

**DIGITALEUROPE**

**STATUTES**

**&**

**By-Laws**

Revision 2018  
Pending Publication in Moniteur Belge

STATUTES	BY-LAWS
<b>Part 1</b> <b>NAME, SCOPE, FORM, HEAD OFFICE, OBJECTIVES, DURATION</b>	
<p><b>Art. 1 Name, Scope</b></p> <p>(a) <b>Name.</b> The name of the association is DIGITALEUROPE.</p> <p>(b) <b>Scope.</b> 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”).</p>	
<p><b>Art. 2 Form, Head Office</b></p> <p>(a) <b>Form.</b> 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.</p> <p>(b) <b>Head Office.</b> DIGITALEUROPE has its seat at Rue de la Science, 14; 1040Brussels, 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 <i>Moniteur belge</i>.</p>	

<p><b>Art. 3 Objectives</b></p> <p><b>(a) Principal Objectives and Activities</b></p> <p>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.</p> <p>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:</p> <p>(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;</p>	<p><b>(e) The Consensus Rule</b></p> <p>Members shall undertake to resolve any divergences of opinion between themselves. If unanimity is not achievable then consensus or broad majority is an acceptable basis for DIGITALEUROPE agreement on a position, a statement or a course of action.</p> <p>a. Consensus is deemed to have been achieved in the absence of sustained opposition from over ten (10) per cent of the votes cast of the Members of the relevant Group. In cases where consensus is reached, the opposition to the position may be recorded for internal DIGITALEUROPE purposes, but not reflected in published outputs.</p> <p>b. A broad majority is an acceptable basis for a DIGITALEUROPE position, and is deemed to have been achieved in the absence of sustained opposition from more than one-third of the votes cast of the Members of the relevant Group. In cases where broad majority but not consensus is reached, the opposing DIGITALEUROPE members shall have the right to have their reservations recorded. Such minority view shall be approved by the Director General and clearly noted in a published DIGITALEUROPE position or statement.</p> <p>c. In cases where broad majority on a substantive position is not reached within a reasonable timeframe – i.e. in good time to influence the decision-making process of the institution(s) involved and in accordance with the legislative and/or political timeline for the matter being discussed – a document may be prepared by the Staff outlining the conflicting views expressed in the drafting process, and providing the business, technical and/or legal</p>
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<ul style="list-style-type: none"> <li>(ii) issue, promote and contribute to statements and opinions on Digital Technology Industry issues to national, European and international governmental bodies and institutions;</li> <li>(iii) participate in the formulation, adoption and implementation of European public policy, legislation and regulation;</li> <li>(iv) advocate the interests and contribution of the European Digital Technology Industry with regard to competitiveness and growth in the European Union;</li> <li>(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.</li> </ul> <p>(b) <b>Vision.</b> A European Union that nurtures and supports digital technology industries, and that prospers from the jobs we provide, the innovation and economic benefits we deliver and the societal challenges we address.</p> <p>(b) <b>Mission.</b> To foster, on behalf of our members, a business, policy and regulatory environment in Europe that best realises our vision. We will achieve this by working as positive partners with the European Institutions and other European and global bodies and, through our national trade associations, the member states of Europe.</p> <p>(c) <b>Values.</b></p>	<p>rationale for each view. The document will be approved by the Director General and the Group Chair, and communicated externally in the usual manner.</p> <p>Members undertake to only sustain opposition to consensus or broad majority view in situations where, in their view, their own highly important interest is threatened. The reason for their reservations must be stated, in a formal communication to the relevant Group Chair, with copy to the Director General.</p> <p>Position of a subset of Members</p> <p>Members that represent a subset of business interests within DIGITALEUROPE’s membership may prepare and publish their own positions on issues which are only, or mainly, of concern to them, and they may do so in the name of DIGITALEUROPE. The pre-conditions for doing so are that such positions are not in conflict with general principles adhered to and defended by DIGITALEUROPE and that in case of potential areas of conflict with other DIGITALEUROPE represented business interests, those interests are given the timely opportunity to enter and to state a reason for a reservation as described above, and that when relevant, it is specified that these views are put forward mainly in the interest of one specific part of the industry. Such minority positions shall be submitted to the Director General for final approval.</p> <p>The above rule is designed to enable meaningful, and not lowest common denominator, positions to be established that are consistent with DIGITALEUROPE’s Objectives.</p>
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Authoritative	DIGITALEUROPE is recognised for its expertise. We are the primary trusted source of information for policy makers.
Collaborative	DIGITALEUROPE facilitates good dialogue internally and with institutions and peer organisations.
Decisive	DIGITALEUROPE comes to conclusions and sticks to them. Whilst we seek consensus at all times we are resolute in our final decisions.
Innovative	DIGITALEUROPE looks beyond the “now”, we create the future. We tell stakeholders what’s next.
Integrity	DIGITALEUROPE is a trusted and reliable partner. We promote respect inside the organisation (between members and from members to staff). We are transparent and consistent with our objectives.
Quality	DIGITALEUROPE is thorough in its initiatives. We ensure quality in all aspect of our work to be effective and reach our objectives. DIGITALEUROPE strives for continuous improvement and to be a benchmark for other organisation.

