

## ARTICLES OF ASSOCIATION (final version 07/09/11)

### **PREAMBULE**

"The [Digital Trust and Compliance Europe] Association provides a service to companies that within the European Union provide, install or operate software, hardware or services which primarily aim to enhance trust among ICT users or to comply with public or private sector requirements to maintain a specific level of trust, governance or evidence concerning electronic information ("trust practitioners") by helping to establish a favourable policy and operating environment, by providing a forum for discussion on non-competitive issues, and by providing information to assist them in their business."

### **I. NAME, STATUTORY OFFICE, PURPOSE AND TERM**

#### Article 1 - Name

There is hereby constituted an international association named "[...]" ("the Association").

The Association is subject to the Belgian law of 27 June 1921 concerning the non profit organizations, the international non profit organizations and the foundations.

#### Article 2 - Statutory Office

The statutory office of the Association shall be established in a commune of the Greater Brussels area. It is presently established at [...].

The statutory office may be transferred to any other place in this area by decision of the General Assembly published within one month of its date in the Annexes to the Belgian State Gazette.

#### Article 3 - Purpose

The Association, which shall not be for profit, has as object and purpose:

- the study, the research, the information and the exchanges of relevance to information governance and compliance and ICT trust services
- the promotion of the views of ICT trust practitioners to public authorities, especially but not exclusively the relevant European and international institutions;
- the promotion of good practices in the use of information governance and compliance products and services and to educate the public on the value and appropriate use of different techniques and technologies

To achieve its purpose the Association will implement the following activities:

- implementation of communication plan related to the object and purpose of the association
- project development related to the object and purpose of the association

- exchange information related to the object and purpose of the association

The Association may in general accomplish any and all acts relating directly or indirectly to its purpose and in particular assist or take an interest in any activities related to its purpose.

#### Article 4 - Term

The Association is established for an indefinite duration. It may be liquidated at any time pursuant to Article 30 hereof.

## **II. MEMBERS**

Members are Full Members and Associate Members.

#### Article 5 – Full Members

Subject to Article 7 hereof, Full Members may be individuals or legal entity such as companies or associations of companies that within the European Union provide, install or operate software, hardware or services which primarily aim to enhance trust among ICT users or to comply with public or private sector requirements to maintain a specific level of trust, governance or evidence concerning electronic information (“trust practitioners”), provided that the founding or applicant Member can demonstrate that:

- it fulfils the Membership requirements established by the General Assembly;
- it commits itself to strictly respecting these Articles and the Bylaws of the Association;

If a legal entity, the Full Member must be legally formed according to the laws and the customs of its country of origin.

#### Article 6 - Associate Members

Subject to Article 7 hereof, any individual or legal entity not meeting the conditions required for full Membership, but evidencing an interest in the purpose and the activities of the Association may become an Associate Member.

#### Article 7 - Admission of Members

The candidacy of any legal entity desiring to become a Full Member or an Associate Member has to be addressed to the Chairman. Admission to Membership is at the discretion of the Board of Directors.

A register containing an up-to-date list of the Members will be maintained at the statutory office of the Association.

#### Article 8 - Resignation of a Member

Any Member is free to resign at any time from the Association by providing written notice of his resignation to the Board of Directors twelve (12) months before the resignation will take effect.

#### Article 9 - Expulsion of a Member

Reasons of expulsion are the non respect of the Articles of Association, Bylaws and Membership requirements. Expulsion procedures may also be applied to any Member who does not pay the dues incumbent upon him pursuant to Article 11 hereof within three months of receiving a written reminder.

The expulsion of a Member may, at any time, be decided by the Board of Directors, after having heard the defence of the interested parties.

#### Article 10 - Rights of Members who cease to be part of the Association

Members having resigned or been expelled have no rights to assert against the funds of the Association. They may not require submission of accounts, inventory, nor placement of seals on the assets of the Association.

#### Article 11 – Rights and obligations of Members

Each Member has the rights to participate in General Assembly' meetings and enjoys all the rights granted to Members by the present statutes. Only Full Members have the power to vote at General Assembly' meetings.

Associate Members are not taken into consideration for the calculation of quorums and have no rights to vote.

Each Member may pay his subscriptions fixed by the General Assembly.

No Member shall be personally liable for any debt or liability of the Association even if it is a debt or obligation incurred by the Member on behalf of the Association under a valid authorization.

The financial commitments of the Association are covered by the assets thereof.

### **III. Subscriptions**

#### Article 12 - Establishment and payment of subscriptions

The subscription scale for Full Members and Associate Members may be set by the General Assembly. This is done at least three (3) months before the start of the next fiscal year.

