

Statutes

Statutes of the European Internet Forum (EIF) asbl

Brussels, 8/10/2014

The founding members of the European Internet Forum are:

Mr James Elles, former Member of the European Parliament, Rue Camille Lemonnier 70, 1050 Brussels

Mrs Erika Mann, former Member of the European Parliament, c/o Facebook, 11 Rond Point Schuman, 1040 Brussels

Mrs Elly Plooi-j-van Gorsel, former Member of the European Parliament, Plantage 25, 2377AA Oude waterweg

Index

Title I. Name, form, registered office, duration

Title II. Purpose

Title III. Members

Title IV. General Assembly

Title V. Board of Management

Title VI. Steering Committee

Title VII. Programming Committee

Title VIII. Internal regulations

Title IX. Fees, financial year, annual accounts, budget, liability

Title X. Amendment - Dissolution and liquidation

Title XI. Miscellaneous provisions

TITLE I

NAME, FORM, REGISTERED OFFICE, DURATION

Article 1: Name

The association has as its name "European Internet Forum", abbreviated "EIF".

Article 2: Form

European Internet Forum is a non-profit association governed by the provisions of Title I of the Belgian law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

Article 3: Registered Office

The registered office of the European Internet Forum is established in Belgium, within the judicial district of Brussels, at the following address: Avenue des Arts 56, 1000 Brussels. (Register legal persons - RPL Brussels).

The General Assembly can transfer the address of the registered office to any other place located in Belgium.

Article 4: Duration

The European Internet Forum is established for an indefinite period of time and can be dissolved at any time in conformity with article 35 of these statutes.

TITLE II

PURPOSE

Article 5: Purpose

The purpose of the European Internet Forum is to contribute to the development of appropriate public policies on the European and global levels, seeking to promote the development and use of information and communication technologies, notably those relating to the Internet. The European Internet Forum puts its priority on problems and actions fitting within the framework of the European Union.

The European Internet Forum may take all actions directly or indirectly related to its purpose. It may notably lend its assistance to and take an interest in any activity related to its purpose.

TITLE III

MEMBERS

Article 6: Members

6.1. Subject to the provisions of this article 6, the European Internet Forum may accept as "Members" legal entities legally constituted in accordance with the laws and practices of their countries of origin and natural persons.

The European Internet Forum is composed of 2 main categories of Members, being "Effective Members" and "Other Members":

a) Effective Members

"Effective Members" are defined to be "Business Members" and "Associate Members" as these terms are defined hereinafter.

The European Internet Forum may accept as a Business Member, being a commercial or industrial company widely represented in Europe, who is ready to subscribe to the EIF purpose.

The European Internet Forum may accept as an Associate member, being a commercial or industrial association or an association of individuals (such as non-governmental organizations, business associations, academic institutions, and other private or public institutions) that is likely to contribute constructively to the EIF purpose.

b) Other Members

"Other Members" are defined to be "Political Members" as this term is defined hereinafter.

The European Internet Forum may accept as a Political Member, being any natural person who is a member of the European Parliament, and who wishes to subscribe to the EIF purpose.

6.2. The number of Members is unlimited but cannot be fewer than 3 Political Members and 3 Business Members.

Article 7: New Members

7.1. Application - All applications for membership are addressed in writing to the Chief Executive Officer (CEO) of the European Internet Forum and are approved by decision of the Board of Management, upon proposal of the Steering Committee.

7.2. Granting of membership - The decision of the Board of Management shall be taken according to the quorum and majority stipulated in article 19 of these statutes. The CEO shall inform the applicant of the decision of the Board of Management and the reasons stated therein. The membership starts with the communication by the CEO of the Board of Management's affirmative decision to the applicant.

7.3. Rejection and appeal - The Board of Management'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 6 above. The applicant concerned shall have the right to appeal that decision with the General Assembly.

The General Assembly shall decide about this appeal at the first ordinary or extraordinary meeting of the General Assembly.

Article 8: Rights and obligations

Obligations of the Members: all of the Members are obliged to adhere to the objectives of the European Internet Forum. Business Members and Associate Members are obliged to pay annual fees in accordance with the provisions of article 31 of these statutes.

In general, the Members shall comply with the applicable law, these statutes and the decisions taken by the bodies of the European Internet Forum in accordance with these statutes.

Article 9: Termination of membership

9.1. Automatic termination

- The capacity of Member is lost ipso jure as a result of the death of the Member or the dissolution of its legal entity.
- The membership of Political Members ceases automatically if and as soon as their membership in the European Parliament comes to an end. If - for whatever reason - their parliamentary immunity is lifted, membership is automatically suspended for this period.

