

## Paper 2: Amended Association statutes

### Europeana Network Association General Assembly meeting 2016

#### Action proposed

The General Assembly of the Europeana Network Association approves the amended statutes of the Europeana Network Association.

All changes to the current version are highlighted in blue text.

## 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 and improve access to Europe's cultural digital heritage.
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.
Stichting Europeana	Stichting Europeana, a foundation ( <i>stichting</i> ), having its corporate seat at The Hague.
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

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

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

### **Official seat. Article 3.**

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

### **Objects. Article 4.**

- 4.1 The objects of the Association are to directly or indirectly participate in the decision-making of Stichting Europeana and as such to serve as the formal representation of the Members and the Europeana Network.
- 4.2 The Association endeavours to achieve these objects by, among others:
- a. appointing members of the management board of Stichting Europeana and, with respect to certain matters as specified *inter alia* in the Statutes and ByLaws, control how the management board of Stichting Europeana shall manage Stichting Europeana;
  - b. supporting and advising any body of Stichting Europeana regarding its business;
  - c. initiating, participating and contributing to Stichting Europeana task forces;
  - d. all other means conducive to such purpose.

## Chapter III: Financial year and financial resources

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

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

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

- 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

### **Bodies. Article 7.**

The Association has the following bodies:

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

## Chapter V: Members

### **Members. Article 8.**

- 8.1 The Association consists of Members.
- 8.2 If an entity, either with or without legal personality, is a Member, such entity is obliged to appoint a natural person to represent such entity in all respects against the Association.
- 8.3 The Management Board will keep a register in which the names and addresses of all of the Members will be recorded.
- 8.4 A Membership is personal and cannot be transferred.

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

- 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.

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

- 10.1 The Membership will end:
  - a. if the Member is:
    - i. a natural person: upon the Member's death; and
    - ii. an entity: because it has ceased to exist;
  - b. upon notice of termination being given by the Member;
  - c. 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;
  - d. 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.
- 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.

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

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



## Chapter VI: General Assembly.

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

- 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 [Management](#) Board members.

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

- 13.1 All Members and [Management](#) Board members ~~can have access to~~ are allowed to join the meetings of the General Assembly ~~in person or through electronic means.~~
- 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.~~
- ~~13.4 Each Member may attend, in person or by written proxy (including a proxy granted electronically), a General Assembly by electronic means of communication, to speak and to exercise his voting rights at such meeting, under the conditions to be established by the Management Board. The convocation for the meeting shall set out the conditions.~~
- ~~13.5 For the purpose of paragraph 13.4, it shall be a requirement that the Member can be identified, can take note of the occurrences at the meeting and can exercise his voting rights. Furthermore, the Member must be able to participate in the discussions by electronic means of communication.~~
- ~~13.6 Paragraphs 4 and 5 shall also be applicable to the rights of other persons who are invited to attend the meeting, with the understanding that persons who are not a Member do not have voting rights.~~
- ~~13.7 Votes cast for a General Assembly prior to the meeting by electronic means of communication are considered to be equivalent to votes cast at the meeting. The votes cannot be cast more than thirty days prior to the meeting. The votes cast will remain valid in case of a subsequent cancellation of the relevant membership. The Management Board shall establish the conditions applicable to votes cast prior to a General Assembly. The convocation for the meeting shall set out the conditions.~~

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

- 14.1 The meetings of the General Assembly will be chaired by the Chair of the Management Board or, in his absence, the Vice-Chair or another [Management](#) Board member present at



the meeting so appointed by the General Assembly. If no ~~Management~~ 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.

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

- 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 represented. When the said quorum is not represented in such meeting, the resolutions will be adopted by a majority of two thirds of the votes cast at the meeting.
- 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 and invalid votes shall not 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.

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

- 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

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

- 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 for a period of ~~three two~~ years. A Councillor may serve a second term, to a maximum of ~~two consecutive terms four consecutive years~~. Without prejudice to the previous sentence, if a Councillor or an affiliate of a Councillor is ~~elected~~ ~~appointed~~ as Chair, Vice-Chair or Treasurer of Stichting Europeana during his second term, such ~~Councillor Management Board member~~ may be elected for an additional ~~two year~~ term, to a maximum of ~~three consecutive terms six consecutive years~~.
- 17.3 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.



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

- 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 himself to be represented by ~~another Councillor holding holder of~~ 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 Unless otherwise provided in this Article 18, the provisions of Articles 13 up to and including 15 shall apply mutatis mutandis to meetings of the Members Council.~~
- 18.7 The meetings of the Members Council will be chaired by the Chair of the Management Board or, in his 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 and invalid votes shall not 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.

### Management Board. Article 19.

- 19.1 The Management Board (bestuur) consists of six persons. ~~Both natural persons and legal entities as well as Members and non-Members may be appointed Management Board member.~~
- 19.2 The ~~Management~~ Board members shall be ~~appointed~~ elected by the Members Council for the duration of their term of service in the Members Council ~~a period of two (2) years.~~ ~~Management~~ Board members may serve a second term, ~~to a maximum of four consecutive years.~~ Without prejudice to the previous sentence, if a ~~Management~~ Board member is appointed as Chair, ~~or Vice-Chair or Treasurer~~ of Stichting Europeana during his second term, such ~~Management~~ Board member may be ~~appointed~~ elected for an additional ~~two year~~ term, to a maximum of ~~three consecutive terms~~ ~~six consecutive years.~~
- 19.3 When accepting their membership of the Management Board, the ~~Management~~ 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 Stichting Europeana shall fulfill the role of secretary of the Management Board. Said Executive Director may designate his tasks to another person.



- 19.5 If the number of ~~Managing Directors Board members~~ in office is less than six, the remaining ~~Managing Directors Board members~~ or the only remaining ~~Managing Directors Board member~~ shall ~~form~~ constitute a competent Management Board.

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

The membership of the Management Board will end by:

- a. death of the relevant ~~Management~~ Board member;
- b. the relevant ~~Management~~ Board member being declared bankrupt or being granted suspension of payments;
- c. the relevant ~~Management~~ 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.

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

- 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.

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

- 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 ~~or represented~~.
- 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 ~~Management~~ Board members, wherever in the world they are, shall constitute a meeting of the Management Board for the duration of the connection, unless a ~~Management~~ Board member objects thereto.
- 22.7 Resolutions of the Management Board may, instead of at a meeting, be passed in writing, provided that all ~~Management~~ 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 ~~Management~~ Board member.





## Chapter IX: Representation.

### Representation. Article 23.

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

## Chapter X: Annual accounts. Rendering of accounts.

### Annual Accounts. Article 24.

- 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 ~~Management~~ 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 ~~Management~~ 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.

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

- 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 [Management 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.

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

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.

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

- 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 Stichting Europeana. However, if the proposed amendment shall negatively affect the rights of Stichting Europeana 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 Stichting Europeana.
- 27.3 An amendment to the Statutes will not enter into force until a notarial deed has been drawn up. Two members of the Management Board acting jointly are authorised to have that deed executed.

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

- 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 Stichting Europeana.
- 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 ~~will be paid to the parties who were Members at the date of the resolution to dissolve the Association. Each of them will receive an equal share. The surplus may, however, also be put to a different use in the resolution to wind up the Association.~~ 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.

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

- 29.1 The ~~Management Board~~ **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.