

The Articles of Association (statutes) of Europeana Foundation (2020)

Definitions

Article 1

The concepts used in these articles of association are defined below:

Advisory Board:

the advisory board of the Foundation, as appointed in accordance with article 7;

Board of Directors:

the management board of the Foundation; as appointed in accordance with article 5;

Bylaws:

Europeana Foundation Bylaws (internal rules and regulations);

Content:

a physical or digital object that is part of Europe's cultural and/or scientific heritage;

Content Holder:

a holder of content in Europeana;

European Association:

a European organisation whose members are institutions or professional individuals operating in or with an interest in digital cultural heritage;

Europeana Aggregators Forum (or EAF):

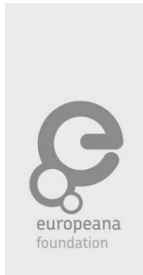
a network of national, domain and thematic aggregators who support cultural institutions providing data and content to Europeana;

Europeana Foundation Bylaws:

bylaws (*reglementen*) of the Foundation as adopted in accordance with Article 16 paragraph 1;

Europeana Network Association (or: ENA):

an association under the laws of the Netherlands (*vereniging*), having its corporate seat in The Hague, the Netherlands; a community of experts working in the field of digital cultural heritage united by a shared mission to expand and improve access to Europe's digital cultural



heritage;

Foundation:

the foundation (*stichting*), the internal organisation of which is governed by these Statutes (*statuten*);

Founders:

the European organisations who are acknowledged through legal process as founders of the Foundation, being: Biblioteca Nacional de España, Bibliothèque nationale de France, Institut National de l'Audiovisuel, France, National Library of the Netherlands and the Ministerio de Educacion, Cultura y Deporte Espana;

In writing:

by letter, by telecopier, by email, or by a legible and reproducible message otherwise electronically sent, provided that the identity of the sender can be sufficiently established;

Supervisory Board:

the supervisory board of the Foundation as appointed in accordance with article 6.

Name and registered seat

Article 2

The name of the Foundation is: **Stichting Europeana (Europeana Foundation)**.

The Foundation has its corporate seat in The Hague (the Netherlands).

The official working language of the Foundation is English.

Objects

Article 3

The Europeana Foundation is an independent non-profit organisation. Its work helps to develop an open, knowledgeable and creative society, based on the following mission principles:

The Foundation's purpose is to put cultural heritage to good use in the world. Its operations and activities are built on common values so that all the work we do is 'usable', 'mutual' and 'reliable', and is aligned with UNESCO's Sustainable Development Goals. The Foundation's objectives are to:

- Democratise access to Europe's cultural heritage – digitally;
- Support inclusivity, creativity and critical engagement in our shared cultural heritage;
- Promote collaborations that strengthen the sustainability, innovation capacity and

digital transformation of the cultural heritage sector;

- Promote the use of digital technology in the cultural heritage sector;
- Ensure our shared cultural heritage remains authentic, trustworthy and traceable.

Assets

Article 4

The financial resources of the Foundation shall be brought together by and fall under the care of the Board of Directors. These include one-off or periodical contributions, subsidies, donations, testamentary dispositions, legacies and all other revenues. The financial resources shall be managed by the Board of Directors, who shall be responsible for that management.

Board of Directors (Bestuur)

Article 5

Composition, responsibilities and powers

1. The Board of Directors is charged with the management of the Foundation and the financial and strategic directions of the Foundation in consultation with the Supervisory Board and the Advisory Board.
2. The Board of Directors will be appointed, suspended and dismissed by the Supervisory Board and may also be evaluated by the Supervisory Board.
3. The number of members of the Board of Directors is flexible and is determined by the Supervisory Board depending on the size of the staff and how the organisation is structured.
4. The Board of Directors is the first point of contact for the Supervisory Board and for the Advisory Board. In principle, the Board of Directors attends their meetings and provides reports to both Boards.