9.2. Withdrawal

Any Political Member can withdraw from membership at any time and with immediate effect by giving written notice to the Board of Management of the European Internet Forum.

Any Business and Associate Member may withdraw from the European Internet Forum at the end of each calendar year and shall give written notice to the Board of Management of the European Internet Forum of its withdrawal at least 2 months in advance. During this period, the membership and obligations that follows there from, including but not limited to the obligation to pay the fee, remain in full force and effect.

9.3. Exclusion

Members may be excluded by decision of the General Assembly upon proposal of the Board of Management or the Steering Committee, even with immediate effect, in the event

- of a serious violation of the obligations as a Member as provided for in article 8 of these statutes, including but not limited to the non payment of the fees due by the Business Members or Associate Members in the month of the reminder that is sent to the Business Member or Associate Member concerned, in which case the Business Member or Associate member concerned shall be considered to have withdrawn;
- that the conditions for membership, as provided for in article 6 of these statutes, are no longer fulfilled;
- that a Member has committed an act contrary to the laws or general rules of honour or propriety governing the profession;

9.4. Effects of termination of the membership

9.4.1. Upon a finding by the Board of Management or the Steering Committee justifying a Member's exclusion, the Board of Management can suspend, until the decision of the General Assembly, the rights of the Member concerned.

9.4.2. In the event that a Business Member or an Associate Member loses the capacity of Member due to automatic termination, withdrawal, exclusion or any other cause during the course of a financial year, the annual fee shall still be owed in full.

9.4.3. A Member who ceases to be a Member of European Internet Forum through automatic termination, withdrawal, exclusion or any other cause, nor its legal successors may not assert any right to the assets of European Internet Forum.

The loss of capacity of Member includes prohibition on using his former capacity of Member in any manner.

TITLE IV

GENERAL ASSEMBLY

Article 10: Composition

The General Assembly is composed of all of the Members of the European Internet Forum (hereinafter "General Assembly").

The Business Members and Associate Members shall be represented by one delegate ("Member Representative").

A Member can also be represented in a General Assembly by another Member of its own constituency, provided that this representation has been registered. This means that any Business Member, Associate Member or Political Member can only be represented by respectively another Business Member, Associate Member or Political Member.

The meeting of the General Assembly shall be chaired by the chair of the Steering Committee, or if both are impeded, by the oldest member of by another member of the Steering Committee as mandated by the chair.

Article 11: Powers

The General Assembly has the power to:

- a) amend the statutes of the European Internet Forum and pronounce the dissolution of the European Internet Forum, in compliance with the legal provisions on the subject;
- b) appoint and dismiss the members of the Board of Management;
- c) grant discharge to the members of the Board of Management;
- d) appoint and dismiss the auditor(s), including determining their compensation;

- e) grant discharge to the auditors;
- f) exclude Members;
- g) approve the budgets and accounts each year;
- h) ratify the appointment of the Political Members, that will become members of the Steering Committee, from the lists of candidates submitted to the General Assembly by the Political Members;
- i) convert the European Internet Forum into a society pursuing a social objective;
- j) all other powers explicitly granted to the General Assembly by these statutes.

Article 12: Rights of the Members at the General Assembly

All Members shall have the right to:

- attend the meeting of the General Assembly;
- speak at the meeting of the General Assembly;
- to vote when the General Assembly takes decisions on the powers as described in article 11 of these statutes. However, the Other Members (i.e. Political Members) shall be excluded from the right to vote when the General Assembly takes a decision concerning the budgets and accounts, as described in article 11 point g) of these statutes.

All Members shall have one vote in the General Assembly.

Article 13: Quorum, majority

13.1. Quorum.

Unless the law or these statutes provide otherwise, the General Assembly shall be deemed to be composed validly if fifteen (15) % of the Members are present or represented. If the quorum is not reached at any meeting of the General Assembly, the Chair of the Board of Management shall promptly convene another meeting within four (4) weeks. This second meeting shall constitute a quorum regardless of the number of the Members present or represented.

13.2. Majority.

The decisions within the General Meeting are taken by a simple majority of the votes present or represented, unless the law, the present statutes or the by-laws provide otherwise. In the event of a tie vote, that of the session chair is preponderant.

For the avoidance of doubt, the decision on the budgets and accounts, as described in article 11 point g) of these statutes, shall require a majority of the votes of the Effective Members, excluding the Other Members.

13.3. The General Meeting grants discharge to the members of the Board of Management, unless this discharge is refused by a two-thirds majority of the votes cast during a meeting of the General Assembly where at least two-thirds of the Members are present or represented.

