



## DELIVERABLE

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### D4.1 Recommendations for the further development of Europeana as a networked organisation

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## REVISION HISTORY AND STATEMENT OF ORIGINALITY

### Revision History

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0.2	24/03/2015	Merete Sanderhoff	SMK (National Gallery of Denmark)	Reviewers comments
0.3	24/03/2015	Kerstin Herlt	ACE (Association des Cinémathèques Européennes)	Reviewers comments
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### Statement of originality:

This deliverable contains original unpublished work except where clearly indicated otherwise. Acknowledgement of previously published material and of the work of others has been made through appropriate citation, quotation or both.

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## 1. Background and purpose

In 2014, the Europeana Network reached more than 900 members (1,031 at the Europeana Version 2 review meeting, July 9 2014) and created a number of Task Force groups to support the Business Plan 2014. The Europeana Version 2 reviewers, however, noted the following: *there is still considerable work to be done to .../... mobilize the Network and exploit its full potential. A clear and sensible plan is necessary to deal with the more than 1000 members of the Network, among which fewer than 200 are reported to be active; the plan should allow them to participate in a feasible and valuable way. Actions in this direction might include the definition of a structure for the Europeana Network, guaranteeing the participation and engagement of as many members as possible.* This legitimate concern addressed the growing number of Network members against their activity within the Network.

Over the past few years, Europeana has developed from a project to a networked organisation. To date, this includes over 1700 members of the Europeana Network and more than 2,300 content-contributing partners. These stakeholders, representing libraries, archives, museums, film heritage institutions, broadcasters, researchers, knowledge institutions and creative industries, share the vision that improved access to our cultural heritage will create unity in diversity and will underpin a thriving knowledge economy.

For the Europeana Network to remain influential in managing change in the industry and to increase the impact of actions by individual members, it is increasingly important to foster the feeling of mutuality - that we all work together for the benefit of all members.

From 2015 the network activities sit within and reflect Europeana's published strategy, [Europeana Strategy 2015-2020: We transform the world with culture](#). This strategy sets out a vision for digital cultural heritage that is built on innovation, access and re-use. In line with this strategy and Europeana's role as a digital service infrastructure, the network key objectives for this period are to:

- Facilitate a culturally connected Europe
- Create value for Network members
- Manage the transition towards the New Governance.

This deliverable outlines how Europeana will consolidate its existing network, and extend it towards new communities in a linear manner in 2015 and beyond. Introducing new Governance determines the scope of this development and its ownership.. The Network was asked to buy into the proposed approach and to support the process.

All of this needs to be seen as part of our Strategy 2020, launched in July 2014. 2015 is the first year of the *Europeana Strategy 2015-2020*, which outlines how Europeana will transition into a multi-sided platform - a truly networked organisation working together to create the largest repository of trusted, accessible and re-usable digital heritage in the world. The - D4.1 - *Recommendations for the further development of Europeana as a networked organisation* should be positioned as one of the first concrete steps towards realising our ambitions as set out in Strategy 2020.

## 2. From Network to Affiliated Network

### 2.1 Set the scene: Europeana Commons

The idea of Europeana as a cultural commons began as an initiative in 2011 through the work of a Task Force, and has since been developed through the Europeana Network. This work comes to fruition in the *Europeana Strategy 2015-2020*, where commons principles are being applied to

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a reformed governance structure, a cloud-based infrastructure and end-user community-based channels.

Europeana Commons Principles feature:

- **Mutuality** - Creates a community of organizations and individuals, based on the principle of achieving mutual benefit, acting in good faith and presuming it on behalf of others,
- **Access** - Provides a set of high-quality re-usable content, tools and services to enable creativity and innovation,
- **Attribution** - Commits to the principle of respecting rights through acknowledgement and attribution,
- **Consistency** - Build on the existing values and principles of our sector
- **Engagement** - Commits, as members of the community, proactively to use the commons and to contribute to it

Europeana V3 - WP4 Whitepaper on European Cultural Commons - MS20 - details these principles. However, it is worth noting that Engagement of the Network has become a key principle in the *Europeana Strategy 2015-2020*.