Terms of payment shall be set by the Board of Directors.

#### **IV. GENERAL ASSEMBLY**

##### Article 13 - General Assembly

The General Assembly is composed of the totality of the Full Members and Associate Members. Each legal entity Member will nominate a person who will exercise the voting rights if any. When relevant, the Member will update this nomination.

The General Assembly possesses full powers to allow the realisation of the purposes of the Association. The following is reserved to the exclusive jurisdiction of the General Assembly:

- Approval of the budget and accounts;
- Determination of the Yearly Total Amount of Subscriptions;
- Setting of the requirements for Membership;
- Nomination of the Directors;
- Election and dismissal of Chairman, Vice-Chairman;
- Nomination of the financial auditor/s;
- Release of the directors and financial auditor/s;
- Modification of the Articles of Association and Bylaws;
- Adoption and modification of general guidelines;
- Fix the voting power of each Member;
- Dissolution of the Association;
- Each time the law requires it;

The General Assembly is chaired by the Chairman or, in case of his unavailability, by the Vice – Chairman. In case of unavailability of both, the General Assembly will designate a Chairman.

The Ordinary General Assembly is convened at least once a year and it must take place in the first six months of the calendar year.

The General Assembly may be called into special session by the Board of Directors whenever the interests of the Association require it. This must be done whenever one-fifth of the votes so request.

##### Article 14 - Convocations

The General Assembly is convened by the Chairman or, in case of unavailability of the latter, by the Vice-Chairman. All Members must be notified.

The General Assembly is held at the date, time, and place (in Belgium or abroad) indicated in the convocations. Convocations include the agenda, the date, time, and place (in Belgium or abroad) of the Assembly, and are sent by letter, telefax or e-mail at least one calendar month prior to the date of the meeting.

Any proposal signed by Full Members representing at least one-fifth of the votes must be placed on the agenda.

At the meeting itself or afterwards, the Full Members may waive any recourse as a result of absence of or irregularities in the convocation. Any Member having attended a General Assembly or who was represented by a proxy holder will be considered to have been regularly notified.

#### Article 15 - Representation by Proxy Holders

Any Member may be represented at General Assemblies by a proxy holder coming from his own organisation or by an other Member of the Assembly. The Board of Directors will establish a form for proxies. Proxies will remain annexed to the minutes of the meeting.

#### Article 16 - Attendance List

Before entering the meeting, Members or their proxy holders are required to sign an attendance list indicating their identity as well as the number of votes they hold.

#### Article 17 - Quorum and Ordinary Majority

Without prejudice to Article 18 hereof, the General Assembly is validly constituted when at least fifty (50) percent of the Full Members and fifty-one (51) percent of the votes are present or represented.

The General Assembly can deliberate only on points mentioned in the agenda/convocation unless all the Full Members are present. Decisions are taken by simple majority of the votes present or represented.

Each Member has the number of votes as determined by the General Assembly fixed in accordance with Article 12 hereof.

If one or more Full Member abstains in the voting, decisions are validly taken by the majority of the other votes present.

Associate Members are not taken into consideration for the calculation of quorums and have no rights to vote.

#### Article 18 - Quorum and Special Majorities

In derogation to Article 17 hereof, the General Assembly cannot validly deliberate over the purpose of the Association, the dissolution of the Association, or the transformation of the Association into another legal form, the amendment of these Articles of Association, the amendment of the Bylaws, a new distribution of the votes, unless two-thirds of the votes and two-thirds of the Full Members are present or represented at the meeting. Such resolutions require a two-thirds' voting majority.

Should the quorum not be reached, the delay to call a second assembly is fifteen days.

Associate Members are not taken into consideration for the calculation of special quorums and have no rights to vote.

#### Article 19 - Minutes of General Assemblies

The deliberations of the General Assembly are established in minutes to be retained in a special register. They are signed by the Chairman and the Vice-Chairman as well as by any Member who so desires.

## V. ADMINISTRATION

### Article 20 - Board of Directors

The Association is managed by a Board composed of not less than three and no more than nine individuals, who must all be elected by the Plenary Assembly for a term of two years revocable at any time by the Plenary Assembly.

Among the Directors so elected, the General Assembly shall designate for the same term of two years, the Chairman and the Vice-Chairman of the Association. No body may hold the office of Chairman, or of Vice-Chairman, for more than two consecutive terms.

Directors whose term expires are eligible for re-election. The office of Director is without pay.

