

## **Europeana Network Association Procedures**

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### **1. Decision-making procedures**

In the Network Association, decisions are made by referencing one of the three types of rules: Statutes, Bylaws and Procedures.

- The Statutes set down the mandatory rules that the Network Association and each Member must abide by. They describe the legal requirements.
- The Bylaws build upon the rules of the Statutes and describe supplementary rules for the Network Association and its Members. They are used to provide more detail to the Statutes about how a rule should be followed.



- The Procedures describe the detail of how the rules of the Statutes and Bylaws are put into operation. They are the day-to-day guide for Members and Management of the Association.

In the Network Association, decisions are made by one of the three main decision-making bodies. Each body has its own set of decisions it is responsible for, which are described in the Statutes and the Bylaws. Below is an overview of each decision-making body.<sup>1</sup>

### **1.1. The General Assembly**

- The General Assembly is made up of all of the Members of the European Network Association.
- The General Assembly is responsible for:
  - approving the Association's annual policy setting forth the objectives of the Association for the year;
  - approving the financial report of the previous year;
  - approving the annual report of the previous year;
  - approving the annual budget for the coming year;
  - electing representatives to the Members Council;
  - approving the minutes of the previous meeting of the General Assembly
  - approving modifications of the Statutes
  - voting on any other procedure or document requiring a decision or endorsement
- In any decision, each Member has the right to cast one vote (in favour / against / abstain). For the Members Council elections, each Member may vote for up to three candidates.
- Members cannot vote by proxy.
- Voting is done electronically, in which each Member can cast his vote anonymously using a unique ID
- Blank and invalid votes are not counted as votes.
- A decision is approved if all of the following conditions are met;
  - The decision is put on the agenda of the meeting of the General Assembly,
  - 10% of Members participate in the meeting, and
  - A majority of the Members participating vote in favour of the decision.
  - It is announced at the General Assembly 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.
- When less than 10% of Members participate, two-thirds of Members participating must vote in favour of the decision for it to be agreed.
- In case of a tied vote, unless otherwise communicated beforehand, the proposal is rejected.
- In case of a tied vote for the Members Council elections and an impossibility for the acceptance of all ex aequo candidates, a second round of elections will be run to determine which of the ex aequo candidates is elected into the Members Council.

### **1.2. The Members Council**

- The Members Council is made up of a maximum of 50 Councillors elected to represent the Members of the Network Association.
- The Members Council is responsible for:
  - electing the Management Board;

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<sup>1</sup> All of these bodies, as well as the various Working Groups, Task Forces and Committees that function within the Association, are supported by the Network Team at the European Office, in particular the European Network Coordinator.



- nominating/convening a Governance Working Group;
- nominating/convening a Europeana conference/AGM Committee;
- making recommendations for the composition of Communities, Working Groups, and Task Forces;
- approving new Communities and their Task Forces and Working Groups;
- setting the terms of references for Communities, Task Forces and Working Groups.
- In any decision, each Councillor has the right to cast one vote (in favour / against / abstain).
- Councillors can vote by proxy, by granting another Councillor power of attorney to vote on their behalf. Each Councillor may only represent one other Councillor in a decision. To vote by proxy, a Councillor shall send an email to the Chair of the Association and the Network Coordinator, indicating who will represent him/her at the meeting.
- Voting can take place in person, at a physical meeting of the Members Council, or electronically (using voting software).
- Blank and invalid votes are not counted as votes.
- A decision is approved if all of the following conditions are met;
  - 50% of Councillors participate or are represented in the meeting, and
  - a majority of the total number of Councillors present or represented vote in favour of the decision.
- In case of a tied vote, unless otherwise communicated beforehand, the proposal is rejected.

### **1.3. The Management Board**

- The Management Board is made up of 6 Councillors, elected by the Members Council to manage the Network Association, and represent it in the Europeana Foundation Governing Board.
- The Management Board is responsible for:
  - writing the Association's annual policy for the coming year
  - setting the Association's budget for the coming year
  - delivering the annual report and financial report of the previous year
  - accepting new Members of the Association in accordance with the criteria for Membership;
  - deciding on what proposals are to be submitted to the General Assembly (in consultation with the Members Council)
  - making recommendations for the composition of the Communities, Task Forces and Working Groups
  - providing overall guidance and oversight of the work of Communities, Task Forces and Working Groups
  - any other decision needed for the management of the Association
- In any decision, each Board Member has the right to cast one vote (in favour / against / abstain).
- Board Members cannot vote by proxy
- Voting can take place in person, at a physical/electronic meeting of the Management Board, or in writing (provided that all Board Members are familiar with the resolution to be passed and none of them objects to this decision-making process).
- Blank and invalid votes are not counted as votes.
- A decision is approved if all of the following conditions are met;
  - The decision is put on the agenda of the meeting of the Management Board,
  - More than 50% of Board Members participate (= at least 4), and
  - A majority of the participating Board Members vote in favour of the decision.