As underlined in 2012 by Michael Edson, Director of Web and New Media Strategy - Smithsonian Institution: "*Be wary of looking at Europeana as the 'mother of all websites'. Europeana is only as strong as its Network – [it's a node in an ever-expanding community of partners with common goals.](#)*"

## 2.2 A change of governance

In 2014, Europeana Foundation proposed a change of governance structure. A new Governance meant a new structure whereby Europeana is the Network. The change of governance led to the formation of an Association to manage the Network; the Association also allowed the appointment of half the governing board of the Europeana Foundation.

In July 2014 Europeana consulted and shared its vision with the Network; the consultation allowed Europeana to project a new way forward under the new strategy. It also projected the review of the management and accountability of Europeana. The goal was to shift to a more transparently democratic organisation, with members represented on a Board that can make a difference in this new environment.

Europeana asked for the Network feedback and, as a result, the way Europeana ran the Network was modified. These changes meant that every member of the Network was recognised as a stakeholder therefore embedding democracy at every level. The process started in July 2014 with a Network consultation driven by a dedicated Task Force. This consultation was designed so that 2015 could begin with a new structure and a new way of working together with the Network through the formation of the Europeana Network Association.

## 2.3 The new structure

Guiding and governing in a more democratic and transparent way required a new structure. That structure needed to be representative of the Network, to be democratic in its process, and to give Network members a real stake in achieving Europeana goals.

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The **Europeana Network Association's role** is to represent the existing Network. To do this, Europeana created a legally recognised organisation under Dutch Law. The current and new members of the Europeana Network Association will be asked to sign up to actively become members of the Association.

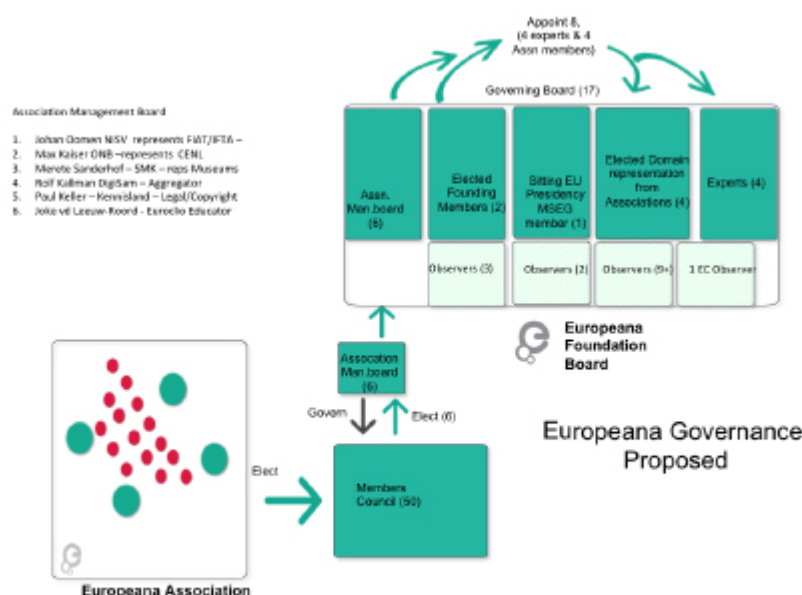
The Europeana Network Association provides a structure that democratically represents the breadth and diversity of Network Members. To do this, we replaced the six Network Officers with a Members' Council of 50. We also removed the requirement to represent a specific domain (such as libraries or archives). The **elections** of an initial 15 Councillors started in October 2014, gradually increasing to a maximum of 50 over a period of three years. Every member of the Network was invited to exercise their right to nominate their representative by October 28, 2014. Elections were launched at the AGM 2014 through a Communications campaign that featured Network Election Special Bulletins, and Social Media Campaigns (LinkedIn, Twitter), all under the #EuropeanaElects hashtag. [600 Network members](#) participated in the elections following the AGM 2014 demonstrating a true interest in the organisation beyond the AGM participation.