### Article 21 - Vacancy of an Office of Director, Chairman or Vice-Chairman

In case of vacancy of an office of Director, the remaining Directors may provisionally entrust this mandate to the person who will be designated by the Full Member which had mandated the former Director.

In case of vacancy of an office of Chairman or Vice-Chairman, the remaining Directors may provisionally entrust this mandate to a person among the Board of Directors.

Such appointment as Director, Chairman or Vice-Chairman must be submitted for approval at the next following General Assembly. The office of the Director, Chairman or Vice-Chairman so appointed will expire at the same time as that of the Director whom he replace.

### Article 22 – Powers and duties

The Board of Directors has the power to accomplish all acts necessary or useful to the realisation of the purpose of the Association with the exception of those which the law or the present Articles of Association reserves to the General Assembly.

The Board of Directors will hold a record of the Full Members and Associate Members of the Association mentioning the name, legal statutes and address of the Members' headquarters; the date of admission and the date of resignation or date of exclusion when applicable. These indications are registered within eight days after the decision is taken.

The Board will establish the annual accounts of the Association yearly and submit it to the General Assembly for approval.

### Article 23 - Meetings

The Board meets in Belgium or elsewhere as often as the interests of the Association require upon convocation by the Chairman or in the case of unavailability of the latter, by the Vice-Chairman, or in case of unavailability of both the Chairman and the Vice-Chairman, by two Directors.

In case of absence of the Chairman, the meetings of the Board shall be presided by the Vice-Chairman, and in case of absence of the latter by the most elderly of the Directors present.

#### Article 24 - Quorum and Majority

The Board can validly deliberate only if the majority of the Directors is present. Its decisions are taken by simple majority vote. If one or more Directors abstain in the voting, decisions are validly taken by the majority of the other Directors present. In case of tie vote, the vote of the Chairman or the person replacing him is deciding.

Each Director has one (1) vote. A Director may be represented by proxy.

#### Article 25 - Minutes of Meetings of the Board of Directors

The decisions of the Board of Directors are set down in minutes signed by the Chairman and the Vice-Chairman and retained in a special register.

#### Article 26 – The Chairman

The Chairman presides over the General Assembly and the Board. He represents the Association vis-à-vis third parties and signs the acts engaging the Association, other than those of daily management, which have been decided upon by the Board or the General Assembly.

#### Article 27 - Delegation of Powers

The Board may delegate the daily management and the principal representation of the Association to an individual, Member of the Board or not, who shall bear the title of General Manager (*Directeur général*). The Board shall decide on the tasks, powers and remuneration of the General Manager.

#### Article 27 - Representation of the Association

The acts of daily management are signed by the General Manager.

Acts engaging the Association, other than those of daily management, are signed, absent a special power of attorney from the Board, by the President or by two Directors, who need not evidence their powers with regard to third parties.

Legal actions, either as plaintiff or as defendant, are begun or defended in the name of the Association by the Board of Directors, acting through the General Manager.

### **VI. BYLAWS (*Règlement d'Ordre Intérieur*)**

#### Article 28

The Board of Directors may prepare Bylaws. The adoption and amendment of the Bylaws will be decided by the General Assembly voting with special quorum and majorities as provided for in Article 17 hereof.

Non-respect of the Bylaws may be a ground for expulsion of a Member.

## **VII. BUDGET AND ACCOUNTS**

### Article 29 - Fiscal Year, Budget and Accounts

The fiscal year shall coincide with the calendar year.

Each year, at the latest by 31 December, the Board of Directors shall close the books of the past fiscal year and establish the budget for the following fiscal year. Both of these will be submitted by the Board of Directors to the approval of the next Ordinary General Assembly.

## **VIII. DISSOLUTION - LIQUIDATION**

### Article 30 - Means of Dissolution

The Association may be dissolved at any moment by the General Assembly deliberating in the manner prescribed in Article 17 hereof.

In case of voluntary dissolution, the General Assembly shall designate one or more liquidators and will determine their powers and their eventual remuneration.

### Article 31 - Disposition of Assets

In all cases of dissolution, voluntary or legal, at whatever time and for whatever cause, the assets of the Association shall be used by the General Assembly for any disinterested purpose which it shall determine, given the purpose of the Association.

### Article 32 - Supplementary character of the Law

Everything which is not provided by the present Articles of Association, and in particular publications to be made in the Annexes to the Belgian State Gazette, shall be determined pursuant to the provisions of the Law of June 27, 1921 concerning the non profit organizations, the international non profit organizations and the foundations and as it may possibly be amended subsequently.