
- 9.3 To facilitate regular acceptance of new Members, the Members Council delegates the formal acceptance of Members to the Management Board, following the procedures laid down in the Procedures document.
- 9.4 Upon acceptance of membership:
- a. each new Member will receive a unique ID;
  - b. a list of Members is regularly published and updated online.

### **Article 10. End of the Membership**

Membership will also terminate when Members do not re-affirm their membership when requested to do so by the Council.

### **Article 11. Annual Contribution**

The Members Council can propose to introduce an annual contribution from Members. If such a proposal is made, it must be approved by the General Assembly.

## Chapter VI

### **Article 12. The General Assembly**

The General Assembly is responsible for:

- a. approving the annual policy setting forth the objectives of the Association for the year;
- b. approving the financial report of the previous year and the annual budget of the Association;
- c. approving the annual report of the previous year;
- d. electing the Councillors to the Members Council;
- e. approving modifications of the Statutes, approving the minutes of the previous meeting of the General Assembly, and voting on any other procedure or document requiring a decision or endorsement.

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

Voting is done electronically.



## **Article 14. General Assembly: Chairmanship and Minutes**

No corresponding Bylaw.

## **Article 15. Decision Making Process by the General Assembly**

- 15.1 An annual Voting Committee will be formed to oversee and conclude the decision-making procedures of the General Assembly. The Members Council is responsible for initiating the Voting Committee.
- 15.2 Where a decision is put to the General Assembly, Members will be given at least seven consecutive days to submit their vote.
- 15.3 Where a decision concerns the election of the Members Council,
  - a. the candidates for that election shall be published no later than three weeks prior to a meeting of the General Assembly;
  - b. a Member shall be eligible to vote for up to as many candidates as there are vacant seats.
- 15.4 A Member's participation in any decision-making process shall remain confidential to the individual(s) managing the decision-making process,
- 15.5 Should a Member not be able to access voting mechanisms for reasons of force majeure during the voting period, that Member may report to the Voting Committee who will then decide if to accept this Member's vote via alternative methods.
- 15.6 The results of the vote should be published no later than two weeks after the voting process has been closed.
- 15.7 The proceedings of a meeting of the General Assembly will be minuted and published in such a way that Members who did not attend the meeting have a clear account of the discussions which took place during the meeting.

## **Article 16. Convening of the General Assembly**

- 16.1 The General Assembly will be convened during the Europeana Annual General Meeting (AGM).
- 16.2 The organisation and administration of the Annual General Meeting will be determined by a Working Group.
- 16.3 Where circumstances require, the General Assembly may be convened according to Article 12.4 of the Statutes of the Europeana Network Association.

## **Chapter VII Members Council**

### **Article 17. Members Council**

#### **Role**

- 17.1 The role of the Members Council is to provide a formal body for representing the Members within the Association; and to stimulate and engage its Members.

#### **Responsibilities**

- 17.2 The Members Council is responsible for:
  - a. influencing how Europeana promotes and supports digital cultural heritage and contributing to shaping its long-term strategy and its yearly business plan;
  - b. facilitating regular lines of communication and liaising between the Members and the Governing Board of Europeana;
  - c. electing the Management Board, and stimulating and endorsing its work;
  - d. reviewing, deciding on and being involved in the work of the Task Forces and Working Groups, and setting their terms of reference;
  - e. nominating/convening an annual Voting Committee and an AGM Working Group.



### **Composition of the Members Council**

- 17.3 The number of Councillors may gradually increase, starting with a number of 25 in 2015.
- 17.4 Annual elections for the Members Council will be held to fill vacant seats.
- 17.5 The seats in the Members Council elections are filled by those candidates receiving the relative majority of the votes.
- 17.6 In case there is an ex aequo between two or more candidates and it is impossible to accept all of them into the Members Council, an additional round of elections will be run to decide which of these ex aequo candidates will be elected as Councillor.
- 17.7 The terms of service for Councillors starts on the 1st of January following the elections in which they were elected, and ends on the 31st of December of the second year of their term.
- 17.8 If a Councillor leaves the Members Council before the end of his/her mandate, the vacated seat will be filled at the next regular elections.

### **Requirements**

- 17.9 Each Councillor is required to actively contribute to the tasks and responsibilities of the Council:
  - a. participating in MC meetings, keeping abreast of the Network Association activities, and share individual skills and expertise with the Task Forces and Working Group;
  - b. representing interests of Europeana and the Network Association as a general ambassador towards his/her community, as well as representing the interests of his/her community, and bringing their input back into the MC forum;
  - c. communicating towards:
    - i. Network Association Members: by keeping them regularly informed about activities of the Council, Management Board and Europeana Foundation;
    - ii. his/her community: by keeping them informed about Europeana and the Network Association activities;
    - iii. general public: by promoting and disseminating information about Europeana and the Network Association.
- 17.10 To ensure representation of the General Assembly, the Board will stimulate a fair representation of the diversity and breadth of the Members of the Europeana Network Association in the elections of the Members Council.
- 17.11 A Councillor may be dismissed for inadequate performance such as frequent absence from meetings, demonstrable lack of activity or a conflict of interests. Before a Councillor can be dismissed for inadequate performance, they will be given the opportunity to share their view on the possible dismissal with the Members Council.