Due to the great response to the call for nominations from the Network, we elected 25 Councillors in 2014. (In total, 47 candidates came forward and nominated themselves for election.)

Members are recognised as stakeholders in the running of the Foundation. To do this, the Members Council nominated six Councillors to sit on the Board of the Foundation. These six are also responsible for running the Association and the Members Council.

We simplified the structure of the Foundation and created one Governing Board. This process is taking place in stages. We are currently transforming the Participatory Board and the Executive Committee into the new Governing Board.

The role of the Foundation as the legally responsible body, and the role of the Europeana Office, remains unchanged.



Note: the above Figure was submitted to Europeana Foundation Board on April 1, 2015 for approval.

## 2.4 Benefits

Putting in place the new governance structure was the first concrete step towards realising our ambitions as set out in Strategy 2015-2020; it also provides a stable and sustainable basis for our future work together with the Network. We wanted every member to bring their innovation, ambitions and expertise to the table, joining us in making our vision for 2020 a reality.

This new structure provides continuity with the previous structure while improving on and simplifying it. It maintains and builds on the strengths of representativeness and stakeholder engagement and preserves the ability of the Europeana Foundation Board to set the strategy and lead effectively.

**It is democratic.** Every member has a right to vote for their representatives. That also means every member can be elected as a representative to serve on the Members' Council. The Members Council report to a Management Board of the Association, made up of six elected Councillors who are responsible for overseeing the work undertaken by the Members. The Management Board represents the Europeana Network Association on the Board of the Foundation.

**It makes us more accountable.** Sharing the responsibility of running the Network with the Network members means greater levels of transparency. The new structure establishes a direct line of democratic accountability from every member of the Network towards the Foundation.

**It creates a truly networked organisation built on effective and committed participation.** Having a greater voice, role and responsibility will hopefully encourage greater participation from Network members. Every member can see how their membership is relevant to the Network and the activities of the Foundation.

## 2.5 Transition period

The change to the governance structure is being made in stages. It started in October 2014 and runs through to 2016. This transition phase ensures that there is complete stability in the ongoing governance of the Foundation. It also gives flexibility where needed and helps make sure that the process runs smoothly at each stage.

In 2014, we took the first steps towards implementing the new Governance structure.

- "Europeana Network Association" has been legally incorporated from 1 January 2015. We have designed the transition to coincide with the financial year of the Foundation which helped us reduce the costs of administration. The financial year of the Foundation runs January through to December.
- The first in a series of elections was held to find 25 Network Member to form MC. Further elections will take place as the large task of turning an affiliated Network into an Association should not be rushed.
- The Members' Council nominated 6 Councillors to form the Management Board of the Europeana Network Association
- Network Members will be invited to validate their existing membership by joining the Europeana Network Association, a process that will be initiated in 2015.

In Autumn 2015, we will hold the second set of elections to recruit another round of Councillors to join the 25 who currently form the Members Council. Elections will be held annually to provide

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continuity and allow for the rotation of Councillors without renewing the entire Council or Board each year.

By 2016 the majority of the changes in the governance structure will be complete. In the autumn 2016 we will hold the third set of elections for the Members' Council. The goal is to continue to elect Councillors to the maximum of 50, if appropriate. Councillors elected in 2014 will have served their first term of two years and can either stand for reelection or stand down.

### 2.6 In practice

The [Members Council](#) represent the breadth and diversity of the Network. Europeana has created the Europeana Network Association to give a clear identity and a formal role to the Network. As representatives, the Members Council will be working to ensure that the Europeana Network Association work is shared openly and regularly. The Members Council want to make sure that decision making is effective and transparent. And most importantly, the Europeana Network Association will do its best to make sure that the diversity of the members it serves is represented at every opportunity.

