

## Bylaws

Bylaws of the European Internet Forum (EIF) ASBL

('association sans but lucratif' - non-profit organisation under Belgian law)

All terms used with capital herein, and not defined in these Bylaws, shall have the meaning assigned to it in the Statutes of the Association.

Index

### **I. Purpose and objectives**

### **II. Membership**

### **III. Governance** (General Assembly, Board of Management, Steering Committee)

### **IV. Chair of the Steering Committee**

### **V. Programming Committee**

### **VI. Director General and Secretariat**

### **VII. Final provisions**

### **Annex 1- Board of Management Election Process**

## **I. Purpose and objectives**

Article 5 of the Statutes provides for the purpose of the Association, as further explained hereinafter. It is the objective of the European Internet Forum to be an independent, non-partisan discussion forum with legislators, policymakers and interested parties on challenges and opportunities resulting for society from the application of information and communication technologies, notably the Internet, with the aim of improving transparency and mutual understanding, hence facilitating and accelerating the process of political decision making and putting this process on an objective basis.

In doing so, the EIF strives to promote and to strengthen social and economic progress and prosperity, the cohesion of European society notably through the inclusion of all its groups into the 'Information Society', the competitiveness of European business, Europe's pluralistic cultural, educational, scientific and technological heritage and wealth, the participation of citizens in democratic decision making processes, and the freedom of expression and human rights, while respecting the multilateral, competitive and open nature of the international trading system.

The EIF seeks to develop and maintain relations with other public and private institutions interested in these issues and in particular with policy-makers outside the EU in view of the global nature of the Internet.

The EIF does not itself take positions on specific policy issues.

## **II. Membership**

### **EIF policies for specific types of companies and/or individuals**

EIF policy for law firms, consultancy companies and other professional services firms:

- Membership as Effective Member for its own account in principle is not possible.
- A staff member of a law firm, consultancy company or professional services firm may be designated by a client who is an EIF Business or Associate Member to represent it in EIF activities, but must participate under the name and on behalf of the EIF Member.
- Exceptions will be considered by the Steering Committee, notably in the case of professional ICT services firms, or more generally where the applicant brings something uniquely valuable to EIF in its own right, always provided that the criteria for membership of the Statutes are met.

EIF policy for former Political Members:

- All former MEPs who have been Political Members of EIF are welcome, upon request, to participate in all EIF events, with the exception of internal meetings.
- Should a former Political Member repeatedly request to attend EIF events, the Steering Committee may ask greater clarity about the interests s/he represents.
- Should a former Political Member become associated with an organisation which could reasonably be expected to itself become an EIF Business or Associate member, s/he will make reasonable efforts to bring that organisation into the EIF membership.
- The Steering Committee may recognise a former Political Member or a former representative of an Effective Member (Business or Associate) or other personalities who have made an exceptional contribution to EIF with the designation "Honorary Member". Honorary Members will be invited to participate in all EIF events, excluding internal meetings. Such participation is strictly in a personal capacity.

EIF policy for former MEPs and officials from European bodies:

- Former MEPs or officials acting as advisors to one or more organizations on a professional services basis fall under the EIF's policy concerning EIF membership of professional services firms.

- Former MEPs or officials may be invited on a case-by-case basis to an EIF event in light of the relevance of their previous responsibilities to the substance of the event.

EIF policy for representatives of EIF Associate members:

- Associate members can be represented at EIF by staff members and by Board members; these would represent the EIF Associate member organisation and no other.

#### Obligations and Rights of Members

All EIF Members and their representatives should make all reasonable efforts to attend the EIF meetings and to participate in EIF activities.

#### Fees

In accordance with the provisions of article 31 of the Statutes, the Board has decided that the annual fee will be as follows, as may be updated by the Board on an annual basis:

Business Members:

Standard fee: Euros 11.000

Small & medium sized\* enterprises: Euros 2.200 (\*as per EU recommendation 2003/361, companies with less than 250 employees on their payroll, an annual turnover not exceeding 50 million euros and/or an annual balance sheet total not exceeding 43 million euros, and no more than one third of their capital owned directly or indirectly by a larger company.)

Associate Membership:

Associate Members representing commercial interests and who themselves have corporate members: Euros 2.200

Associate Members representing commercial interests and who themselves have corporate members, but where one or more of these is a Business Member of EIF: Euros 1.100

Associate Members representing non-commercial interests or having no corporate members: Euros 550

The annual fee is invoiced in the first quarter of the year to which the fee is related. For new Members fees will be applied pro rata from the date of notification of membership.

