

DIGITALEUROPE

STATUTES

Part 1 NAME, SCOPE, FORM, HEAD OFFICE, OBJECTIVES, DURATION

Art. 1 Name, Scope

- (a) **Name.** The name of the association is DIGITALEUROPE. In addition, and for maximum clarity in advocacy and communications, the organisation may also use the recognized and established by-line “building digital Europe”, where appropriate.
- (b) **Scope.** DIGITALEUROPE combines and represents the interests of the European Digital Technology Industry, which includes inter alia the information technology, communications technology and consumer electronics sectors (together the “Digital Technology Industry”).

Art. 2 Form, Head Office

- (a) **Form.** DIGITALEUROPE is an international non-profit association governed by the provisions of Title III of the Belgian law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.
- (b) **Head Office.** DIGITALEUROPE has its seat at Rue Joseph II, 20; B-1000 Brussels, Belgium. DIGITALEUROPE may change its seat to any other location in Belgium in the Brussels area upon decision of the Executive Board to be deposited in the association’s file and published in the annexes of the *Moniteur belge*.

Art. 3 Objectives

(a) Principal Objectives and Activities

DIGITALEUROPE is dedicated to improving the business environment for the European Digital Technology Industry, and to promoting the Digital Technology Industry’s contribution to economic growth and social progress in the European Union. As the voice and principal advocate of the Digital Technology Industry in Europe, DIGITALEUROPE promotes the collective interests of the converging information technology, communications technology and consumer electronics industries. DIGITALEUROPE seeks to participate in the development and implementation of EU policies by helping European governments and institutions to understand future technology trends and how digital technologies can contribute effectively to sustain economic performance in Europe. DIGITALEUROPE seeks to facilitate long-term business generation for the Digital Technology Industry in Europe by supporting the diffusion and usage of the information technology, communications technology and consumer electronics industries.

To that effect, DIGITALEUROPE shall have the right to exercise, alone or in collaboration with third parties, directly or indirectly, all activities related, directly

or indirectly, to its purpose. DIGITALEUROPE shall in particular develop the following activities:

- (i) initiate research for possible solutions of any problems of interest to the Digital Technology Industry in the widest possible sense, in particular those of a scientific, technical, documentary and institutional nature;
 - (ii) issue, promote and contribute to statements and opinions on Digital Technology Industry issues to national, European and international governmental bodies and institutions;
 - (iii) participate in the formulation, adoption and implementation of European public policy, legislation and regulation;
 - (iv) advocate the interests and contribution of the European Digital Technology Industry with regard to competitiveness and growth in the European Union;
 - (v) fulfill the function of representative and spokesperson of the European Digital Technology Industry vis-à-vis the institutions and governments of the European Union, the media, and other organisations and institutions where relevant.
- (b) **Principles.** In carrying out these objectives, DIGITALEUROPE will base itself on the principles of free enterprise, competition and fair trade in Europe and throughout the world and the promotion of fair and equal conditions for companies worldwide.
- (c) **Implementation.** When implementing these objectives through policy formation in Policy Groups, DIGITALEUROPE will seek consensus in accordance with the Consensus Rule set forth in the By-Laws.
- (d) **Long-term Goal.** The long-term goal of DIGITALEUROPE is to achieve the highest possible integration of the different interests of the Digital Technology Industry and its related fields.

Art. 4 Duration

DIGITALEUROPE is formed for an indefinite period.

Part 2 MEMBERSHIP

Art. 5 Members

- (a) **Legal Nature of Members.** Subject to the provisions of this Article 5, DIGITALEUROPE may accept as "Members" companies and associations legally constituted in accordance with the laws and practices of their countries of origin.

"Members" are defined to be "Member Associations" and "Member Companies" as these terms are defined hereinafter.