- When less than 50% of Board Members participate, decision-making is not possible. This means that decision-making at an MB meeting with less than 4 Board Members is not possible.
- In case of a tied vote, the Chair of the Management Board will have a casting vote (or, in his/her absence, the Board Member chairing the meeting).

#### **1.4. Decision-making grid**

An overview of all possible decisions and requirements (body deciding, timing, quora, votes needed for decision to pass, other procedures, etc.) can be found in the decision-making grid.

## **2. Voting and Elections procedures**

These voting and elections procedures lay out the procedures to be followed by the Network Association in regard to an election for the Members Council or the Management Board, as well as other kinds of voting by the General Assembly. They apply, in conjunction with the rules established in the Statutes and Bylaws of the Network Association, to the election of;

- a Member to the role of Councillor serving on the Members Council,
- a Councillor to the Management Board of the Network Association.
- any kind of voting by the General Assembly (e.g. on the modification of the Association Statutes).

In any event, to ensure transparency and legitimacy, the voting and election procedures should not be altered after the number of vacant seats for the next elections has been determined and communicated, i.e. latest six weeks before the voting process is started. Any review of the procedures shall take into account feedback received and the experiences of previous elections.

### **2.1. Establishing an Elections and Voting Committee**

A Governance Working Group and its Elections and Voting Committee will be elected at the first physical Members Council meeting of the year. The composition of the Elections and Voting Committee within the Working Group follows article 18 of the Bylaws. The Committee will be in function until the election of a new Governance Working Group in the next year, so that they can oversee the elections for the new Management Board.

The Elections and Voting Committee oversees the voting and elections procedures throughout the upcoming year and concludes decisions that are made by the General Assembly. The Committee does this by following the procedures that are developed, approved and published by the Members Council. The Committee creates and publishes a timeline for the voting and elections as soon as the dates of the AGM are set. The tasks of the Elections and Voting Committee are as follows:

- Communicating towards the Association about the voting and elections, including encouraging Members to come forward as candidates and to vote
- Establishing the definitive body of Association Members eligible to vote
- Approving the candidates for the Members Council elections
- Ensuring that all legally required documents are available in time for voting
- Approving the voting and elections software to be used
- Approving the voting and elections form



- Ensuring all the conditions for voting by the General Assembly are met
- Presenting the voting and elections procedures to the General Assembly at the AGM
- Handling potential problems arising before, during and after the elections
- Establishing the results of the voting and elections and communicating these to the Management Board
- Writing a formal report on the procedures and the results of the voting and elections

## 2.2. Members Council elections

### *Electoral system*

The electoral system for the Members Council elections is by relative majority: i.e. those candidates with the most votes are elected into the Council. The same procedure applies to the Management Board elections. In case of an ex-aequo between two or more candidates and an impossibility 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.

### *Determining the number of seats to be filled*

For elections to the Members Council,

A seat will be deemed vacant and open for election where, at the time of the following MC election, a Councillor:

- has reached the end of their term,
- has resigned or otherwise left the role during their term.

### *Establishing the candidates*

- All Association members may submit their candidacy for the Members Council elections. A public call for this will be circulated **at least 8 weeks before the elections** via Europeana Pro and the Network Newsletter.
- Candidates will be asked to submit their name, organisation, social media accounts (Twitter and LinkedIn), relevant keywords, and a brief statement on their motivation for standing for election and what they would like to achieve as a Councillor. The deadline for submission of candidacies is **4 weeks before** the meeting of the General Assembly.
- Candidates need to be Members of the Association. If a candidate is a present Councillor standing for re-election, his/her candidature needs to adhere to the maximum allowed terms of service as specified in article 17 of the Statutes.
- After the submission of a candidacy, the Network Secretariat, in consultation with the Elections and Voting Committee, runs a brief check on formal irregularities. When the submission period has ended, the Committee evaluates all candidacies on validity.
- If a member of the Elections and Voting Committee is candidate for re-election, he/she will resign as member of the Voting Committee **before submitting their candidacy** and the Members Council must appoint a replacement if necessary.
- If there are fewer candidates than seats to fill, no elections will be run, and all candidates will immediately be accepted into the Members Council.
- **No later than 3 weeks** before the meeting of the General Assembly (Bylaws 15.3a), all candidates are publicly announced towards the Association, via Europeana Pro, a special edition of the Network Newsletter or any other channels deemed relevant.