For the avoidance of doubt, it is not necessary for Members to renew their membership each year since the membership continues unless terminated in accordance with article 9 of the Statutes. If a Business Member or Associate member wants to withdraw, it shall give written

notice to the Board of Management, c/o Director General of the EIF with a notice period of at least 2 months (i.e. by 1st November).

### III. Governance

The European Internet Forum has the following governing bodies:

#### **General Assembly ('Assemblée Générale')**

Political Members attend the meetings of the General Assembly in person or may give a power of attorney to another Political Member, as to be provided for a specific meeting to the Director General.

Each Business or Associate Member is represented in meetings of the General Assembly by one delegate ("Member Representative").

For the purpose of organizing their representation in the meetings of the General Assembly, Business or Associate Members have the following options:

- The Business or Associate Member nominates for each separate meeting a Member Representative on the basis of a written power of attorney specifically provided for that meeting to the CEO (Director General).
- The Business or Associate Member, upon its admission as Member, nominates a permanent Member Representative by providing a written power of attorney to the CEO. In addition, a Member can choose to nominate an alternate for its permanent Member Representative. Both the permanent Member Representative and the alternate, if any, can be changed by the Member at any time. For this purpose, Members shall communicate a new written power of attorney to the CEO, no later than one week prior to a meeting of the General Assembly in order to have the change of the permanent Member Representative and/or alternate be effective. When nominating a permanent Member Representative and an alternate, the Member shall also communicate to the CEO the address and the email address of such persons.

Voting shall be done by show of hands, or, in case of meetings via electronic means of communication, speech of voice or via electronic voting respectively. When the meeting has to decide on elections, appointments or nominations of persons or Members, the voting shall be done in a secret manner. Members shall be informed about the results of the voting, namely the total number of given valid votes and the distribution of such votes, however shall not be given access to the details of the voting.

## **Steering Committee**

The Steering Committee consists of

- Political Members, it being understood that in the Steering Committee an appropriate balance between the principal political groups represented in the European Parliament should be respected, as well as an appropriate balance between the representation of the Board of Management, taking into account its size, and the Political Members.
- The members of the Board of Management.
- External Personalities as the Political Members in the Steering Committee deem valuable and who are invited to become member of the Steering Committee by the Political Members. In case no consensus can be reached between the Political Members, they will decide by simple majority.

Criteria for the External "Personalities in the Steering Committee as provided for in article 22.1 of the Statutes:

Such personalities shall be able to significantly contribute to the EIF or to the objectives of the EIF. Membership of the Steering Committee is strictly on a personal basis. For the avoidance of doubt, external personalities can also be Honorary Members of the EIF. When considering whether or not to invite an External Personality to join the Steering Committee, the Steering Committee shall be careful to take account of any potential conflict of interest.

Meetings, agenda and decision takings:

The Steering Committee shall meet at least twice a year upon convocation of the Chair. The members of the Steering Committee 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 Steering Committee agree, they can waive for a particular meeting compliance with the notice requirements.

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

A meeting of the Steering Committee shall be validly constituted even if all or some of the members of the Steering Committee are not physically present or represented, but

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

The first priority is to reach decisions by consensus. When a vote is deemed necessary, only the Political Members present or represented shall vote, in which case a simple majority is required. In the event of a tie vote, that of the Chair is preponderant.

Should the Board of Management disagree with recommendations of the Steering Committee, the Chair of the Board shall report to the Steering Committee with an explanation of the specific matters, to be re-evaluated at the Steering Committee.

Conflict of interest:

When a member of the Steering Committee has a conflict of interest in any decision taking by the Steering Committee, such member shall notify the Steering Committee of such conflict and shall abstain from taking part in that decision. Minutes of meetings of the Steering Committee shall be distributed to all the members of the Steering Committee.

### **Board of Management ('Conseil d'Administration')**

The Board of Management consists of

- Maximum 10 persons elected by the General Assembly upon proposal by the group of Business Members. In case no consensus can be reached between the Business Members, they will decide by simple majority.
- Maximum 6 persons elected by the General Assembly upon proposal by the group of the Associate Members. In case no consensus can be reached between the Associate Members, they will decide by simple majority.

Another member of the Board of Management from the same group, being a person proposed by the Business Members or the Associate Members respectively, may represent a member of the Board of Management prevented from attending Board meetings in person.