- (b) Associations.** DIGITALEUROPE may accept as Members non-governmental, national associations representing the Digital Technology Industry (referred to in Article 1(b), above) of a "European Country" (being defined as any country belonging to Europe in a geographic sense) ("Member Associations"), subject to the following cumulative conditions:
- (i) a maximum of three national associations per European Country shall be admitted. These associations should together cover the interests of the Digital Technology Industry at national level; and
 - (ii) there are no reasonable grounds on the basis of which it can be assumed that the prospective Member Association(s) would not fully support the objectives set forth in Article 3(a) through (d).
- (c) Companies.** DIGITALEUROPE may accept as Members companies belonging to the Digital Technology Industry (referred to in Article 1(b) above) ("Member Companies") provided that they meet the following criteria on a cumulative basis:
- (i) the company can be considered as being a significant player in the European Digital Technology Industry;
 - (ii) the company has a center of operations in at least one of the European Countries; and
 - (iii) the company is providing added industry value and is engaged in Europe in one or more of the following Digital Technology Industry activities:
 - research & development;
 - manufacturing;
 - services and content; and
 - (iv) the company is a member of at least one of the Member Associations of those European Countries where it has major operations as long as such Member Association remains an effective Member Association of DIGITALEUROPE; and
 - (v) there are no reasonable grounds on the basis of which it can be assumed that the company would not fully support the objectives set forth in Article 3(a) through (d).
- (d) Voting Rights.** For voting purposes, DIGITALEUROPE consists of two constituencies, the constituency of Member Associations and the constituency of Member Companies. Both constituencies are deemed to be of equal weight. All Members of DIGITALEUROPE vote in their respective constituencies. Member Companies shall have each one vote. Member Associations together or individually can have up to three votes per European Country as follows:

Each main Digital Technology Industry interest sector represented by the Member Associations (alone or together) in a given European Country shall have

one vote. The main interest sectors are information technology, communications technology, and consumer electronics. If in a given European Country an interest sector is represented by more than one Member Association, the Member Associations of that European Country shall decide among themselves how to allocate the available vote. The allocation of votes shall be adjusted if in a given European Country the number of Member Associations or represented interest sectors changes.

Art. 6 DIGITALEUROPE Membership

DIGITALEUROPE shall always consist of minimum two Members, one of which must be a Member Company and one of which must be a Member Association.

Art. 7 New Members, Admission Procedure

- (a) Application.** Associations or companies that want to become Members shall file an application for membership with the Director General. The application shall be made by using the application form developed by the Central Staff and shall be addressed via regular mail or via any other means of written communication (including e-mail).
- (b) Granting of Membership.** The Executive Board shall decide on all applications after having heard the applicant. The decision of the Executive Board shall be taken according to the quorum and majority stipulated in Article 17. The Executive Board shall inform the applicant of the decision and the reasons stated therein.
- (c) Rejection and Appeal.** The Executive Board's rejection of an application shall set forth the principal reasons underlying the decision, which reasons shall be based on the criteria setting out the eligibility for membership in Article 5 above. The applicant concerned shall have the right to appeal that decision with the committee pursuant to Article 10 (b).

Art. 8 Withdrawal

Any Member wishing to withdraw from DIGITALEUROPE shall give notice to the President of its withdrawal at least one full financial year in advance. During this period, the membership and obligation to pay fees shall remain unaffected.

Art. 9 Exclusion

Any Member that does not comply with the Statutes or the rules and regulations, including any By-Laws, issued pursuant to the Statutes or does not anymore fulfil the membership conditions, can be excluded by a decision of the Executive Board, provided the reasons are stated in that decision and that the Member concerned shall have had the right to present its defense prior to the entry into force of the decision. The Member shall have the right to appeal the decision with the General Assembly. In the case of such appeal, exclusion shall not occur and the decision shall not enter into force until the General Assembly has confirmed the decision to exclude the Member with a majority of three quarters of the votes

of the Member Associations present or represented and three quarters of the votes of the Member Companies present or represented, in which event the decision to exclude the Member shall be final and binding. The decision which shall state the principal underlying reasons shall be communicated by the Executive Board to the Member concerned.