13.4. For amendments to the statutes and dissolution of the European Internet Forum, the provisions of article 35 of these statutes apply.

Article 14: Meetings, agenda, resolutions

14.1. The General Assembly shall take decisions in ordinary or extraordinary meetings.

The Members are convened to the General Assembly by the Chair of the Board of Management. The Chair of the Board of Management shall call an ordinary meeting of the General Assembly once a year with at least the following points on the agenda: (1) approval of annual accounts for the past financial year, (2) approval of annual budget for the current financial year.

14.2. Extraordinary General Assemblies are held whenever the circumstances so require, and each time that one-fifth of the Members call for one. In the latter case, the Chair of the Board of Management must convene a General Assembly within four weeks. If no action is taken on the request for convocation of the General Assembly within two weeks of the request, the requesting parties shall be able to make the convocation themselves in accordance with the methods for convening the General Assembly that the Chair of the Board of Management must follow.

14.3. The convocations are addressed in writing, by ordinary letter, e-mail or any other written means on behalf of the Chair of the Board of Management, sent at least four weeks before the date of the meeting of the General Assembly. The convocation shall determine the place, date and time of meeting of the General Assembly. The provisional agenda shall be specified in the convocation. Any proposal signed by one-twentieth of the Members must be placed on the agenda. If necessary, the final agenda shall be sent to all Members at least 8 days before the meeting of the General Assembly.

Topics that are not listed on the agenda shall not be treated unless all Members are present or represented and agree unanimously with the treatment of these topics.

14.4. The decisions of the General Assembly are recorded in a register of minutes, which are signed by the Chair of the Board of Management. This register is kept at the registered office where it may be consulted by all Members.

Each Member shall receive a copy of the minutes upon written request.

The decisions are brought to the knowledge of interested third parties by mail upon request.

14.5. 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 Chair of the Board of Management 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 Chair, setting forth the reasons which have lead 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 Chair by the Members is sufficient to meet the quorum and voting requirements set forth in the present statutes.

14.6. Meetings via video-conference, telephone conference and Instant Messaging services. 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 but not limited to Instant Messaging services.

TITLE V

BOARD OF MANAGEMENT

Article 15: Board of Management

15.1. Composition. The European Internet Forum is managed by a Board of Management, which shall be composed of at least 3 and a maximum of 16 individuals, provided that the maximum number of members of the Board of Management shall be lower than the amount of Effective Members of the European Internet Forum. In case of a tie vote, the Chair shall have a casting vote. Unless specifically otherwise provided herein, the terms and conditions applying to the other members of the Board of Management shall also apply to the Chair.

15.2. Elections. The members of the Board of Management shall be elected by the General Assembly from the lists of candidates submitted to the General Assembly by the Effective Members (i.e. Business Members and Associate Members). The constituency of the Business Members and the constituency of the Associate Members shall each provide a list to the General Assembly. The majority of the members of the Board of Management shall consist of candidates proposed by the Business Members.

15.3. Political Members shall be excluded from being members of the Board of Management.

15.4. Term. The term of mandate of a member of the Board of Management is set at 3 years. Thereafter a member of the Board of Management can be re-elected consecutively for additional three-year mandates.

The mandate of member of the Board of Management shall also cease if the member of the Board of Management deceases or is dismissed by the Business Member or Associate Member employing the member of the Board of Management at the moment of his/her nomination or if the member of the Board of Management withdraws from his/her mandate. In case of such cessation, the Chair of the Board of Management, acting on behalf of the Board of Management may call for a General Assembly to appoint a provisional member of the Board of Management. Such a provisional member of the Board of Management shall complete the mandate of the member of the Board of Management he/she replaces. If due to such cessation the number of members of the Board of Management shall be reduced below the minimum amount of members of the Board of Management as required by the law or these statutes, the Chair of the Board of Management shall call for a General Meeting to appoint such a provisional member of the Board of Management without delay. However, the Board of Management is always allowed to deal with current affairs.

15.5. Dismissal. The General Assembly can dismiss the members of the Board of Management at any time.

15.6. The members of the Board of Management shall not receive a remuneration.

Article 16: Powers

The Board of Management shall have the power to:

- prepare and file for acceptance by the General Assembly the annual budget and accounts pursuant to article 34 of these statutes;
- manage the European Internet Forum;
- represent the European Internet Forum for all statutory requirements with the possibility to delegate;
- confirm new Members, as recommended by the Steering Committee
- propose to the General Assembly the exclusion of a Member;
- determine the annual fee due by the Effective Members.