<p>Service oriented</p>	<p>DIGITALEUROPE provides a great working experience for members, stakeholders and staff. We respond to members needs within the agreed vision and mission. We are respected by members for our service.</p>	
<p>(d) <b>Principles.</b> 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.</p> <p>(e) <b>Implementation.</b> When implementing these objectives, DIGITALEUROPE will seek consensus in accordance with the Consensus Rule set forth in the By-Laws without prejudice to deviating provisions in the Statutes or By-Laws.</p>		
<p><b>Art. 4 Duration</b></p> <p>DIGITALEUROPE is formed for an indefinite period.</p>		
<p><b>Part 2 MEMBERSHIP</b></p>		
<p><b>Art. 5 Members</b></p> <p>(a) <b>Legal Nature of Members.</b> 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.</p>		<p>Members undertake to pursue in their work for DIGITALEUROPE only the interests of the Digital Technology Industry even if their company or national association has a broader scope.</p>

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

**(b) Associations.** DIGITALEUROPE may accept as Members 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 condition:

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

**(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 centre 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

<p>(iv) the company is a member of at least one of the Member Associations of those European Countries where it has major operations; and</p> <p>(v) there are no reasonable grounds on the basis of which it can be assumed that the company would not fully support the objectives.</p> <p><b>(d) Voting Rights.</b> 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:</p> <p>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.</p>	
<p><b>Art. 6 DIGITALEUROPE Membership</b></p>	



<p>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.</p>	
<p><b>Art. 7 New Members, Admission Procedure</b></p> <p>(a) <b>Application.</b> 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 by any means of written communication (including e-mail).</p> <p>(b) <b>Granting of Membership.</b> The Executive Board shall decide on all applications. The decision of the Executive Board shall be taken according to the quorum and majority stipulated in Article 17. The Director General shall inform the applicant of the decision and the reasons stated therein.</p> <p>(c) <b>Rejection and Appeal.</b> 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).</p>	
<p><b>Art. 8 Withdrawal</b></p> <p>Any Member wishing to withdraw from DIGITALEUROPE shall give notice to the Director General of its withdrawal at least one full financial year in advance. During this period, the membership and obligation to pay fees shall remain unaffected.</p>	

<p><b>Art. 9 Exclusion</b></p> <p>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.</p>	<p>This includes failure to pay the subscription fee.</p>
<p><b>Art. 10 End of Membership, Dispute Resolution</b></p> <p>(a) <b>End of Membership.</b> 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.</p> <p>(b) <b>Dispute Resolution.</b> 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.</p>	<p>The General Assembly may ask the Executive Board to act as the Dispute Resolution Committee.</p>

**Part 3  
GENERAL ASSEMBLY**

**Art. 11 Powers of the General Assembly Objectives**

- (a) Powers.** The assembly of all Members (“General Assembly”) shall have full powers to achieve the objectives of DIGITALEUROPE. In particular, the General Assembly shall have the powers to:
- (i) set annual membership 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 broad policy positions and priorities 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.