Art. 10 End of Membership, Dispute Resolution

- (a) End of Membership.** A Member who ceases to be a Member of DIGITALEUROPE through withdrawal, exclusion or any other cause shall have no claim to DIGITALEUROPE's funds; such Member shall remain liable for the subscription fee of the current financial year.
- (b) Dispute Resolution.** Any disputes arising out of or in connection with membership applications or any other membership issues, shall be resolved finally and with binding force by a committee to be appointed annually by the General Assembly in accordance with the quorum and voting requirements of Article 13.

Part 3 GENERAL ASSEMBLY

Art. 11 Powers of the General Assembly

- (a) Powers.** The assembly of all Members ("General Assembly") shall have full powers to achieve the objectives stated in Article 3 (a) through (d) and to ratify the vision and strategy of DIGITALEUROPE. In particular, the General Assembly shall have the powers to:
 - (i) set subscription fees;
 - (ii) approve annual budgets and financial accounts;
 - (iii) elect and dismiss the members of the Executive Board (incl. the President and the Vice-President);
 - (iv) appoint and dismiss the Director General upon proposal by the Executive Board;
 - (v) approve the Executive Board's proposals for the policies of DIGITALEUROPE;
 - (vi) amend these Statutes and adopt and amend By-Laws;
 - (vii) set up policy groups and working groups subject to the provisions of Article 21;
 - (viii) dissolve DIGITALEUROPE;
 - (ix) decide on the appointment of an auditor.

- (b) **Delegation of Powers.** Except for the powers which exclusively belong to the General Assembly according to Title III of the Belgian law of 27 June 1921 on non-profit associations, international non-profit associations and foundations, the General Assembly may delegate these powers to another committee or board of Members, it being understood that the General Assembly can revoke or modify such delegation as well as any decision taken on the basis of such delegation at any time without notice or cause.

Art. 12 Composition of the General Assembly

The General Assembly shall be composed of all the Members of DIGITALEUROPE. Each Member is represented by one delegate ("Member Representative"). Provisions concerning the registration of Member Representatives and alternates for Member Representatives (if any) shall be outlined in the By-Laws. A Member can also be represented in a General Assembly by another Member of its constituency, provided that this representation has been registered in the manner set forth in the By-Laws and that such Member does not represent more than two Members in total.

Art. 13 Quorum, Majority

- (a) **Quorum.** Unless otherwise provided by these Statutes, the General Assembly can only take decisions if more than half of the Member Associations and more than half of the Member Companies are present or represented at a meeting. If this condition is not met at a meeting, the President shall call another meeting pursuant to Article 14 with the same agenda within the following three months, which meeting shall constitute a quorum regardless of the number of Members present or represented, provided, however, that this has been clearly stated in the convocation of this second meeting.
- (b) **Majority.** Unless otherwise provided by these Statutes, for all decisions of the General Assembly a majority of two third of the votes of the Member Associations present or represented and two third of the votes of the Member Companies present or represented is required. Blank votes, invalid votes and abstentions shall not be counted.

Art. 14 Meetings, Agenda

- (a) **Meetings and Agenda.** The General Assembly shall take decisions in ordinary or extraordinary meetings. The President of DIGITALEUROPE as chairman of the General Assembly, or in his/her absence the Vice-President, shall call an ordinary meeting of the General Assembly at least once a year. The President, or in his/her absence the Vice-President, is obliged to convene an extraordinary meeting upon written request to the Executive Board of Members representing at least 20% of the votes of all Members. Except for meetings pursuant to Article 29 (a), meetings shall be called by the President, or in his/her absence the Vice-President, with one month' prior written notice communicated via regular mail or via any other means of written communication (including e-mail) to every Member. The notice shall contain an agenda for the meeting and identify and

specify with sufficient detail the matters on which votes shall be cast. An item has to be included on the agenda of the General Assembly on the request of Members representing at least 20% of the votes. Physical meetings shall be held at the seat of DIGITALEUROPE or such other venue as may be specified in the invitation. Written minutes of the General Assembly including all resolutions shall be taken by an Executive Board member to be assigned by the President and shall be sent to all Members without undue delay after each meeting. The resolutions shall be registered and filed by the Director General at the seat of DIGITALEUROPE.

