

## Europeana Network Association Statutes

Last updated 8 February 2018 (approved by the General Assembly on 6 December 2017)

### Chapter I: Definitions

#### Article 1.

1.1 In these Statutes the following words shall have the following meanings:

Association	the association ( <i>vereniging</i> ), the internal organisation of which is governed by these Statutes.
Board member	a member of the Management Board.
Councillor	a member of the Members Council.
Europeana Network	a community of experts working in the field of digital heritage and united by a common mission to expand digitization of Europe's cultural heritage and improve its access to
General Assembly	the body of the Association consisting of Members entitled to vote, and, for the avoidance of doubt, in principle consisting of the members of the Europeana Network.
Management Board	the body of the Association charged with the management of the Association as referred to in Article 19.
in writing	by letter, by telecopier, by e-mail, or by a legible and reproducible message otherwise electronically sent, provided that the identity of the sender can be sufficiently established.
Member	a member ( <i>lid</i> ) of the Association as referred to in Article 8, unless indicated otherwise.
Members Council	the body of the Association consisting of delegates of the Members as referred to in Article 17.
Membership	the membership ( <i>lidmaatschap</i> ) of the Association.
Europeana Service Provider	Stichting Europeana, a foundation ( <i>stichting</i> ), having its corporate seat in The Hague, the Netherlands.
To elect	to appoint

1.2 References to Articles shall be deemed to refer to articles of these Statutes, unless the contrary is apparent.



## Chapter II: Name, official seat and objects

### Article 2. Name

The name of the Association, being an association under Dutch law (*vereniging*), is: **Vereniging Europeana Network** (in English: "Europeana Network Association"). The official working language of the Europeana Network Association is English.

### Article 3. Official seat

The Association has its official seat in the municipality of The Hague, the Netherlands.

### Article 4. Objects

4.1 The object of the Association is to support accomplishing of the joint Aspiration of Europeana:

*We transform the world with culture. We build on Europe's rich cultural heritage and make it easier for people to use for work, for learning or for fun. Our work contributes to an open, knowledgeable and creative society.*

4.2 The Association is the community that shapes Europeana. We believe in creative collaboration and teamwork. We are committed to making, sharing, promoting and repurposing Europe's digital cultural heritage.

We endeavour to achieve this objective by:

- using our individual expertise to encourage innovation and foster cross-border and cross-domain collaboration between people from cultural heritage, creative, technology, education and research areas;
- developing, validating and implementing the standards and frameworks that improve access and discovery;
- promoting Europeana's activities within professional networks;
- participating in Europeana governance and strategy by electing 6 members for the Governing Board of Europeana; and supporting and advising the Board regarding its policy and business.

## Chapter III: Financial year and financial resources

### Article 5. Financial Year

The financial year of the Association will be concurrent with the calendar year.

### Article 6. Financial Resources

- 6.1 The financial resources of the Association shall be brought together by and fall under the care of the Management Board and include one-off or periodical contributions, subsidies, donations, inheritance, legacies and all further revenues.
- 6.2 The financial resources shall be managed by the treasurer.

## Chapter IV: Bodies

### Article 7. Bodies



The Association has the following bodies:

- a. the General Assembly;
- b. the Members Council; and
- c. the Management Board.

## Chapter V: Members

### **Article 8. Members**

- 8.1 The Association consists of Members.
- 8.2 Membership is personal and cannot be transferred.
- 8.3 The Management Board will keep a register in which the names and addresses of all the Members will be recorded.

### **Article 9. Admission**

- 9.1 The Members Council will determine the admission criteria of Members, and will decide on the admission of Members.
- 9.2 The Members Council may decide to refuse admission if an applicant for Membership does not fall within the admission criteria determined by the Members Council.

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

- 10.1 The Membership will end:
  - a. upon notice of termination being given by the Member;
  - b. upon notice of termination being given by the Members Council. Such notice of termination may be given if a Member no longer meets the requirements stipulated for the Membership by the Statutes or the admission criteria determined by the Members Council, or if a Member no longer fulfils its obligations towards the Association, or if the Association cannot reasonably be required to continue the Membership;
  - c. upon being removed by the Members Council. A Member may be removed only if it acts contrary to the Statutes, regulations or resolutions of the Association, or unreasonably disadvantages the Association;
  - d. upon the Member's death.
- 10.2 Notice of termination of the Membership by the Member or the Association must be given in writing.
- 10.3 In the event of termination, a Member may file an appeal with the General Assembly.

