



## Europeana Foundation Governing Board Meeting

27 September 2016  
10h00 – 17h00 CEST  
The Netherlands  
Institute for Sound &  
Vision, Theatre Two

### Proposed Amendment to the Statutes of Europeana Network Association

*Action proposed: For approval*

In 2015 the Europeana Network Association started to operate with Statutes, which were written without experience how to apply Dutch Statutes on an international environment. During the first two year of operation we discovered some issues which demanded reconsideration.

If the Foundation Board agrees , the following proposals will be submitted during the coming Association General Assembly in Riga in November. The question of the wording of the Mission of the Association is still under discussion

The Members Council therefore established a Voting/Election Working Group with MC Members Emmanuelle Bermès, Laura Carletti, Rolf Källman, Joke van der Leeuw-Roord, Jef Malliet and Ylva Klaassen on behalf of the Europeana office, with the task to address how to advance the governance of the Europeana Network Association, and would like to propose the following [Proposed amended Association Statutes](#).

We discovered that there were some issues in the Statutes, which needed reformulation. Some are minor but important issues such as to change *appointed* into *elected*, but 2 major issues are essential for a good and democratic functioning of the Association.

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

The original formulation of article 13, regarding the voting and election procedures in the General Assembly created severe complications. We discussed our concerns with the Notary and she proposed new wordings, which will allow us to use the voting/elections procedures we have envisaged.

The new formulation of the article is now fairly simple:

- 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.

To be in accordance with Dutch law, it will be necessary to announce 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.

### **Article 17.2: Members Council term of service**

Over the last couple of weeks, debates have arisen in several places concerning the term of service of Councillors. The current Members Council mandate is two years. However, several Councillors - especially those who joined the MC this year - have indicated that this period is too short, as it takes new members almost a year to get fully acquainted with the work of the Association and the MC/MB. After discussions with the Management Board, we would therefore like to propose to extend the Members Council term of service to **3 years**.

We believe that this change would benefit the Association and its MC and MB in several ways.

- It would give new Councillors more time to familiarise themselves with their role and tasks, allowing them to make a more meaningful contribution.
- More continuity in the MC as a collective would diminish knowledge loss, enhance self-confidence and effectiveness, and offer the possibility of longer-term projects.
- Greater stability in the Association as a whole will be particularly important given the future developments in the wider Europeana landscape, as outlined in the Council Conclusions.

This change from 2 to 3 year would - if approved - take effect at next year's elections, i.e. for the Councillors who will be elected at the end of 2017 and starting their service in 2018. This means that it will not affect current Councillors' mandates, or that of Councillors (re)elected this year.

Changing the term of service for the Members Council also has implications on the mandate of the Management Board, as the WG proposes to have the end of service of MB members coincide with the end of their term as Councillor.

### **Article 29.1: Amendments to the Bylaws**

The other change is in Article 29.1, where the WG proposes that the Members Council will be in charge of changing the Bylaws, instead of the current situation, where it is the responsibility of the Management Board. This proposal would to the WG opinion share/distribute responsibility and enhance/increase democracy and transparency.



***The General Assembly has to approve these changes with 2/3 majority of the votes. The Management Board received dispensation from the Members Council to apply the proposed changes in articles 13.1-13.4 and 29.1 of the Statutes already in the coming General Assembly on 8 November in Riga, as the renewed articles 13.1-4 and 29.1 will increase democracy and transparency and streamline the elections/decision-making procedure.***

The same group has also made proposals for fine tuning the Bylaws and Procedures, which were accepted in the Members Council meeting in June in Vienna.

**Circulation:**

Europeana Foundation Governing Board Members & Observers

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