(b) Meetings via written procedure

In exceptional cases and when the urgency of the matter so requires, the General Assembly may make decisions by a written procedure. To that effect, the President or, in his/her absence, the Vice-President, shall send the proposed resolutions to all Members via regular mail or via any other means of communication he/she deems fit (including e-mail). The proposed resolutions shall be accompanied by a memorandum prepared by the President, or in his/her absence, the Vice-President, setting forth the reasons which have led to the use of the written procedure, as well as the context of the proposed resolutions. The proposed resolutions shall be deemed adopted if within ten working days after having been sent, the number of duly completed written communications returned to the President by the Members is sufficient to meet the quorum and voting requirements set forth in the present Statutes.

(c) Meetings via video-conference, telephone conference and Instant Messaging services

In exceptional cases and when the urgency of the matter so requires, the General Assembly may be held and decide by modern means of telecommunication that allow Members to directly hear each other and to directly speak to each other, such as telephone or video conference. In the same context, the General Assembly may also be held and decide by modern means of telecommunication that allow Members to directly converse in writing with each other, such as via Instant Messaging services. Further details regarding these procedures shall be specified in the By-Laws.

Part 4 EXECUTIVE BOARD

Art. 15 Executive Board

(a) Functions. DIGITALEUROPE shall be governed by a board (“Executive Board”) in accordance with decisions reached by the General Assembly. In addition to the functions and powers mentioned in these Statutes, the Executive Board shall also have the power to:

- (i) form and propose policies for the approval of the General Assembly in order to promote the objectives of DIGITALEUROPE;

- (ii) set future priorities, adopt pro-active plans and final positions;
 - (iii) accept new Members;
 - (iv) appoint chairmen of policy groups and working groups upon proposal from the relevant group as set forth in Article 21;
 - (v) co-ordinate the work of policy groups and working groups and the advisory policy group (if any) established in accordance with Articles 20 and 21;
 - (vi) prepare and file for acceptance by the General Assembly the annual budget and accounts pursuant to Article 27;
 - (vii) propose for resolution by the General Assembly By-Laws pursuant to Article 28;
 - (viii) exclude Members according to Article 9;
 - (ix) manage the assets of DIGITALEUROPE.
- (b) **Executive Board members.** The Executive Board shall be composed of a minimum of 12 but not more than 20 individuals, including the President and the Vice-President (“Executive Board members”). Unless specifically otherwise provided herein, the terms and conditions applying to the other Executive Board members shall also apply to the President and the Vice-President.
- (c) **Elections.** The Executive Board members shall be elected by the General Assembly from the lists of candidates submitted to the General Assembly by the constituency of Member Associations and the constituency of Member Companies. The General Assembly shall elect the same number of candidates from each list provided that there are in total not more than 20 but at least 12 Executive Board members elected. In the event that a constituency submits a list of candidates with fewer than six candidates or that the General Assembly elects fewer than six candidates from a proposed list, the General Assembly shall attempt to elect directly from among the Members belonging to the constituency where the shortfall occurs, as many individuals as are needed to appoint an Executive Board with the minimum number of members.
- (d) **Term.** The initial term of an Executive Board member shall be two years. Thereafter an Executive Board member can be re-elected consecutively for an additional two-year mandate. Upon completion of the two terms, there shall be a two-year grace period before an Executive Board member can be re-elected.
- (e) **Provisional Board members.** If an Executive Board member ceases to be a member during his/her term, for whatever reason, he/she shall be replaced as set forth herein. The Member Company or Member Association whose appointee the Executive Board member was, shall propose for approval by the remaining Executive Board another individual as replacement. Failing such approval, the Member Company or Member Association shall propose further individuals until Executive Board approval for the proposed replacement is obtained. Such

approved replacement shall act as provisional Executive Board member until the next Executive Board election.

- (f) **Dismissal.** The General Assembly can dismiss the Executive Board members at any time.