In practice, the Members Council is responsible to comply with the Europeana Association Statutes [[ANNEX 1](#)]. Councillors are also responsible for designing the Europeana Association Bylaws - currently under development - which allow the Association to regulate itself.

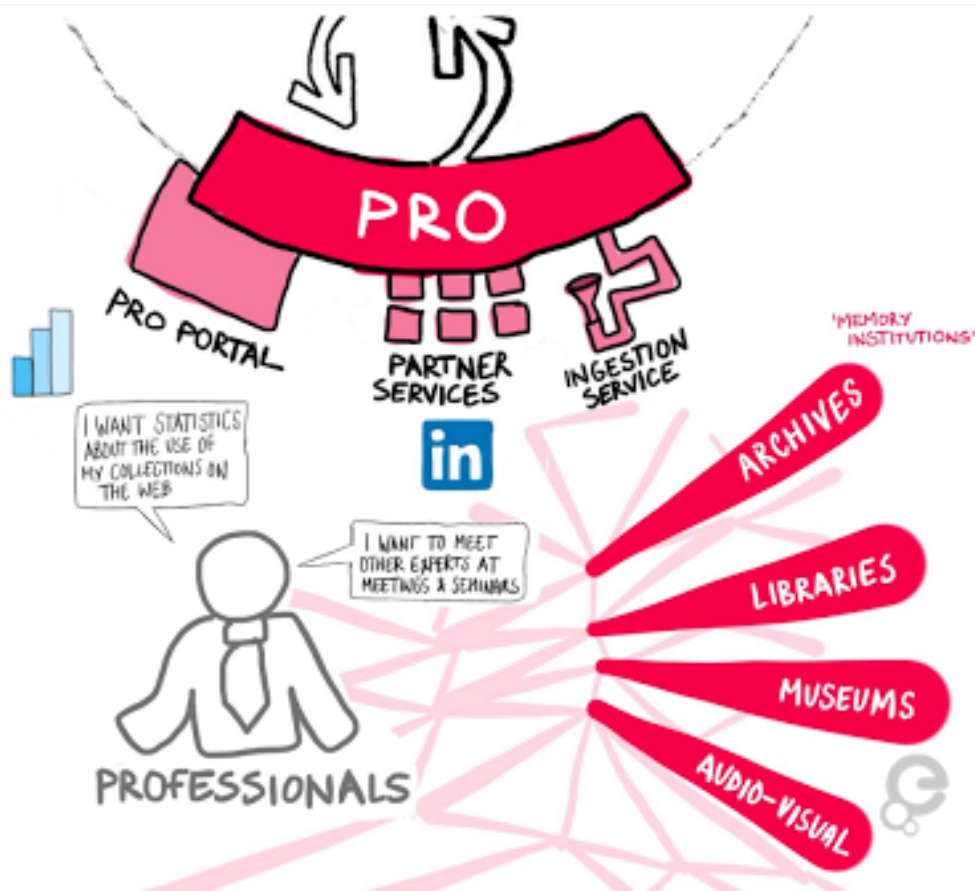
Bylaws include the description of the election process, the membership of the Europeana Network Association and the accountability, rights and duties of the Network members. The Members Council is also responsible for the establishment and monitoring of Task Forces. These carry out work where Network input is vital and directly contributes to the Europeana *Strategic Plan* and *Business Plans*. The Members Council channel the Network's participation in the Business Plan and Strategic Plan. Lastly, the Members Council is responsible for the organisation of Europeana Annual General Meeting (AGM).

The **Management Board** takes responsibility for working with the Foundation. To oversee the work of the Members Council, the Councillors nominated a Management Board made up of six Councillors: Johan Oomen, Joke van der Leeuw-Roord, Max Kaiser, Merete Sanderhoff, Paul Keller and Rolf Kallman. The Management Board are responsible for ensuring that the Members Council is working towards achieving Europeana objectives as well as providing direct input into the governance of the Europeana Foundation.

