

Statutes, 5 December 2013

PART I. Name, Objects and Registered Office

Article 1. "The European DIGITAL SME Alliance" ("DIGITAL SME") is established as a non-for profit international association under Belgian law.

Article 2. The registered office of the Association is at 4, Rue Jacques de Lalaing, 1040 Brussels, Belgium. It may be transferred by decision of the Administrative Council to any other place within that metropolitan area. Any change in the registered office must be published within one month of the date on which it occurs in the schedules to the Belgian State Gazette.

Article 3. The objectives of the Association, constituted as a non-profit international association in accordance with the Chapter III of the law of 27 June 1921 on non-profit associations, non-profit international associations and foundations, are amongst others:

- Promoting meetings and exchanges of experience and know-how amongst its members; in particular DIGITAL SME will promote exchanges of interesting experiences and best practices in the Information and Communication Technology (ICT) sector;
- Carrying out actions at the European level, dealing with or delving more deeply into topics of general interest to ICT small and medium sized enterprises in Europe; initiatives may in particular take the form of training programmes, organising conferences and seminars and carrying out research;
- Providing information to the members on Community policies;
- Representing the interests and stances of the Association's members on specific problems vis-à-vis the institutions of the European Union;
- Representing the interests of SMEs in the standardisation process at raising their awareness for standardisation and to motivate them to become involved in the standardisation process;
- Carrying out actions in third countries, especially in matters relating to the support and training of local ICT small and medium sized enterprises.

In order to pursue its objectives the Association will carry out the following activities:

- o Participating in and propose EU funded projects;
- o Organizing conferences and seminars;
- o Publication of newsletters and studies;
- o Research activities on ICT related areas;
- o Monitoring EU policies and regulations on ICT and informing its members.

PART II. Members

Article 4. The number of members is not limited. The minimum number is three.

The members of DIGITAL SME are:

1. Effective Members:

- National or trans-national associations of ICT SMEs in countries that are members of the European Union.
 - Any other organisation of ICT entrepreneurs and ICT small and medium-sized undertakings in the countries of the European Union.
 - Founding members
- Effective members have voting right.

2. Associate Members:

- Associations of ICT SMEs in countries that are not members of the European Union;
- Any other organisation not fulfilling the conditions of article 4.1 that is nevertheless linked in some manner to ICT SMEs.

Associate members may take part in the Association's meetings, but without voting right.

Effective members and associate members must be legally constituted according to the laws and customs of their countries of origin.

The associate members benefit from the same rights as the effective members when it comes to receiving information, newsletters and documentation published by the Association's office.

Article 5. Any organisation wishing to become a member of DIGITAL SME must submit a written request to the Secretariat. The managing bodies of the Association, i.e. Administrative Council and General Assembly, decide on the admission of new members by simple majority. In case a new candidate member is from the same country of an existing member, the latter shall give preliminary agreement to the admission.

Article 6. Effective and associate members may cease their membership at the end of a calendar year. Their decision to leave the Association must be notified by a registered letter no later than 1 October. Members ceasing to be part of the Association shall have no rights over its funds. Members who have not paid their subscription fee will be automatically excluded in the case they have not acquitted their debt within the period of two months of the sending of a reminder letter by registered post. The exclusion will take effect at the end of the two months period.

Article 7. The members pay a subscription fee fixed annually by the General Assembly.

PART III. General Assembly

Article 8. The General Assembly is made up of effective members and associate members. Effective members have right to one vote, while associate members have no voting right. The Secretary-General takes part in the meetings of the General Assembly without voting right.

Article 9. There is a General Assembly once a year. Any extraordinary General Assembly is called on the explicit request of the President or one-fifth of the members. Decisions of the General Assembly are compulsory for all the members, even the absent or dissenting ones. They are also binding for the associate members. The minutes of the General Assembly are sent by e-mail to the members at latest five weeks after the meeting. They are entered in the register that shall be available to the members.

Article 10. The meeting is called by communicating by e-mail - the date, time and place of the meeting. The communication shall reach the members at least eight weeks before the date of the meeting. Under exceptional circumstances, an extraordinary meeting can be called up to three weeks in advance.

Article 11. The General Assembly decides the principles for carrying out the Association's activities. Its powers in particular cover:

- Annually adopting the budget and accounts;
- Approving amendments to the Statute and the dissolution of the Association;
- Ratifying the acts of other statutory bodies of the Association;
- Allocating tasks amongst the President, the Administrative Council, the Treasurer and the Secretary-General;
- Ratifying the election of the President of the Administrative Council;
- Fixing the annual subscription fee;

Appointing an auditor in order to verify the accuracy of the bookkeeping.

Article 12. The General Assembly decides by a simple majority. In the event of a tie, the President has a casting vote.

Except in the cases foreseen by the law of 27 June 1921, the General Assembly might deliberate within the law when one third of the members (minimum 2) are present or represented.

When this requirement is not fulfilled, a new General Assembly will be called on within a period of 20 working days; the latter will then deliberate within the law irrespective of the number of effective members present (minimum 2).