Art. 16 Meetings

The Executive Board shall meet at least four times a year upon convocation of the President or, in his/her absence, the Vice-President. The Executive Board members shall be duly notified of a meeting by way of a written notice communicated via regular mail or via any other means of written communication (including e-mail). The notice shall contain an agenda for the meeting and identify and specify with sufficient detail the matters for which a vote will be required. Further details may be regulated in By-Laws. In case an Executive Board member is unable to participate in a meeting, such Executive Board member can also nominate, and be represented by, another Executive Board member of the same constituency, provided, however, that no Executive Board member can represent more than one other Executive Board member. Details for the registration of such a representation shall be set forth in the By-Laws. A meeting of the Executive Board shall be validly constituted even if all or some of the Executive Board members are not physically present or represented, but participate in the deliberations via any modern means of telecommunication that allow Executive Board members to directly hear each other and directly speak to each other, such as a telephone or video conference. A meeting of the Executive Board shall also be validly constituted even if all or some of the Executive Board members are not physically present or represented, but participate in the deliberations via any modern means of telecommunication that allow Executive Board members to directly converse in writing, such as via Instant Messaging services. In such cases, the Executive Board members will be deemed present. A dated document signed by all Executive Board members and recorded or inserted in the register of minutes shall equal a decision of the Executive Board. Resolutions of the Executive Board shall be filed by the Director General at the seat of DIGITALEUROPE.

Art. 17 Quorum, Majority

- (a) **Quorum.** The Executive Board is properly convened if at least half of the Executive Board members of the Member Companies and the Member Associations, respectively, are present or represented.
- (b) **Majority.** The first priority is to reach decisions by consensus. In case of voting, each Executive Board member shall possess one vote. A majority of two thirds of the votes of the Executive Board members present or represented is required for the taking of decisions.

Part 5 PRESIDENCY, VICE-PRESIDENCY

Art. 18 Election

The General Assembly of DIGITALEUROPE shall elect two candidates from the lists of candidates drawn up pursuant to Article 15 (c) with the functions and powers set forth below in Article 19 (“President” and “Vice-President”), whereby the President and Vice-President shall always come from different constituencies.

Art. 19 Functions and Powers

- (a) **Functions.** The President or, in his/her absence, the Vice President, shall preside over the meetings of the General Assembly and of the Executive Board as its Chairman. He/she shall have charge over the proper functioning of DIGITALEUROPE, in accordance with and pursuant to its Statutes and By-Laws, and the carrying out of the decisions taken by the General Assembly and the Executive Board.
- (b) **Powers.** The President or, in his/her absence, the Vice-President, shall have the power to represent DIGITALEUROPE as regards policy matters.

Part 6 ADVISORY POLICY GROUP, POLICY GROUPS AND WORKING GROUPS

Art. 20 Advisory Policy Group

Subject to further details set forth in the By-Laws, the Executive Board shall be empowered to establish, from time to time, advisory policy groups. Such advisory policy group shall be open also to high-level representatives and experts not being Executive Board members.

Art. 21 Policy Groups and Working Groups

The Executive Board may set up policy groups and initiate working groups. In exceptional circumstances, policy groups and working groups may also be set up by the General Assembly. Policy groups and working groups shall in all matters concerning their composition, mandate, powers and duration be governed by the By-Laws. The Executive Board, on proposals submitted by the policy groups, shall appoint the Chairman for them.

Part 7 CENTRAL STAFF, DIRECTOR GENERAL

Art. 22 Central Staff, Director General

- (a) **Central Staff.** DIGITALEUROPE shall employ a person with the functions set out below (“Director General”) and such other personnel as may be necessary for the fulfillment of the Director General’s functions (“Central Staff”) as described hereunder.
- (b) **Director General.** The Director General shall be appointed and dismissed by the General Assembly upon proposal by the Executive Board.
- (c) **Functions.** The Director General shall manage and control the affairs of DIGITALEUROPE and shall have charge over the daily management of DIGITALEUROPE as set forth in these Statutes. In particular, the Director General:
- (i) shall be responsible for the strict observance of the rules governing consensus management in DIGITALEUROPE;
 - (ii) shall be responsible for the execution and implementation of DIGITALEUROPE's policies as determined by the Executive Board and approved by the General Assembly;
 - (iii) shall see to the strict impartiality and neutrality of the Central Staff of DIGITALEUROPE;
 - (iv) shall be responsible for the smooth functioning of the Central Staff including personnel matters and for the services provided to the Members;
 - (v) shall have an essential and coordinating role between the Executive Board, the Members, the policy groups and the working groups;
 - (vi) participates in the meetings of the General Assembly and the Executive Board; other Central Staff members, upon consultation with the President, may also participate in such meetings;
 - (vii) shall be responsible for the execution of the approved budget.