All powers not explicitly attributed to any other body of the European Internet Forum by the law or these statutes, shall be exercised by the Board of Management.

Article 17: Chair

The Board of Management designates from within its midst a chair, (herein "Chair").

If the Chair is impeded, his/her functions are assumed by the oldest member of the Board of Management being present.

Article 18: Meetings

The Board of Management shall meet at least twice a year upon convocation of the Chair. The members of the Board of Management 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. The notice shall be sent at least 7 days prior to the date of the meeting. Provided that all members of the Board of Management agree, they can waive for a particular meeting compliance with the notice requirements.

In case a member of the Board of Management is unable to participate in a meeting, such member of the Board of Management can also nominate, and be represented by, another member of the Board of Management.

A meeting of the Board of Management shall be validly constituted even if all or some of the members of the Board of Management are not physically present or represented, but participate in the deliberations via any modern means of telecommunication that allow members of the Board of Management to directly hear each other and directly speak to each other, such as a telephone or video conference. A meeting of the Board of Management shall also be validly constituted even if all or some of the members of the Board of Management are not physically present or represented, but participate in the deliberations via any modern means of telecommunication that allow members of the Board of Management to directly converse in writing, such as via Instant Messaging services. In such cases, the members of the Board of Management will be deemed present.

A dated document signed by all members of the Board of Management and recorded or inserted in the register of minutes shall equal a decision of the Board of Management. Resolutions of the Board of Management shall be filed at the seat of the European Internet Forum.

Article 19: Quorum and majority

(a) Quorum. Except in the cases for which particular requirements are stipulated by these statutes, two-thirds of the members of the Board of Management being present or represented is required for decision taking.

(b) Majority. The first priority is to reach decisions by consensus. In case of voting, each member of the Board of Management shall possess one vote. The decisions of the Board of Management are taken by a majority of the votes. In the event of a tie vote, that of the session chair is preponderant.

Article 20: Conflict of interest

In case that a member of the Board of Management has a conflict of interest in any decision taking by the Board of Management, such a member of the Board of Management shall notify the Board of Management of such a conflict of interest and shall abstain from taking part in that decision.

Article 21: Representation of the European Internet Forum

The European Internet Forum shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by two members of the Board of Management acting jointly.

The Board of Management can, under its responsibility, delegate the daily management of the European Internet Forum to a director or to a third party (the “Chief Executive Officer or CEO”).

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

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

Further arrangements regarding the representation of the European Internet Forum and the delegation of authorities may be dealt with in the by-laws.

TITLE VI

STEERING COMMITTEE

Article 22: Steering Committee

22.1. Composition. The Steering Committee shall consist of at least 3 and maximum 30 individuals. The members of the Steering Committee need to be either a Political Member, or a representative of a Business Member or an Associate Member, being a member of the Board of Management. Also External Personalities can be member of the Steering Committee. The criteria for the External Personalities shall be further described in the by-laws. The distribution of the mandates of the Steering Committee over the Political Members, the

members of the Board of Management and the External Personalities may be further detailed in the by-laws.

22.2. Appointment. The Political Members of the Steering Committee shall be appointed by the General Assembly from the list of candidates submitted to the General Assembly by the Political Members. Members of the Board of Management are ex officio members of the Steering Committee.. External Personalities can become members of the Steering Committee, upon invitation of the Political Members who are members of the Steering Committee.

22.3. Term. The mandate of the Political Members in the Steering Committee expires with the mandate of the European Parliament (i.e. 5 years) or when they cease to be a Member. The mandate of the members of the Board of Management in the Steering Committee expires or terminates when their mandate in the Board of Management expires or terminates. The mandate of the External Personalities in the Steering Committee expires when the mandates of the Political Members sitting at the same time in the Steering Committee expire.

The mandates of the members of the Steering Committee may be renewed.

22.4. Dismissal. The General Assembly can dismiss the members of the Steering Committee at any time.

22.5. The members of the Steering Committee shall not receive a remuneration.

Article 23: Powers

The Steering Committee shall have the power to:

- set the strategy of the EIF
- review the input from the Programming Committee;
- approve the Program of Events, based on a proposal by the Programming Committee;
- advise the Board of Management as it sees fit or as required by the Board of Management
- appoint the Programming Committee co-chairs.

Article 24: Chair

The Steering Committee designates from within its midst a chair, being a Political Member.

Article 25: Further arrangements

Further arrangements regarding the Steering Committee, including relating to its meetings, agenda, and decision taking will be dealt with in the by-laws.