### **Activities**

- 17.12 The Members Council will coordinate a number of Working Groups that reflect the areas of strategic interest to the Association and its Members, as well as a number of Task Forces to address issues or areas of work which contribute to the Europeana Foundation Annual Business Plan. Each Working Group and Task Force should abide to their respective Terms of Reference.

### **Article 18. Decision-making of the Members Council**

- 18.1 The agenda of the Members Council meeting shall be shared with the Members at least 8 days in advance of each meeting.
- 18.2 The Members Council is responsible for initiating a Voting Committee:
  - a. the Voting Committee shall be established at the first Members Council meeting of every year;
  - b. the Voting Committee shall consist of Councillors and be supported by the Europeana Office;
  - c. the Voting Committee shall have at least 3 members;



- d. a Councillor cannot be part the Voting Committee if he/she is a candidate in the elections of the Members Council. Hence, he/she will need to resign from the Committee before he/she submits their candidacy for the elections, and be replaced;
  - e. the Voting Committee shall appoint a Chair;
  - f. the Voting Committee shall report to the Chair of the Association;
  - g. the Voting Committee shall follow procedures developed, approved and published by the Members Council;
  - h. the Voting Committee shall finish its work by providing the Members Council with a formal report on the voting and elections process (including an evaluation).
- 18.3 The proceedings and decisions of the Members Council meetings shall be minuted and published.

## Chapter VIII Management Board

### **Article 19. The Management Board**

- 19.1 The role of the Management Board is:
- a. to oversee the activity of the Association;
  - b. to act as a legally responsible decision making executive;
  - c. to represent the Association on the Governing Board of Europeana.
- 19.2 The Management Board is responsible for:
- a. overseeing preparations for the meetings of the General Assembly;
  - b. accepting new Members of the Association in accordance with the criteria for Membership;
  - c. making recommendations for the composition of the Working Groups to the Members Council;
  - d. ensuring that each Working Group makes progress against its agreed scope, actively contributes towards the strategic objectives of the Foundation and Association and operates in accordance with budgetary requirements;
  - e. making recommendations for the composition of Task Forces to the Members Council;
  - f. ensuring that each Task Force makes progress against its agreed scope, actively contributes towards the annual goals of Europeana and operates in accordance with budgetary requirements;
  - g. delivering the annual report and financial report of the Association;
  - h. writing the annual policy for coming year;
  - i. setting the annual budget for the coming year;
  - j. setting and modifying the Association procedures.
- 19.3 Elections for the Management Board will take place within the first two weeks of the new calendar year.
- a. A period of seven consecutive days will be allowed to conclude the voting on the candidates for the Management Board.
  - b. The results of the elections of the Management Board should first be presented to the Members Council, and then to the Members.
  - c. When a Board Member resigns from his/her position before the end of their term, an election will be organised to fill the vacated seat. This mid-term election follows the procedures for the regular Management Board elections.
- 19.4 The Management Board shall be managed by The Chair, Vice-Chair and Treasurer.
- 19.5 In addition to the requirements laid out in the Statutes, the meetings of the Management Board shall:
- a. be held at least six times as required throughout the year;
  - b. be arranged with the support of the Europeana Office.
- 19.6 The Agenda for the Management Board meeting shall:
- a. be prepared by the Chair;



- b. be shared with the Members Council and Management Board at least one week in advance of the Management Board meeting;
  - c. be updated according to any feedback received.
- 19.7 The proceedings and decisions of the Management Board shall be minuted and published.

#### **Article 20. End of Management Board Membership**

No corresponding Bylaw.

#### **Article 21. Management Task**

No corresponding Bylaw.

#### **Article 22. Decision-making Process**

No corresponding Bylaw.

#### **Article 23. Representation**

No corresponding Bylaw.

#### **Article 24. Annual Accounts**

No corresponding Bylaw.

#### **Article 25. Adoption of the Annual Accounts and Release from Liability**

No corresponding Bylaw.

#### **Article 26. Rendering of accounts**

No corresponding Bylaw.

#### **Article 27. Amendments to the Statutes**

No corresponding Bylaw.

#### **Article 28. Dissolution**

No corresponding Bylaw.

#### **Article 29. Bylaws**

No corresponding Bylaw.