Leading the Network are the **Chair**, **Vice Chair** and **Treasurer** of the Management Board; These are Max Kaiser (Head of Research and Development at the Austrian National Library), Merete Sanderhoff (Curator of digital museum practice at Statens Museum for Kunst) and Paul Keller (Director of Kennisland) respectively.



### 3. Next steps



In 2015, the Europeana Office team responsible for the Network & Events will continue to support the massive volunteer workforce of Europeana Network members so they feel fully involved and informed, and actively contribute to Europeana's mission and values. The team will develop and enlarge the Network and, in close co-operation with the newly formed Members Council, make sure that the Network and Europeana are a cohesive and inclusive whole - key to our long-term sustainability.

In concordance with our CEF proposal, a Membership programme will be developed, ensuring that Network members enjoy meaningful participation and contribution. It will coordinate and manage Task Forces set up to deliver recommendations and solutions for the Digital Service Infrastructure (DSI). The Europeana Network Association is, together with the Europeana Foundation Board and the Office, jointly responsible for achieving the objectives of *Europeana Strategy 2015-2020*.

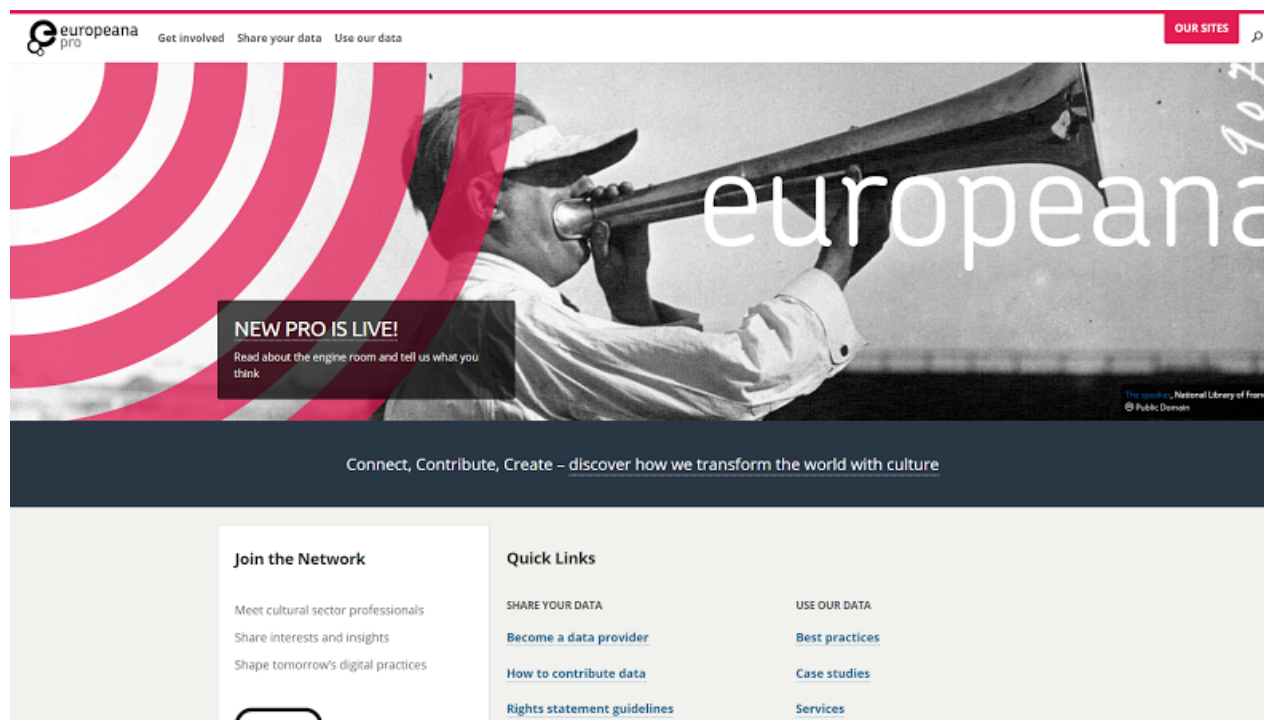
#### 3.1 An excellent communications opportunity: consolidate and engage the existing network