TITLE VII

PROGRAMMING COMMITTEE

Article 26: Programming Committee

26.1. Composition. The Programming Committee shall consist of all Members. The Business Members and Associate Members shall appoint one or more individuals acting as their representative(s) in the Programming Committee.

26.2. Term. The mandate of a member of the Programme Committee shall continue for the duration of its membership of the European Internet Forum and shall automatically terminate when the membership of the European Internet Forum expires or terminates.

26.5. The members of the Programming Committee shall not receive a remuneration.

Article 27: Powers

The Programming Committee shall have the power to:

- Propose “Program of Events” to the Steering Committee

Article 28: Co-chairs

The Steering Committee designates two co-chairs for the Programming Committee, the first one being a Political Member, who is a member of the Steering Committee and the second one being a representative from a Business Member, who is a member of the Board of Management.

Article 29: Further arrangements

Further arrangements regarding the Programming Committee, including relating to its meetings, agenda, and decision taking will be dealt with in the by-laws.

TITLE VIII

INTERNAL REGULATIONS

Article 30: Internal regulations or by-laws

The Board of Management defines in internal regulations (or “by-laws”) the terms relating to

- its meetings
- representation of the European Internet Forum and delegation of authorities
- the meetings, agenda and decision taking by the Steering Committee and Programming Committee
- as well as all the other points that it shall deem useful to regulate.

The by-laws cannot contain any provision that is incompatible with imperative legal provisions or with the statutes of the European Internet Forum. Such incompatible provision will have no effect.

TITLE IX

FEES, FINANCIAL YEAR, ANNUAL ACCOUNTS, BUDGET, LIABILITY

Article 31: Fees

Business Members and Associate Members pay annual fees determined annually by the Board of Management. The fees may vary according to different categories of Business Members and Associate Members. Certain categories of Associate Members may be exempted from contributions at the discretion of the Board of Management.

The fees for the following year are communicated to the membership concerned at least two months before the end of the year. Members are billed in the first quarter of the year to which the fee relates. Payments are due by 1st April.

The maximum fees for the Members amount to:

Business Members: maximum 20,000 EUR

Associate Members: maximum 4,000 EUR

The Political Members shall not be to pay due any fee.

Article 32: Liability

Members of the European Internet Forum do not incur by their membership any individual or joint and several liability for the European Internet Forum undertakings and the obligations of Members are strictly limited to the amount of their fee.

Article 33: Financial year

The financial year begins on January 1 and ends on December 31.

Article 34: Accounts, Budget, Auditor

The Board of Management shall submit before May 15 of every year for the approval of the General Assembly the audited accounts of the past financial year.

The General Assembly shall nominate an auditor.

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

TITLE X

AMENDMENT, DISSOLUTION AND LIQUIDATION

Article 35:

(a) Amendments. The General Assembly shall only be able to validly decide upon an amendment of the statutes, provided that the subject of such an amendment is stated in the convocation and if two thirds of the Members are represented at the meeting. Decisions to amend the statutes must receive a majority of two thirds of the Members represented. The decision to modify the purpose or to dissolve the European Internet Forum shall require a four-fifths majority of the votes of the Members present or represented.

If two thirds of the Members are not present or represented at the meeting of the General Assembly, the Chair shall call another meeting which shall take place at the earliest on the fifteenth day following the date of the first meeting held and which meeting shall constitute a quorum regardless of the number of Members present or represented.

(b) Dissolution. The European Internet Forum shall be dissolved:

- upon decision of General Assembly pursuant to the quorum and majority requirements as are set forth in article 35 (a);
- when the number of Members is less than 3 Political Members and 3 Business Members;
- upon judicial decision.

(c) Liquidation. In all cases of voluntary or judicial dissolution, the net assets of the dissolved European Internet Forum are allocated to the organisation or organisations that succeed the European Internet Forum provided that it is devoted to a disinterested purpose or, failing that, to one or more organisations that pursue objectives similar to those of the European Internet Forum, provided that they are devoted to a disinterested purpose.

The name, profession and address of the liquidator(s) shall be published in the Annexes to the Belgian Official Journal.

TITLE XI

MISCELLANEOUS PROVISIONS

Article 36:

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

Article 37:

For everything that is not provided for either in the present statutes of the European Internet Forum or in the by-laws, the Board of Management has the power of decision, in conformity with the Act of 27 June 1921 as amended notably by the Act of 02.05.2002 and its Royal Implementing Decrees and the customs in force with regard to Associations.

Article 38:

All matters which are not covered by the present statutes shall be settled in accordance with the provisions of the applicable law.