<p><b>(b) Delegation of Powers.</b> 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.</p>	
<p><b>Art. 12 Composition of the General Assembly</b></p> <p>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. Each Member cannot represent more than one other Member.</p>	<p>Members shall notify the Member to whom the proxy is given directly, and advise the Director General of the name of the proxy holder, prior to the meeting of the General Assembly.</p> <p>The President and/or Director General may invite guests to attend all or part of a General Assembly. Guests have no voting rights.</p>
<p><b>Art. 13 Quorum, Majority</b></p> <p><b>(a) Quorum.</b> 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</p>	

<p>present or represented, provided, however, that this has been clearly stated in the convocation of this second meeting.</p> <p>(b) <b>Majority.</b> 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.</p>	
<p><b>Art. 14 Meetings, Agenda</b></p> <p>(a) <b>Meetings and Agenda.</b> 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 any means of written communication (including e-mail) to every Member representative as defined in Article 12. 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</p>	

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 any means of communication (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) approve any expenditure over and above the agreed budget
  - (viii) propose for resolution by the General Assembly By-Laws pursuant to Article 28;

- (ix) exclude Members according to Article 9;
- (x) 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

Individuals wishing to stand for election should advise the Director General five weeks prior to the General Assembly.

If multiple National Associations from the same country wish to put forward a candidate they should agree between themselves a single candidate from that country. Members may be asked to vote electronically on lists of candidates in advance. In this case the results will be audited independently and presented for ratification at the General Assembly.



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.
- (g) **Operations Committee.** The Operations Committee is established as permanent sub-committee of the Executive Board, and advises the Director General, who is responsible of daily operations, on important operational matters. This comprises in particular:
- (i) Financial aspects of DIGITALEUROPE's operations, in particular the proposal and the remit of auditors;
  - (ii) Proposals for fee structures and rates;
  - (iii) Formulating, reviewing and monitoring the execution of the annual business plan and of the budget;
  - (iv) Implementation of strategic initiatives;
  - (v) Advice on any substantial change in services provided and activities undertaken by DIGITALEUROPE;
  - (vi) Preparation of Executive Board Meetings.
- (aa) **Members, Elections, Term.** Permanent members are the President, Vice-President, and Director General. Additionally, two members are elected from and by the members of the Executive Board, one from each of the member constituencies. Their term ends in any event at the same time as their term as Executive Board member. Article

The Director General is in charge of and responsible for the operational decisions for DIGITALEUROPE, and the sub-committee of the Executive Board has an advisory role. The Director General takes the opinions expressed by the sub-committee in consideration when making a decision.

<p>15 (d) and Article 17 apply accordingly. The Operations Committee members are elected by the Executive Board on an annual basis at the first Executive Board meeting held after the annual General Assembly, or whenever a vacancy occurs.</p> <p><b>(bb) Chairman, Meetings.</b> The Operations Committee is chaired by the Vice-President and in his/her absence, the President. It shall meet at least four times a year upon convocation of the chairman. Article 16 applies to the notification of the meeting and agenda, the representation of fellow members of the Operations Committee and the possibility to deliberate via all means of communication accordingly.</p> <p><b>(cc) Updates on the activities of the Operations Committee.</b> The Vice-President and in his/her absence the President updates the Executive Board on the activities of the Operations Committee at every meeting of the Executive Board.</p>	
<p><b>Art. 16 Meetings</b></p> <p>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 any 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</p>	<p>Members shall notify the Member to whom the proxy is given directly, and advise the Director General of the name of the proxy holder, prior to the meeting of the Executive Board.</p> <p>In their proceedings, including voting, Executive Board members shall irrespective of their personal affiliation or employment, always act in the best interests of DIGITALEUROPE and its objectives.</p>