Europeana works to engage the existing Network in becoming even more active, to extend it in a form that will allow the development of a Network of networks strategy, and to intensify the impact of a new Membership programme.

A set of communication tools are implemented to support key Network objectives. Those tools identify and make use of opportunities to work with the wider network and stakeholders where possible through the new Europeana Pro set-up and Blogs, Network Newsletters, Europeana LinkedIn group, Twitter campaigns such as #AllezCulture, etc.

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These tools tackle key objectives such as the 2015 elections, and the organisation of our Annual General Meeting (AGM), which is an important opportunity for the Network members to set the Europeana Business Plan objectives, under the aegis of the *Europeana Strategy 2015-2020*.



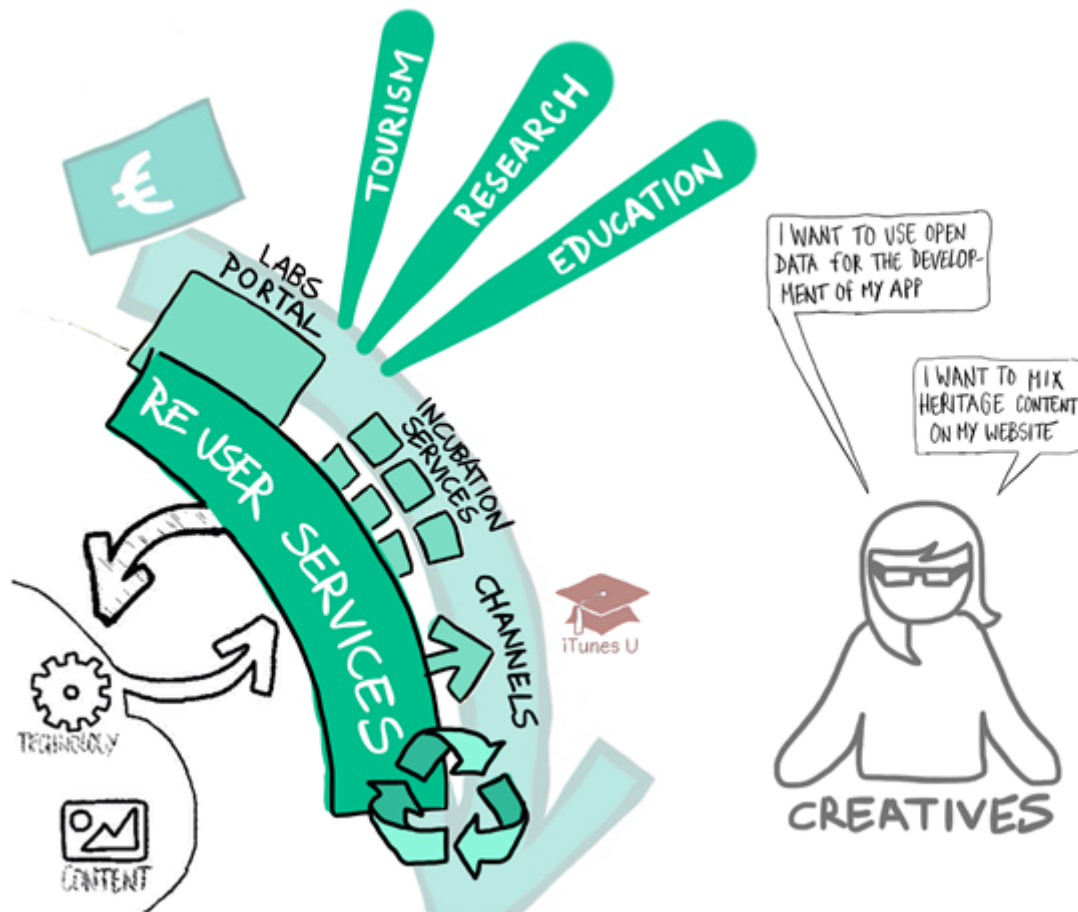
- 3.1.1. **Europeana Professional** (<http://pro.europeana.eu>) - re-launched in February 2015 - is the platform for all Europeana Digital Service Infrastructure (DSI) related information and knowledge exchange for the network of cultural heritage professionals, technologists and projects. It is the official source for technical information, legal information, metadata standards and case studies, and combines project outcomes. Europeana Pro will play a key role in our dissemination objectives. However, Europeana Pro remains a source of information rather than an interactive tool; an Editorial team makes sure the tone of voice and content availability remain optimal for best readability and impact.
- 3.1.2. The **Network Newsletter** - available from [Europeana Pro](#) - features the latest updates across the entire Europeana ecosystem. It is a monthly communication tool and it is endorsed by each Councillor through the role of Editor-in-Chief
- 3.1.3. Europeana Pro **Blogs** - available from [Europeana Pro](#) - feature specific highlights of European Network activities; Task Forces recommendations and other Members Council initiatives are being disseminated through Blogs. Those cover the whole range of activities across the Europeana organisations. Blogs are relayed through the support of the Network Newsletter and Europeana LinkedIn Group, as well as Twitter.
- 3.1.4. **Europeana LinkedIn Group** provides an agile and easy platform to interact with the Network. It is open to anyone interested in Europeana; approval is granted upon request. Europeana LinkedIn Group is the forum of the Association; all members and interested parties are invited to interact with the rest of the Europeana community in this dedicated space.