## 2.3. Voting by the General Assembly

These items need to be voted upon by the General Assembly:



- Approval of the annual report of the previous year
- Approval of the financial report of the previous year
- Approval of the annual policy for the year
- Approval of the annual budget for the year
- Approval of the minutes of the previous meeting of the General Assembly
- Endorsement of Europeana Foundation Business Plan for the next year
- Election of representatives to the Members Council (see below, under 3)
- If applicable, approval of modifications to the Statutes or other decisions

For the General Assembly to vote, the following conditions must be met:

- The decisions need to be put on the agenda of the meeting (so there needs to be a separate General Assembly agenda, in addition to the AGM agenda);
- The convening notice (incl. the agenda and the decisions to be made) for the meeting needs to be published **at least 2 months before the meeting** (Statutes 16.1);
- All relevant documentation needs to be circulated **at least 2 weeks before the meeting** of the General Assembly; this means that the Management Board has to submit these documents to the Elections and Voting Committee in advance;
- Voting software needs to be in place, guaranteeing anonymous participation;
- All Members should have access to the voting software, and have a unique ID;
- It has to be announced at the General Assembly that all decisions taken there will be taken provisionally, under the condition that the required majority of the Association votes in favour of it during the following voting period ('onder de opschortende voorwaarde')
- Minutes of the proceedings during the meeting should be made available to all Members before the end of the voting period, 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 (Statutes 14.2).

## 2.4. Preparing the voting and elections form

The voting form used in the elections needs to be developed well in advance, to allow feedback from the Elections and Voting Committee, the Management Board and the Network Secretariat at the Europeana Office. The software used should meet the following criteria:

- It should be usable anywhere in the world;
- Voters need to use an individual ID to vote;
- A Member's vote shall remain confidential to the individual(s) managing the decision-making process;
- Voters should be able to select up to three candidates for the MC elections;
- For the other decisions to be taken by the GA, there should be the options 'approve' (or 'endorse'), 'don't approve' (or 'don't endorse') and 'abstain';
- If possible, a certification of the results (e.g. a pdf signed by the software company) would be advisable;
- It should be mandatory to fill out all fields.

## 2.5. Running the voting and elections

- At the AGM, a representative of the Elections and Voting Committee informs the General Assembly about the voting and elections procedures, as well as the documents to be voted upon and the candidates for the elections.



- The elections should start when the General Assembly convenes during the Annual General Meeting, and run for seven days. The voting closes at midnight at the end of the 7th day, CET.
- Each Member registered **at least four weeks prior** to the Annual General Meeting during which the General Assembly convenes will be entitled to one vote for up to three candidates in the Members Council elections, as the Management Board needs to approve all candidate Members before that. After the approval by the Management Board, the Elections and Voting Committee establishes the definitive body of Association Members eligible to vote.
- All voting for elections shall be run using an online voting mechanism.
- Votes shall be verified by the **Voting ID number**.
- 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 Elections and Voting Committee who will then decide if to accept this Member's vote via alternative methods.
- In case unforeseen circumstances disrupt the regular functioning of the voting process, the Committee can decide to suspend the voting process and to continue the count of seven days after a solution has been found, announcing a new closure date for the voting. If necessary, the Committee might even decide to restart the voting process completely. Such a situation might arise when the electronic voting system shuts down and is not accessible anymore. The Committee can decide to put the voting process on hold at that point. Once the issue is fixed and the electronic voting system is available again, there would then still be however many remaining amounts of days left to cast a vote.
- Complaints and requests during the elections procedure should be dealt with directly by the Network Secretariat at the Europeana office when it concerns a technical problem, and reported to the Elections and Voting Committee. Other complaints and requests regarding the content, candidates or other procedural matters should be handled by the Committee.