<p>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.</p>	
<p><b>Art. 17 Quorum, Majority</b></p> <p>(a) <b>Quorum.</b> 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.</p> <p>(b) <b>Majority.</b> 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.</p>	
<p><b>Part 5</b> <b>PRESIDENCY, VICE-PRESIDENCY</b></p>	
<p><b>Art. 18 Election</b></p>	

<p>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.</p>	
<p><b>Art. 19 Functions and Powers</b></p> <p><b>(a) Functions.</b> 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.</p> <p><b>(b) Powers.</b> The President or, in his/her absence, the Vice-President, shall have the power to represent DIGITALEUROPE as regards policy matters.</p>	
<p><b>Part 6</b> <b>ADVISORY POLICY GROUP, POLICY GROUPS AND WORKING GROUPS</b></p>	
<p><b>Art. 20 Advisory Policy Group</b></p> <p>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.</p>	

**Art. 21 Policy Groups and Working Groups and other Groups**

The Executive Board may set up policy groups, working groups and groups for other purposes, such as policy related projects. 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.

The Executive Board should agree the purpose, objectives and scope of any Policy Groups and other Groups it establishes in such a way as to ensure that topics of interest to members are covered with maximum efficiency and minimum duplication, having regard to the importance of the topic, the likelihood of success and the constraints of the available resources of members and staff.

Within an agreed purpose, objectives and scope each Policy Group should agree its priorities, positions and work-plans. Each Policy Group may organize itself as it wishes to achieve its agreed objectives effectively, for example by forming permanent and/or task and time-limited sub-groups, by working with other Groups or with other associations and bodies. Formal relationships with other bodies should be arranged by the staff.

A Member can nominate any reasonable number of their staff to participate in Policy Groups subject to practical constraints of group size and effective working. Each Member can cast only one vote.

Each Policy Group should regularly review its work-plan and structure. As a working guideline topics or policy-related projects should only be added to, or remain in, a work-plan if a minimum of five members agree to actively work on the topic, and the Group as a whole and the Director General agree to its inclusion.

Policy Groups shall propose a chairperson, and two vice chairpersons, for a period of two years. Such candidates shall be employees of a Member and must not be consultants. Re-election is possible for only one further term. Appointments of the persons proposed by the Policy Groups for the office of chairperson and vice chairpersons will be made by the Executive Board who shall have regard to qualifications and experience, to the possibility of spending time and effort on the task, and to a fair and equitable distribution of responsibilities, over time, between Members.

	<p>Good governance practice should be followed in the appointment of officers within Policy Groups, e.g. issue leaders etc.</p> <p>Within the Policy Group structure the consensus rule is applied at Policy Group level.</p> <p>Other Groups The Executive Board may set up groups for other purposes, in particular policy-related projects.</p> <p>All Groups should observe the Consensus rule as set forward in the Statutes and By-Laws in Article 3.</p>
<p><b>Part 7</b> <b>CENTRAL STAFF, DIRECTOR GENERAL</b></p>	
<p><b>Art. 22 Central Staff, Director General</b></p> <p>(a) <b>Central Staff.</b> 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.</p> <p>(b) <b>Director General.</b> The Director General shall be appointed and dismissed by the General Assembly upon proposal by the Executive Board.</p> <p>(c) <b>Functions.</b> 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:</p>	<p>The Director General leads the organisation in the pursuit of its vision. He recruits, dismisses, leads, motivates, coaches and manages the staff. He develops and manages a well-governed, financially sound, high quality organization, all in accordance with the statutes and by-laws. He is responsible for ensuring a coherent external</p>