### **Article 11. Annual contributions**

The Members Council may determine any one-off or periodical contributions from the Members.

## Chapter VI: General Assembly

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

- 12.1 All powers in the Association not assigned by law or by these Statutes to another body will be vested in the General Assembly.
- 12.2 The General Assembly will convene at least once per calendar year.



- 12.3 Other meetings of the General Assembly will be convened when the Management Board considers it desirable or it is required to do so by law or by these Statutes.
- 12.4 At the written request of at least such number of Members as are authorised to cast one-tenth of the votes at the General Assembly Meeting, the Management Board will be required to convene a General Assembly Meeting to be held within a period of not more than four weeks after the filing of the request. If the request is not complied with within fourteen days, the applicants may themselves convene a meeting, in accordance with these Statutes or by means of an advertisement in at least one popular nationally distributed (in the Netherlands) newspaper, with due observance of the notice period for convening a meeting as specified in these Statutes. The applicants may then assign the chairmanship of the meeting and the keeping of minutes to parties other than Board members.

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

- 13.1 All Members and Board members are allowed to join the meetings of the General Assembly.
- 13.2 The chair of the meeting will decide on the admission of parties other than those referred to in Article 13.1 hereof.
- 13.3 Each Member has one vote in the General Assembly, unless the Member has been suspended.
- 13.4 Members cannot exercise their voting rights by proxy.

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

- 14.1 The meetings of the General Assembly will be chaired by the Chair of the Management Board or, in his/her absence, the Vice-Chair or another Board member present at the meeting so appointed by the General Assembly. If no Board members are present at the General Assembly, the General Assembly shall appoint its own chair.
- 14.2 Minutes will be kept of the business transacted at each meeting by the Association's Secretary or by the person designated for that purpose by the chair of the meeting.

### **Article 15. Decision-making Process by the General Assembly**

- 15.1 The chair of the meeting of the General Assembly shall determine the outcome of the votes.
- 15.2 Except in so far as a greater majority is prescribed by law or by these Statutes, all resolutions of the General Assembly will be adopted by an absolute majority of the votes cast in a meeting where at least a one-tenth of the Members is present. When the said quorum is not present in such meeting, the resolutions will be adopted by a majority of two-thirds of the votes cast at the meeting. Decisions can also be made under a suspensive condition.
- 15.3 No legally valid resolutions may be passed on subjects not in the agenda in the notice convening the meeting or which have not been published in the same manner observing the period set for giving notice of the meeting.
- 15.4 Blank, invalid, and abstaining votes shall be counted as votes.
- 15.5 In case of a tied vote, unless otherwise communicated with respect to a proposal in the convening notice, the proposal will have been rejected.

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

- 16.1 The General Assembly will be convened by the Management Board in consultation with the Members Council, without prejudice to the provisions of Article 12.4 of



- these Statutes. The convening notices will be sent or published on the Association's website at least two months prior to the meeting.
- 16.2 With the convening notices a provisional agenda shall be sent, without prejudice to the provisions of Articles 27 and 28 of these Statutes.
  - 16.3 Without prejudice to the provisions aforementioned, the Management Board in consultation with the Members Council shall decide which proposals are to be submitted to the General Assembly.

## Chapter VII: Members Council

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

- 17.1 The Association has a Members Council, consisting of a maximum of fifty (50) Councillors which should represent the full breadth and expertise of the Europeana Network.
- 17.2 The Councillors shall be elected by the General Assembly from among its Members for a term of three years. A Councillor may serve a second term. Without prejudice to the previous sentence, if a Councillor is appointed as Chair, Vice-Chair or Treasurer of Europeana Governing Board during his second term, such Councillor may be elected for an additional term, to a maximum of three terms.
- 17.3
  - a. Councillors may at any time be suspended or dismissed by the Members Council. The reasons for the dismissal will have to be laid down in writing.
  - b. the members of staff of Europeana are not allowed to stand as candidates in Members Council elections. Vice versa, a Councillor that becomes part of the staff of Europeana, has to resign from the position of Councillor.