- 3.1.5. A specific **Communication Working Group** is being set up through the Members Council to own these various tools and coordinate Network Association campaigns (Membership, Elections, AGM, etc.)

### 3.2 The Members Council multiplier effect: expand the network in a more linear manner

A Network development policy will be developed and will lead towards a Network of networks; the focus is to ensure meaningful participation and contribution of the Network members as well as to link to new members who open channels and create opportunities for an increased use of Europeana.

This activity very much relies on our ability to raise interest among prominent pan-European or global Cultural Organisations (i.e.: [IFLA](#) for libraries, [FIAF](#) for film archives or [IFTA](#) for television professionals). This work will be addressed through the engagement of our existing Members Council, our existing communities and more specifically the EuropeanaTech community within the Europeana Network Association and our Members Council Communications Working Group. The Network of networks' activities not only apply to Cultural Organisations but also to sectors such as Tourism, Research or Education through Creative Industries.



This specific objective is being addressed in Europeana Version 3 through [Subtask 4.2.2 Link and extend the Europeana Network](#) (Europeana Foundation, helped by Peacefulfish) and detailed through [MS26 - Creative Industry Communication of Positioning](#).

## ANNEX 1 - Association Statutes

*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.*

### INCORPORATION

#### Vereniging Europeana NETWORK

On the \* day of February two thousand and fifteen, appeared before me, Paul Robert Schut, civil law notary in Amsterdam: \*, acting pursuant to a written power of attorney from:

1. **Johanna Geertruida Roord**, residing at Juliana van Stolberglaan 41, 2595 CA 's-Gravenhage, the Netherlands, born in Egmond aan Zee, the Netherlands on the fourteenth of September nineteen hundred and forty-nine, married, holder of a passport with number NTR8FC914, hereinafter referred to as the "**Incorporator 1**";
2. **Johannes Franciscus Oomen**, residing at Kattenburgerhof 68, 1018 KE Amsterdam, born in Nuenen, Gerwen en Nederwetten(the Netherlands) on the twenty-fourth of May nineteen hundred and seventy-seven, not married, holder of a passport with number NP4D6L5J2, hereinafter referred to as the "**Incorporator 2**".