<ul style="list-style-type: none"> <li>(i) shall be responsible for the strict observance of the rules governing consensus management in DIGITALEUROPE;</li> <li>(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;</li> <li>(iii) shall see to the strict impartiality and neutrality of the Central Staff of DIGITALEUROPE;</li> <li>(iv) shall be responsible for the smooth functioning of the Central Staff including personnel matters and for the services provided to the Members;</li> <li>(v) shall have an essential and coordinating role between the Executive Board, the Members, the policy groups and the working groups;</li> <li>(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;</li> <li>(vii) shall be responsible for the execution of the approved budget.</li> </ul> <p>The Executive Board shall further specify the functions and powers of the Director General.</p>	<p>communications approach and is the primary representative and communicator to all stakeholders including the media, especially on high priority issues. He directs the Central Staff to carry out their activities including those agreed in Policy Group work-plans (such as outreach and communication). He will report regularly to the President on the execution of his tasks and duties.</p>
<p><b>Part 8</b> <b>LEGAL REPRESENTATION</b></p>	

<p><b>Art. 23 Legal representation</b></p> <p>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.</p> <p>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.</p> <p>None of the aforementioned persons must justify his/her powers vis-à-vis third parties.</p> <p>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.</p>	<p>Representation on external committees will normally be a proxy of the Director General.</p>
<p><b>Part 9</b> <b>SUBSCRIPTIONS, ACCOUNTS, BUDGET</b></p>	
<p><b>Art. 24 Subscription</b></p> <p>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.</p>	



<p><b>Art. 25 Liability</b></p> <p>Without prejudice to Article 24, the liability of the Members for acts of DIGITALEUROPE is limited to the annual membership fee.</p>	
<p><b>Art. 26 Financial Year</b></p> <p>The financial year shall commence on 1<sup>st</sup> January and shall end on 31<sup>st</sup> December of each year.</p>	
<p><b>Art. 27 Accounts, Budget, Auditor</b></p> <p>The Executive Board shall submit before May 1<sup>st</sup> of every year for the approval of the General Assembly the audited accounts of the past financial year and before December 1<sup>st</sup> the budget of the following financial year.</p> <p>The General Assembly shall nominate an auditor.</p> <p>The auditor shall draw up a yearly report on the annual accounts of the association. This report shall be submitted to the General Assembly.</p>	
<p><b>Part 10 BY-LAWS</b></p>	
<p><b>Art. 28 Issuing of By-Laws</b></p>	

<p>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.</p>	
<b>Part 11 AMENDMENTS, DISSOLUTION, EFFECTIVE DATE</b>	
<p><b>Art. 29 Amendments to the Statutes, Dissolution</b></p> <p>(a) <b>Amendments, Dissolution.</b> 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.</p> <p>(b) <b>Liquidation.</b> 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.</p>	

<p><b>Art. 30 Approval by the competent authority. Publication requirements. Effective Date</b></p> <p>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.</p>	
<p><b>Part 12 GENERAL PROVISIONS</b></p>	
<p><b>Art. 31 Miscellaneous</b></p> <p>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.</p>	<p>Members shall be obliged to observe and respect the confidentiality of all internal data, information and communications (including draft position papers) which may come to their knowledge as a result of their DIGITALEUROPE membership and related activities. In particular Member shall, both during and for a period of two years following termination (for whatever reason) of their membership in DIGITALEUROPE:</p> <ul style="list-style-type: none"><li>(i) keep private and confidential;</li><li>(ii) not disclose or pass on to any third party; and</li><li>(iii) not use (whether for its own purpose or benefit of that of any third party) any confidential information of DIGITALEUROPE or another Member save as expressly permitted by DIGITALEUROPE or such Member, and/or save to the extent that such information: is in or enters the public domain other than through a breach by it of any provision of the Statutes or these By-Laws; or is disclosed strictly as required by law.</li></ul>

<p><b>Art. 32    Language</b></p> <p>To the extent required under Belgian law, documents and proceedings of DIGITALEUROPE shall be done in French. The working language of DIGITALEUROPE is English.</p>	