The Members will use reasonable endeavors to respect an appropriate balance between various industry sectors and interests when presenting candidates for the Board of

Management in accordance with article 15.2 of the Statutes. The Members will also take into account the need for appropriate renewal in the Board of Management. Therefore the mandates of the members of the Board of Management should only be renewed once.

#### **IV. Chair of the Steering Committee**

The Chair of the Steering Committee shall be elected by simple majority of the Political Members of the Steering Committee.

The Chair of the Steering Committee will act as the liaison and the spokesperson for the EIF towards the outside community.

#### **V. Programming Committee**

Meetings, agenda and decision takings:

The Programming Committee shall meet at least twice a year upon convocation of the Co-chairs. The members of the Programming Committee 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 Programming Committee agree, they can waive for a particular meeting compliance with the notice requirements.

The first priority is to reach programme recommendations by consensus for consideration of the Steering Committee. In case there is no consensus among Programming Committee members present, the Programming Committee co-chairs will advise the Steering Committee of the alternatives discussed.

Minutes of meetings of the Programming Committee shall be distributed to all EIF members of the Programming Committee.

#### **VI. Director General and Secretariat**

##### **Director General**

The CEO is referred to as 'Director General' of the EIF and is appointed by the Board of Management. S/he is responsible for the day-to-day management of the EIF, for all

administrative and organisational tasks that follow from decisions of the Board of Management and if appropriate, other EIF bodies, and for managing the EIF premises.

The Director General leads the development and implementation of the overall EIF strategy and mission, and may be requested to provide ad hoc advice to the Steering Committee and Board of Management. The Director General develops and implements specific strategic plans for EIF, with special regard to membership outreach, communication and planning of activities. The Director General reports to the Board of Management and solicits their advice and guidance whenever necessary.

The Director General leads the Secretariat, oversees the work of other staff members and manages the financial resources. The Director General recommends a budget to the Board of Management annually. For the management of financial affairs the services of an outside accountant may be used.

The Director General will act as secretary for the Steering Committee, the Board of Management, the General Assembly and the Programming Committee.

The following categories describe the representation powers to be delegated to the members of the Board and the Director General. A distinction is made between Type A Powers and Type B Powers.

### **Type 'A' Powers**

All powers, except for the powers and the actions listed in the type B powers.

These powers comprise amongst others:

- the signing of the daily correspondence related to the Association's activity;
- the accepting of endorsed or registered mail addressed to the Association, as well as the receiving of postal or electronic mandates, be they international or not, addressed to the Association in the same conditions; for this purpose granting all discharges, signing all registers and all documents;
- the signing of receipts for amounts paid to the Association;
- issuing of invoices for Membership fees and contributions from the Associate Members and the collecting of the corresponding amounts;
- the signing and terminating of all purchase contracts and license agreements for software;
- the leasing and renting of all movable and immovable property for less than 9 years;
- the signing and terminating of labour contracts and of all documents pertaining to the personnel administration;



- the signing and terminating of contracts relating to consultancy services or other services provided by third parties;
- the signing and cancelling of insurance contracts and the signing of all correspondence related to the insurances of the Association;
- the granting of powers of attorney to third parties within the limits of this proxy to bind the Association;
- to this end, the passing and signing of all documents, and in general doing everything that is useful and/or necessary to manage the assets of the Association.

#### **Type 'B' Powers – Financial powers**

- with regard to current accounts of all types (regardless of the currency): a right of disposition over the assets in the account; in particular, the right to make deposits, to give payment or transfer instructions, to make withdrawals, to authorize and withdraw authorization for standing payment orders and direct debit transactions, to request and write out cheques, to hand over for collection or collect financial and/or trade documents (whether subject to effective collection, or otherwise), to close the account; to request a bank card for oneself, etc.;
- with regard to saving accounts of all types (regardless of the currency): a right of disposition over the assets in the account; in particular the right to make deposits, the right to make withdrawals, the right to close the account;
- with regard to term investments of all types (regardless of the currency): the right to give instructions to reinvest, to effect settlement, to collect interest due, to make full or partial early repayment.

#### **Attribution of Powers**

The Type A Powers are delegated to the Chair of the Board of Management and to the CEO. As far as the amount of the transaction does not exceed 20,000 Euros the powers can be exercised with the signature of the CEO, acting alone. Where the transaction in question exceeds a value of 20,000 Euros, the powers can be exercised with the signature of the Chair and the signature of the CEO, acting jointly, or when the Chair is not available, the signature of another member of the Board of Management designated by the Chair.