The Executive Board shall further specify the functions and powers of the Director General.

Part 8 LEGAL REPRESENTATION

Art. 23 Legal representation

DIGITALEUROPE shall be validly represented vis-à-vis third parties and with regard to all

judicial and extra-judicial deeds by the President acting individually or by any two Executive Board members acting jointly.

Within the framework of daily management, DIGITALEUROPE shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Director General acting individually.

None of the aforementioned persons must justify his/her powers vis-à-vis third parties.

In addition, DIGITALEUROPE shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by proxy holders duly mandated by the President acting individually or any two Executive Board members acting jointly or by the Director General acting individually.

Part 9 SUBSCRIPTIONS, ACCOUNTS, BUDGET

Art. 24 Subscription

The Members shall share the expenses of DIGITALEUROPE by way of each Member paying a subscription fee fixed annually by the General Assembly upon a proposal submitted by the Executive Board. This is without prejudice to any agreement among the Members, in accordance with the internal rules of DIGITALEUROPE, to share further costs in connection with the activities of DIGITALEUROPE.

Art. 25 Liability

Without prejudice to Article 24, the liability of the Members for acts of DIGITALEUROPE is limited to the subscription fee.

Art. 26 Financial Year

The financial year shall commence on 1st January and shall end on 31st December of each year.

Art. 27 Accounts, Budget, Auditor

The Executive Board shall submit before May 1st of every year for the approval of the General Assembly the audited accounts of the past financial year and before November 1st the budget of the following financial year.

The General Assembly shall nominate an auditor.

The auditor shall draw up a yearly report on the annual accounts of the association. This report shall be submitted to the General Assembly.

Part 10 BY-LAWS

Art. 28 Issuing of By-Laws

The General Assembly on specific proposal from the Executive Board shall issue By-Laws compatible with the provisions of these Statutes, in order to ensure the functioning of DIGITALEUROPE and its administration and/or to execute and complement the Statutes.

Part 11 AMENDMENTS, DISSOLUTION, EFFECTIVE DATE

Art. 29 Amendments to the Statutes, Dissolution

- (a) **Amendments, Dissolution.** Decisions to amend these Statutes and/or to dissolve DIGITALEUROPE must receive a majority of three quarters of the votes of the Member Associations present or represented and a majority of three quarters of the votes of the Member Companies present or represented, while for these purposes, the General Assembly shall not be deemed to be properly convened unless three quarters of the Member Associations and three quarters of the Member Companies, respectively, are present or represented at the meeting. The notice for such meeting must be sent to each Member two months in advance and, in cases of an amendment being part of the agenda, shall contain the proposed amendment.
- (b) **Liquidation.** In the event of a decision to dissolve DIGITALEUROPE, the General Assembly shall decide on the method of liquidation of DIGITALEUROPE and the destination of DIGITALEUROPE's funds pursuant to the same quorum and majority requirements as are set forth in Article 29(a). DIGITALEUROPE's funds shall be allocated to a disinterested purpose.

Art. 30 Approval by the competent authority. Publication requirements. Effective Date

If applicable, the decision of the General Assembly relating to the modification of the statutes shall require the approval of the King and be published in the Annexes to the Moniteur belge in accordance with the law. The statutory modifications which must be approved shall only enter into force after the approval by the competent authority.

Part 12 GENERAL PROVISIONS

Art. 31 Miscellaneous

All matters which are not covered by the present Statutes, and in particular the publication requirements, shall be settled in accordance with the provisions of the applicable law.

Art. 32 Language

To the extent required under Belgian law, documents and proceedings of DIGITALEUROPE shall be done in French. The working language of DIGITALEUROPE is English.

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