Approval of decisions of the Board of Directors by the Supervisory Board

5. The Board of Directors requires the internal approval of the Supervisory Board for taking decisions with respect to:
 - A. obtaining, disposing of, encumbering, renting, hiring and otherwise obtaining in use or enjoyment of real estate properties, outside the regulations determined by the Supervisory Board in consultation with the Board of Directors;
 - B. the annual business plan and the accompanying budget;
 - C. the annual report and annual accounts;
 - D. the strategy;
 - E. the determination and the significant alteration of the policy plans (as mentioned under points b and d) drawn up for any year or series of years;
 - F. a significant reorganisation in which the main structure of the organisation

- chart is changed and / or if a considerable amount of staff are dismissed;
- G. the termination of the employment of a considerable number of employees;
- H. any further decision has to be communicated in writing by the Supervisory Board to the Board of Directors.

Supervisory Board (Raad van Toezicht)

Article 6

Composition, responsibilities and powers

1. The Supervisory Board shall consist of seven (7) natural persons to be appointed and/or dismissed by the Supervisory Board, all based on specific required expertise and profiles (to be drawn up by the Supervisory Board) that define their roles which reflects the differing needs of the Europeana Foundation and of the field of digital cultural heritage in Europe. The members of the Supervisory Board include one (1) member of Europeana Network Association (ENA) and one (1) member of Europeana Aggregators Forum (EAF).
2. If the number of members of the Supervisory Board is less than seven (7) the Board remains authorised. The Supervisory Board, however, is required as soon as possible, subject to the provisions of these Statutes, to fill the vacant position(s).
3. The Supervisory Board meets at least five (5) times per year or as often as is desirable or necessary for the proper functioning of the Supervisory Board.

Term

4. Members of the Supervisory Board shall be appointed for the period of four (4) years and they shall be eligible for reappointment once for a second consecutive period of four (4) years.

Decision-making process

5. The Supervisory Board appoints a chairperson from among its members and may appoint a deputy chairperson.
6. The chairpersons of Europeana Network Association (ENA) and Europeana Aggregator Forum cannot be elected as chairperson of the Supervisory Board during their tenure on ENA and EAF.
7. Every member of the Supervisory Board will have one vote in the meeting of the Supervisory Board.
8. Unless otherwise provided in these Statutes, all resolutions of the Supervisory Board will be adopted by a simple majority of the votes cast. All voting will be conducted orally, in writing or by electronic means. The simultaneous linking together by means of telephone or video conferences or by any other means of communication of Supervisory Board members (provided that every participating member of the Supervisory Board can be heard by all the others simultaneously), wherever in the world they are, shall constitute a meeting of the Supervisory Board for the duration of the connection, unless

a majority of the Supervisory Board members objects thereto.

9. In the event of a tied vote, the chairperson of the Supervisory Board will have a casting vote. Abstentions will be deemed not to have been cast.
10. All voting can be conducted orally, in writing or by electronic means.
11. If, in a Supervisory Board meeting, all members of the Supervisory Board who are in office are present, valid resolutions may be adopted concerning any issues or subjects brought up for discussion, provided that those resolutions are adopted unanimously. This also applies if the requirements set by these Statutes or by the Europeana Foundation Bylaws for calling and holding meetings have not been met.

Tasks of the Supervisory Board

12. The Supervisory Board is charged with the supervision of the general course of affairs in the Foundation and may provide advice to the Board of Directors on strategy setting, business planning and decision making on matters of urgency or pressing issues.
13. The Supervisory Board oversees compliance with Dutch law and decision making in accordance with the statutes and regulations of the Foundation.
14. The Supervisory Board will have the power to amend the articles of association and/or to dissolve the Foundation.
15. The Supervisory Board is responsible for an annual evaluation of its own performance. The results of the evaluation and the resulting agreements are recorded internally for the Supervisory Board's record.