The Incorporator 1 and the Incorporator 2 hereinafter also collectively referred to as the "**Incorporators**".

The person appearing, acting in said capacity, declared that he hereby incorporates an association (*vereniging*) with the following Statutes:

#### CHAPTER I. Definitions.

##### Article 1.

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

<b>Association</b>	the association ( <i>vereniging</i> ), the internal organisation of which is governed by these Statutes.
<b>Councillor</b>	a member of the Members Council.
<b>Europeana Network</b>	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.
<b>General Assembly</b>	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.
<b>Management Board</b>	the body of the Association charged with the management of the Association as referred to in Article 19.
<b>in writing</b>	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.
<b>Member</b>	a member ( <i>lid</i> ) of the Association as referred to in Article 8, unless indicated otherwise.
<b>Members Council</b>	the body of the Association consisting of delegates of the Members as referred to in Article 17.

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<b>Membership</b>	the membership ( <i>lidmaatschap</i> ) of the Association.
<b>Stichting Europeana</b>	Stichting Europeana, a foundation ( <i>stichting</i> ), having its corporate seat at The Hague.

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 By-Laws, 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:

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- 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:
    - a natural person: upon the Member's death; and
    - 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.

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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.

#### **Access to Meetings and Voting Rights.**

##### **Article 13.**

13.1 All Members and Management Board members can have access to 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 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.

#### **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.**

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- 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 two years. A Councillor may serve a second term, to a maximum of four consecutive years. Without prejudice to the previous sentence, if a Councillor or an affiliate of a Councillor is elected as Chair or Vice-Chair of Stichting Europeana during his second term, such Management Board member may be elected for an additional two year term, to a maximum of 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 a holder of a written power of attorney. Each Councillor may only represent one other Councillor by proxy.



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- 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.

### **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 by the Members Council for 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 of Stichting Europeana during his second term, such Management Board member may be appointed for an additional two year term, to a maximum of 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 in office is less than six, the remaining Managing Directors or the only remaining Managing Director shall form 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

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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 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.

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- 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.

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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.

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.**

29.1 The Management Board 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.

#### **FINAL PROVISIONS**

Finally the person appearing, acting in said capacity, declared:

1. contrary to the provisions of Article 5, the Association's first financial year commences on this day and will end on the thirty-first day of December two thousand and fifteen;
2. contrary to the provisions of Article 19 paragraph 2:
  - a. the Incorporator 1;
  - b. the Incorporator 2;
  - c. Merete Sanderhoff, who shall be the Vice-Chair;
  - d. Paul Keller, who shall be the Treasurer;
  - e. Rolf Kallman; and
  - f. Max Kaiser, who shall be the Chair,

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shall be the first Management Board members;

3. the Incorporators shall be the first Members;
4. contrary to the provisions of Article 17, the Incorporators shall be the first Councillors and together shall form a competent Members Council.

#### **POWER OF ATTORNEY**

The person appearing has been authorised by two written instruments containing a power of attorney, copies of which have been attached to this deed.

#### **FINAL**

The person appearing is known to me, civil law notary, and the identity of the person appearing mentioned in this deed has been determined by me, civil law notary, by means of the relevant document mentioned hereinbefore.

This deed has been executed at Amsterdam on the date mentioned at the head of this deed. The contents of this deed have been stated and explained to the person appearing appearing by me, civil law notary.

Furthermore the consequences of this deed have been pointed out to the person appearing. The person appearing declared to have in good time taken cognizance of the contents of this deed and to agree with the contents.

Thereupon, after a limited part of this deed had been read out, it has been signed by the person appearing and by me, civil law notary.