Article 13. The members can exceptionally take part in the meetings of the General Assembly by teleconference. An absent member may arrange to be represented at the General Assembly by another member holding a written, signed proxy or vote transfer. This must be presented to the General Assembly. Each member has the right to represent more than one other member.

PART IV. President

Article 14. The Administrative Council elects the President from its members by a simple majority. Votes are taken in secret if asked by one of the members. The President is elected for a period of two years. The President can be re-elected twice, such that the maximum presidency mandate shall have the duration of six years.

Article 15. The President's tasks shall include:

- Representing the Association;
- Chairing the General Assembly and the Administrative Council;
- Calling the General Assembly and the Administrative Council;
- Appointing the representatives of the Association where necessary;
- Proposing the Secretary-General, the Treasurer and the Vice-Presidents;
- In so far as he deems it necessary, the President may pass all or part of his tasks to a member of the Administrative Council or to the Secretary General

PART V. Vice-Presidents and Treasurer

Article 16. The President proposes the prospective Vice-Presidents and Treasurer. The Vice-Presidents and the Treasurer are elected among the members of the Administrative Council on the proposal of the President. They are appointed for a period of three years. They are eligible for re-election.

Article 17. The Vice-Presidents decide along with the President upon the Association's activities, deputize for him in emergencies or where expressly authorized to do so.

Article 18. The Treasurer's responsibilities include the annual budget and the proper use thereof.

PART VI. Administrative Council (i.e. Board)

Article 19. The Administrative Council, also called Board, is made up of one representative from each effective member. The Secretary-General takes part in the meetings of the Administrative Council.

Article 20. The term of office of the administrators is fixed at 3 years. Retiring members are eligible for re-election. An administrator can be dismissed by the Administrative Council by a majority of 2/3 of the members present.

Article 21. The Administrative Council shall meet at least once a year. In addition, the President or the Secretary-General may call extraordinary meetings. The meeting is called in writing by intimating the date, time and place of the meeting. The invitation must reach the members of the Administrative Council at least eight weeks the meeting. Under exceptional circumstances an extraordinary meeting can be called up to three weeks in advance.

Article 22. The Administrative Council has the following tasks:

- Coordinating and monitoring the initiatives of the Association's various statutory bodies;
- Drawing up initiatives and activities, the practical implementation of which shall fall to the Secretary-General;
- Creating and calling committees and working groups for the areas in which it proves necessary to do so;
- Electing the President of the Administrative Council;
- Confirming the candidate put forward by the President for the positions of Vice-President and Treasurer;
- Confirming the candidate proposed by the President for the position of the Secretary-General;
- Admitting new members by a simple majority as mentioned in article 5.

Article 23. The Administrative Council votes by a simple majority of the members present or represented. In the event of a tie, the President has a casting vote.

Minutes of the meetings of the Administrative Council meetings are entered in the register. They are sent to the members by e-mail at latest five weeks after the meeting.

Article 24. Unless the President grants special powers to a member of the Administrative Council, either the President or the Secretary General shall sign any act binding the Association.

Article 25. Court actions, both as plaintiff and as defendant, are pursued by the Administrative Council represented by its President or a member of the Administrative Council designated by him for that purpose.

Article 26. The members of the Administrative Council do not in the exercise of their duties contract any personal obligation and are only liable for the performance of the duties of their office.

Article 27. The members can exceptionally take part in the meetings of the Administrative Council by teleconference. An absent member may arrange to be represented at the General Assembly by another member holding a written, signed proxy or vote transfer. This must be presented to the General Assembly. Each member has the right to represent more than one other member.

PART VII. Secretary-General

Article 27. The Secretary-General is proposed by the President and is confirmed by the Administrative Council. The Secretary General's mandate is three years. The Secretary General is re-eligible. In the event the Secretary-General is unable to act, the Administrative Council may appoint a deputy.

Article 28. The Secretary-General's responsibilities include administrative matters and carrying out on-going activities. In particular, the following fall within his powers:

- Carrying out the decisions of the General Assembly and the Administrative Council;
- Deputizing for the President in emergencies and on the latter's express request;
- Calling extraordinary meetings of the Administrative Council and of the General Assembly;
- Taking part in the meetings of the General Assembly and the Administrative Council without voting right.

PART VIII. Amendments to the Statute

Article 29. Proposals for amendments to the Statute or for the dissolution of the Association must be decided on by the General Assembly by a two-thirds majority. Such motions shall be contained in the agenda. The content thereof must be sent to the members at least eight weeks before the General Assembly.

Article 30. The General Assembly shall lay down the method of dissolving and liquidating the Association. The possible net assets after liquidation will be put to non-profit use.

PART IX. Budget and Accounts

Article 31. The financial year runs to 31 December. The Administrative Council is obliged to submit the accounts for the previous year and the budget for the subsequent year for the approval of the General Assembly.

PART X. General Provisions

Article 32. All matters not provided for in this Statute shall be governed in accordance with the provisions of the law.