Advisory Board (Raad van Advies)

Article 7

Composition, responsibilities and powers

1. The Advisory Board shall consist of at least ten (10) natural persons, is flexible and reflects the differing needs of the Europeana Foundation and of the field of digital cultural heritage in Europe. The Europeana Foundation Advisory Board broadens diversity and representation from across the sector and fosters the connection and networking potential of Europeana Foundation.
2. The minimum representation in the Advisory Board consists of:
 - one (1) ENA member, elected by (the management board of) ENA;
 - one (1) EAF member, elected by EAF Steering Committee;
 - one (1) of the Founding members, elected by rotation or by direct nomination of the constituency;
 - two (2) Member States members following the European Union presidency rotation; - A representative of associations of Content Holders in Europe;
 - A representative of European cultural heritage institutions;
 - A representative of a European cultural heritage related organisation; - An internationally renowned expert;

- A representative of user experience/expectation.
3. The Advisory Board meets at least twice per year.
 4. The Supervisory Board appoints the Advisory Board, based on nominations of the Supervisory Board, the Board of Directors and the Advisory Board jointly. If such nomination will not be a joint decision, the Board of Directors should communicate this to the Supervisory Board in writing, after which the Supervisory Board can appoint a member of the Advisory Board upon its own discretion.

Term

5. The term for membership of the Advisory Board is four (4) years with a maximum extension with one (1) term of maximum four (4) years.

Decision-making process

6. The Advisory Board appoints a chairperson from among its members and may appoint a deputy chairperson.
7. Every member of the Advisory Board will have one vote.
8. Unless otherwise provided in these Statutes, all resolutions of the Advisory Board will be adopted by a simple majority of the votes cast. All voting will be conducted orally, in writing or by electronic means. The simultaneous linking together by means of telephone or video conferences or by any other means of communication of Advisory Board members (provided that every participating member of the Advisory Board can be heard by all the others simultaneously), wherever in the world they are, shall constitute a meeting of the Advisory Board for the duration of the connection, unless a majority of the Advisory Board members objects thereto.
9. In the event of a tied vote, the chairperson of the Advisory Board will have a casting vote. Abstentions will be deemed not to have been cast.

Tasks of the Advisory Board

10. The Advisory Board informs and advises the Supervisory Board and the Board of Directors with knowledge and advice on strategic and pertinent matters. The advice can be solicited and unsolicited. The advice from the Advisory Board should be taken into strict consideration by the Supervisory Board and the Board of Directors, unless it is deemed non-beneficial or harmful to the Foundation.
11. The Advisory Board promotes and advocates for the Europeana Foundation to its network and contacts.
12. The Supervisory Board members may attend the Advisory Board meetings.

General provisions

Confidentiality and disclosure

Article 8

The members of the Supervisory Board, the Board of Directors and the Advisory Board will treat

all information and documentation obtained in the context of their position with confidentiality.

Termination of Membership

Article 9

The membership of the members of the Board of Directors, Supervisory Board and Advisory Board (either exclusively one or more of these governing bodies if mentioned below) shall terminate by:

- A. death of the relevant member;
- B. the relevant member being declared bankrupt or being granted suspension of payments;
- C. the relevant member being placed under guardianship or losing the right to dispose of their capital in any other manner;
- D. resignation in writing of the relevant member;
- E. (regarding the Supervisory Board and the Advisory Board) a person no longer officially representing their organisation;
- F. (regarding the Supervisory Board and the Advisory Board) the expiry of the period for which the relevant member has been appointed, or by his earlier resignation in accordance with a resignation roster.

The membership of the members of the Supervisory Board and/or the Advisory Board may be terminated by:

- G. slander about Europeana Foundation;
- H. absence of three consecutive meetings of the Boards without pertinent reasons;
- I. if a member of the Supervisory Board or of the Advisory Board changes their professional area.

Conflict of Interests

Article 10

A member of the Supervisory Board, the Board of Directors and/or the Advisory Board does not participate in the discussions and the decision-making if he has a direct or indirect personal and/or professional interest which conflicts with that of the Foundation and the business enterprise or the organisation with it.