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

- 18.1 The Members Council will meet at least twice a financial year.
- 18.2 The Management Board convenes the Members Council and thereto draws up the agenda of the meeting of the Members Council at least eight (8) days prior to this meeting and sends it to the members.
- 18.3 The Management Board may invite others to attend the meetings of the Members Council, as appropriate.
- 18.4 Each Councillor may cause him/herself to be represented by another Councillor holding a written power of attorney. Each Councillor may only represent one other Councillor by proxy. Councillors cannot be represented by others than fellow Councillors.
- 18.5 Each Councillor has one vote in the Members Council, unless the Councillor has been suspended.
- 18.6 Except in so far as a greater majority is prescribed by these Statutes, all resolutions of the Members Council will be adopted by an absolute majority of the votes cast in a meeting where at least half of the Councillors is present or represented.
- 18.7 The meetings of the Members Council will be chaired by the Chair of the Management Board or, in his/her absence, the Vice-Chair or another Board member present at the meeting so appointed by the Members Council. If no Board members are present at the Members Council, the Members Council shall appoint its own chair.
- 18.8 Minutes will be kept of the business transacted at each meeting by the Association's Secretary or by the person designated for that purpose by the chair of the meeting.
- 18.9 The chair of the meeting of the Members Council shall determine the outcome of the votes.
- 18.10 Blank, invalid, and abstaining votes shall be counted as votes.



18.11 In case of a tied vote, unless otherwise communicated with respect to a proposal in the convening notice, the proposal will have been rejected.

## Chapter VIII: Management Board

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

- 19.1 The Management Board (bestuur) consists of six persons.
- 19.2 The Board members shall be elected by the Members Council for the duration of their term of service in the Members Council. Board members may serve a second term. Without prejudice to the previous sentence, if a Board member is appointed as Chair, Vice-Chair or Treasurer of Europeana Platform, Product and Services during his second term, such Board member may be elected for an additional term, to a maximum of three consecutive terms.
- 19.3 When accepting their membership of the Management Board, the Board members undertake to make available the time required for the effective fulfilment of their duties.
- 19.4 The Management Board shall appoint the Chair, the Vice-Chair and the Treasurer of the Association from amongst its midst. The Executive Director of Europeana Europeana Service Provider shall fulfil the role of secretary of the Management Board. Said Executive Director may designate his tasks to another person.
- 19.5 If the number of Board members in office is less than six, the remaining Board members or the only remaining Board member shall constitute a competent Management Board.

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

The membership of the Management Board will end by:

- a. death of the relevant Board member;
- b. the relevant Board member being declared bankrupt or being granted suspension of payments;
- c. the relevant Board member being placed under guardianship or losing the right to dispose of his capital in any other manner;
- d. resignation in writing of the relevant member of the Management Board;
- e. dismissal of the relevant member of the Management Board by the Members Council. The reasons for the dismissal will have to be laid down in writing.

### **Article 21. Management task**

- 21.1 Without prejudice to the limitations imposed by these Statutes, the Management Board will be entrusted with the management of the Association.
- 21.2 The Management Board may, with the prior approval of the Members Council, resolve to enter into agreements to purchase, dispose of or encumber registered property or to enter into agreements by which the Association commits itself as surety or joint and several obligor, warrants performance by a third party or undertakes to provide security for an obligation of a third party.

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

- 22.1 The Management Board shall meet at least twice per financial year.
- 22.2 Every member of the Management Board will have one vote.
- 22.3 Unless otherwise provided in these Statutes, all resolutions of the Management Board will be adopted by a simple majority of the votes cast in a meeting where more than half of the members of the Management Board are present.



- 22.4 Abstentions will be deemed not to have been cast.
- 22.5 In the event of a tied vote, the chairperson of the Management Board meeting will have a casting vote.
- 22.6 The contemporaneous linking together by audio communication facilities of Board members, wherever in the world they are, shall constitute a meeting of the Management Board for the duration of the connection, unless a Board member objects thereto.
- 22.7 Resolutions of the Management Board may, instead of at a meeting, be passed 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.
- 22.8 The Management Board requires the approval of the Members Council for such resolutions as the Members Council by its own explicitly defined resolution has adopted and made known to the Management Board. The absence of the approval required pursuant to the previous sentence does not affect the representative authority of the Management Board or a Board member.

## Chapter IX: Representation

### **Article 23. Representation**

- 23.1 The Association shall be represented by the Management Board. The Association is also represented by two Board members acting jointly.
- 23.2 In all matters in which the Association has a conflict of interest with one or more Board members, the Members Council may designate one or more persons in order to represent the Association.