The Type B Powers are delegated to the Chair of the Board of Management and the CEO, in accordance with the following provisions:

As far as the amount of the transaction does not exceed 20,000 Euros, the powers may be exercised with the signature of the CEO, acting alone. Where the transaction in question exceeds a value of 20,000 Euros, the powers can be exercised with the signature of the Chair and the signature of the CEO, acting jointly, or when the Chair is not available, the signature of another member of the Board of Management designated by the Chair.

### **Secretariat**

The EIF Secretariat is composed of the CEO and one or more staff members, as the Board of Management deems fit. EIF may appoint advisors for the execution of specific tasks.

## **VII. Final provisions**

The Board of Management may, upon a recommendation from the Steering Committee, take the necessary steps for the EIF to join or collaborate with other associations when this is in conformity with the stated purpose and objectives of EIF.

The EIF financial year is identical to the calendar year.

## **ANNEX 1**

### **Board of Management Election Process**

#### **I. Nomination of candidates**

I.1. At least 10 weeks before the annual General Assembly meeting, the Chair of the Board of Management shall launch a nomination call.

The Business Members and Associate Members shall put forward candidates representing their organisation.

The constituency of the Business Members and the constituency of the Associate Members shall list all nominations for candidates within their constituency.

I.2. If the number of nominees is less than 8 for the constituency of Business Members or less than 6 for the constituency of Associate Members, a new nomination call shall be made and the nomination process will be repeated.

I.3. Nominations for candidates shall be made by e-mail to the secretariat of EIF. Each nomination for a candidate shall contain a short biography of the nominated candidate.

## **II. Vote by constituency**

II.1. Each Associate Member can select up to 6 candidates from the list of nominations within the constituency of Associate Members. Each Business Member can select up to 8 candidates from the list of nominations within the constituency of Business Members.

II.2. In case of a tie between candidates within a constituency, all candidates shall be elected, provided that the maximum number of available positions, respectively 6 for the constituency of Associate Members and 8 for the constituency of Business Members, is not exceeded.

In the event that the maximum number of available positions for a constituency would be exceeded by electing all candidates in a tie vote:

- the secretariat will invite the Members who did not yet cast a vote to do so within an extended deadline;
- if the tie-vote persists, the relevant constituency shall vote between the tied candidates;
- should the tie-vote persist, the Chair of the Steering Committee shall vote to break the tie-vote.

II.3. Voting shall be secret, and by e-mail to the secretariat of EIF.

II.4. The secretariat shall compile a list of the elected candidates by number of votes received (hereafter “Ranked List”) and shall compile an alphabetical list of the elected candidates (hereafter “Shortlist”), for each constituency. The Shortlist for the constituency of Business Members shall include the top 8 candidates in said constituency. The Shortlist for the constituency of Associate Members shall include the top 6 candidates in said constituency.

## **III. General Assembly vote**

III.1. The Shortlist for each constituency shall be submitted to the General Assembly.

III.2. The members of the Board of Management shall be elected by the General Assembly from the lists of candidates submitted to the General Assembly in accordance with articles 13 and 14.5 of the Statutes, through written procedure.

III.3. Each vote shall be secret, and shall be cast by e-mail.

III.4. The decision of the General Assembly shall include the term for which the Board members are elected.

III.5. If a quorum for valid decision making in accordance with the Statutes is not reached, a new vote of the General Assembly shall be organised.

III.6. If a quorum for valid decision making in accordance with the Statutes is reached but no majority is reached for the candidates of one or both lists, the Chair of the Board shall consult members of the relevant constituency and a new constituency vote and General Assembly vote shall be organised in accordance with sections II and III of this Annex 1.

#### **IV. Early termination of a Board Member's mandate**

IV.1. In the event of an early termination of a member of the Board, the Chair of the Board, acting on behalf of the Board, may call for a General Assembly to appoint a provisional member of the Board of Management.

IV.2. The General Assembly shall in first instance elect from the Ranked List a provisional member of the Board, taking in to account the preference expressed by the votes of the Members.

If no candidates from the Ranked list are available or if the General Assembly decides not to elect a candidate from the Ranked list, the Chair of the Board shall consult the constituency, respectively the constituency of the Associate Members or the constituency of the Business Members, depending on the constituency of the member of the Board whose mandate was terminated, to propose a new replacement.

IV.3. The vote of the General Assembly shall take place in accordance with articles 13 and 14.5 of the Statutes.