Remuneration

Article 11

The remuneration of the members of the Supervisory and Advisory Boards is restricted to an expense allowance or a minimum attendance fee.

Representation

Article 12

1. The Foundation will be represented by: one (1) member of the Board of Directors.
2. The Board of Directors may also grant in writing one or more of its members or one or more third parties, either jointly or individually, a power of attorney, permanent or otherwise, to represent the Foundation within the restrictions laid down in that power of attorney.

Financial year and annual accounts

Article 13

1. The Board of Directors is required to keep records of the financial condition of the Foundation and of all matters related to the activities of the Foundation, 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 Foundation are all times apparent.
2. The Foundation's financial year shall coincide with the calendar year.
3. Within six (6) months after the end of each financial year, the Board of Directors shall draw up a full set of accounts concerning that financial year, to be submitted to the Supervisory Board for adoption.
4. The documents referred to in paragraph 3 will be audited by an accountant, as described in section 393 of Book 2 of the Netherlands Civil Code, who will report to the Board of Directors on his findings and record the outcome of his audit in a statement.
5. The adoption of the annual accounts by the Supervisory Board shall discharge the Board of Directors in respect of all actions mentioned in the annual accounts.
6. The Board of Directors is required to keep all the documents referred to in the preceding paragraphs for a period of seven (7) years.
7. In the last three months before the start of the next financial year, the Board of Directors shall draw up a budget for that financial year.

Amendments to the Statutes

Article 14

1. The Supervisory Board, in consultation with the Board of Directors, is authorised to amend these Statutes.
2. A resolution by the Supervisory Board to amend the Statutes will require a majority of five sevenths of the votes cast at a meeting in which all seven (7) members of the Supervisory Board are present.
3. The notice convening a meeting at which an amendment to the Statutes is to be considered, must enclose a copy of the proposal quoting the verbatim text of the proposed amendment.
4. Amendments to the Statutes shall be laid down in a notarial deed. Every member of the Supervisory Board is authorised to have such a deed executed.

Dissolution

Article 15

1. The Supervisory Board, in consultation with the Board of Directors, is authorised to dissolve the Foundation.
2. The provisions of paragraph 2 of the preceding article are applicable *mutatis mutandis* to the Supervisory Board's resolution to dissolve the Foundation.
3. The Supervisory Board determines the allocation of the balance of the liquidation; the liquidation proceeds shall be paid for the purpose of a public benefit organisation (*algemeen nut beogende instelling*) with objects which correspond to the objects of the Foundation or a foreign institution with an exclusive or almost exclusive public benefit aim (*een buitenlandse instelling die uitsluitend of nagenoeg uitsluitend het algemeen nut beoogt*) and with objects which correspond to the objects of the Foundation.
4. After the dissolution, the Foundation will be liquidated by the members of the Supervisory Board.
5. After the liquidation, the Foundation's books and records will remain in the keeping of the person to be designated by the liquidators for the period prescribed in law.
6. The provisions of chapter 1, Book 2 of the Netherlands Civil Code are otherwise applicable to the liquidation.

Bylaws of Europeana Foundation: internal rules and regulations

Article 16

1. The Supervisory Board may adopt and amend Bylaws to further elaborate the rules in these Statutes and to regulate other matters concerning the activities of the Foundation. The Supervisory Board shall be empowered to adopt one or more codes

of rules or regulations with regard to subjects that are not contained in these articles.

2. The Bylaws, codes of rules and regulations must not be in conflict with these Statutes.
3. The Bylaws, codes of rules and regulations will be drafted in English.

Final provisions

Article 17

1. The Supervisory Board in consultation with the Board of Directors will decide in any cases not provided for in law or in the Statutes.

CLOSING STATEMENT

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so the Dutch text will by law govern.

KEY REFERENCES

[Statutes in Dutch](#)