## Chapter X: Annual accounts. Rendering of accounts

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

- 24.1 The Management Board is required to keep records of the financial condition of the Association and of all matters related to the activities of the Association, in accordance with the requirements arising from those activities, and to keep the related books, records and other data carriers in such a way, that the rights and obligations of the Association are all times apparent there from.
- 24.2 Annually, not later than six months after the end of the financial year, save where this period is extended by the General Assembly by not more than five months by reason of special circumstances, the Management Board shall prepare Annual Accounts and make them available at the Association's office for inspection by the Members.
- 24.3 Within the same period, the Management Board shall also deposit the Annual Report for inspection by the Members, unless Section 2:396, subsection 7, or Section 2:403 of the Dutch Civil Code applies to the Association.
- 24.4 The Annual Accounts shall be signed by the Board members. If the signature of one or more of them is missing, this shall be stated and reasons for this omission shall be given.
- 24.5 The Association may, and if the law so requires shall, appoint an accountant to audit the Annual Accounts. Such appointment shall be made by the Members Council. The Management Board shall be authorised to do so when the Members Council fails to appoint an accountant. The accountant shall report on his audit to the Management Board. The accountant shall set out the results of his audit in a certificate as to whether the Annual Accounts give a true and fair view. The accountant's certificate will be made available to the Members in accordance with



Article 24.7. The provisions of Section 2:393 of the Dutch Civil Code shall apply accordingly to the extent possible.

- 24.6 If no accountant's certificate as referred to in Article 24.5 is made available, then the General Assembly shall appoint annually from among the Members a finance committee of at least two persons who may not be Board members. The finance committee shall examine the annual accounts and report their findings to the Members Council. If the examination of the Annual Accounts requires special knowledge of accounts, the finance committee may request assistance from an expert. The Management Board shall be obliged to furnish the finance committee with all the information required, to show cash and assets, if so desired, and to allow inspection of the books and records of the Association.
- 24.7 The Association shall ensure that the Annual Accounts, the Annual Report and the information to be added by virtue of Section 2:392, subsection 1, of the Dutch Civil Code are kept at its office as from the day on which notice of the General Meeting in which the annual accounts shall be discussed is given. The Members may inspect the documents at that place and obtain a copy free of charge.

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

- 25.1 The Annual Accounts shall be adopted by the General Assembly.
- 25.2 After adoption of the Annual Accounts, the General Assembly shall pass a resolution concerning release of the Board members from liability for the exercise of their duties, insofar as the exercise of such duties is reflected in the Annual Accounts or otherwise disclosed to the General Assembly prior to the adoption of the Annual Accounts. The scope of a release from liability shall be subject to limitations by virtue of law.

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

The Management Board is required to keep the books, records and other data carriers referred to in Articles 24 and 25 for a period of seven years.

## Chapter XI: Amendments to the statutes and dissolution

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

- 27.1 The Statutes of the Association may not be amended otherwise than by resolution of a General Assembly, which has been convened while stating that an amendment to the Statutes will be proposed at that meeting. Each Member, the Members Council or the Management Board may propose to amend the Statutes to the General Assembly.
- 27.2 A resolution to amend these Statutes will require at least two-thirds of the votes cast and can only be passed after consultation with Europeana Service Provider. However, if the proposed amendment shall negatively affect the rights of Europeana Service Provider under these Statutes, the relevant resolution to amend these Statutes will require at least two-thirds of the votes cast and can only be passed with prior approval of Europeana Service Provider.
- 27.3 An amendment to the Statutes will not enter into force until a notarial deed has been drawn up. Each member of the Management Board is authorised to have that deed executed.





### **Article 28. Dissolution**

- 28.1 The Association may be dissolved by a resolution of the General Assembly, which has been convened while stating that the dissolution of the Association will be proposed at that meeting.
- 28.2 A resolution to dissolve the Association will require at least two-thirds of the votes cast and can only be passed after consultation with Europeana Service Provider.
- 28.3 After the dissolution, the Association will be liquidated by the members of the Management Board. The Management Board may decide to appoint other persons as liquidators.
- 28.4 Any surplus remaining after the liquidation shall be paid for the purpose of a public benefit organization with objects which correspond to the objects of the Association or a foreign institution with an exclusive or almost exclusive public benefit aim and with objects which correspond to the objects of the Association.
- 28.5 After completion of the liquidation, the books, records and other data carriers of the dissolved Association shall remain in the custody of the person designated for that purpose by the liquidators, for the period prescribed by law.
- 28.6 Otherwise the provisions of Book 2, Title 1, of the Dutch Civil Code will apply to the liquidation.

## Chapter XII: Bylaws

### **Article 29. Bylaws**

- 29.1 The Members Council may adopt and amend Bylaws to further elaborate the rules in these Statutes and to regulate other matters concerning the activities of the Association.
- 29.2 The Bylaws must not be in conflict with these Statutes.
- 29.3 The Bylaws will be drafted in English.