## 2.6. Determining the results

The eligible candidates are ranked in order of number of votes received, highest first and allocated a seat accordingly until all vacant seats have been filled. Following this process of allocation, if vacant seats remain, the number of vacant seats will be calculated anew for the next election based on the then current situation.

The Elections and Voting Committee should be informed first of the results; when they have checked the validity of the results, the Chair of the Committee informs the Management Board. The Chair of the Management Board publicly announces the results.

After the conclusion of the voting and elections period, the Elections and Voting Committee writes a formal report on the procedures and the results of the voting and both the Members Council and Management Board elections (including suggestions for improvement if necessary), and presents this to the Members Council for approval.

## 2.7. Announcing the results

- The results of a vote should be published by the Chair of the Management Board to the Network Association **no later than two weeks after the voting process has been closed** (Statutes 15.6), but preferably sooner.
- All the candidates need to be informed of the results at least one day before the Association is informed.
- The results will be communicated through Europeana Pro, a (Mailchimp) email to all Members, and any other channel deemed relevant.



## 2.8. Electing the Management Board

The term of service of a Management Board Member starts on the date of announcement of the results of their election and ends when their term of service as Council Member terminates. When a Board Member resigns as Councillor or as Board Member, an election will be organized to fill the vacated seat as soon as possible, **but at least within 2 weeks**, according to the regular Management Board elections procedure.

Within the first two weeks of the calendar year following the Members Council elections, the elections for the Management Board should be completed. These elections are run by the resigned Management Board in cooperation with the resigned Elections and Voting Committee.

A seat will be deemed vacant and open for election where, at the time of the following election a member of the Management Board

- has reached the end of their term,
- has resigned or otherwise left the role during their term.

When the results of the Members Council elections are announced to the Council, the number of vacancies in the Management Board is determined and elected Councillors can propose their candidature to the Network Secretariat **by 15 December**. The Network Secretariat will keep a list of candidates, and give access to this list to the Members Council. If the number of candidates is not sufficient to cover all vacancies, the newly elected Members Council will be responsible for finding additional candidates, for instance through nomination.

The Management Board will compile a definitive list of candidates after the announcement of the results of the Members Council elections. The Elections and Voting Committee organizes the election of the Management Board electronically (no proxies), with the assistance of the Network Secretariat at the Europeana Office. The election **opens on 7 January and closes 14 January 23:59**. Every Councillor has as many votes as there are open seats.

The Elections and Voting Committee validates the results and informs the Chair of the Management Board, who then announces the results to the Council. In case an ex aequo causes the result to be undetermined, the new Management Board can provisionally be composed of more than 6 Members, and will decide its regular composition of 6 Members at its first meeting. The first meeting of the MB will also nominate the Chair, Vice-Chair and Treasurer of the Association. The Committee will also formally report back to the Members Council on the procedures and results of the Management Board elections.

## 3. Other operational procedures

### 3.1. Approving new candidate Members to the Association

- When a person signs up for Association Membership on [Europeana Pro](#), they are sent to the Europeana Office Network Secretariat's CRM (Zoho).
- Before the end of each month, the Network Secretariat reviews all new applications on completeness and harmonises the entry.
- A list of candidate Members is posted on the Management Board Basecamp and Board Members are given the chance to review and approve/reject candidates. If





no objections have been raised within two days, all candidates are approved and turned into Contacts in Zoho. This process needs to be completed before the monthly Network Newsletter is sent out.

- When a Member has been approved, they receive a welcome message sent automatically from Zoho.
- Regular Membership campaigns can be run to update information for current Members, and to push for the registration of new Members.

### **3.2. Honorary Membership**

As stated in Bylaws 8.1, the Members Council may invite individuals to become honorary members of the Association in recognition of their exceptional services to Europeana. To propose a new honorary member, a Councillor submits a request to the Management Board, stating why this person should be granted honorary membership. If the Management Board deems the request valid, the Members Council will vote on the proposal.

### **3.3. Association documentation on Europeana Pro**

For the sake of transparency, we aim to share as many Association-related documents as possible on Europeana Pro, in the [Association Updates section](#). These should be:

- The Statutes and Bylaws of the Association
- Minutes of the Members Council and Management Board meetings, with sensitive information taken out (to be decided by the Management Board)
- Minutes of meetings of the General Assembly
- The Association activity plan and budget for the next year
- The Association annual and financial report of previous years
- A list of the dates of meetings

The Network Secretariat is responsible for keeping this section up to date.