

TELECENTRE-EUROPE

STATUTES

Part I. Name, definitions, fields of application, form, head office, objects, duration

Article 1. - Name, definitions, field of application

(a) Name

The association's name is Telecentre-Europe.

All acts, invoices, advertisements, publications and other documents created by the international non-profit association mention its title immediately preceded or followed with the words « association internationale sans but lucratif » in French or « internationale vereniging zonder winstoogmerk » in Dutch or abbreviation “AISBL” or “IVZW”, as well as the address of the seat of the Association.

(b) Definitions

(i) *Telecentre (or télécentre, telecentre, telecentar, etc)*

A Telecentre is a publicly accessible place where people can get help to access computers and the internet that enable them to gather information, create, learn, and communicate with others. Telecentres can be organized into networks.

(ii) *European zone*

Telecentre-Europe covers a geographical area representing Europe in the broad sense. The General Assembly can decide to include organizations from other bordering countries.

(iii) *Fields of application*

Telecentre-Europe joins together and represents the interests of the telecentres and networks of telecentres of the European zone.

Article 2. - Form, Head office

(a) Form

Telecentre-Europe is a non-profit international association governed by the provisions of Title III of the Belgian law of June 27, 1921 on non-profit associations, non-profit international associations and foundations.

(b) Head office

The head office of Telecentre-Europe is located rue du Méridien, 20 in B-1210 Brussels, Belgium. The seat can be transferred to any other place in Belgium by resolution of the

Board, to be published in the Appendices of the Belgian Monitor and to be communicated to the Federal Public Service Justice within the month of the decision.

Article 3. - Main goals and activities

(i) Main goal

The main goal of Telecentre-Europe AISBL is to increase the impact, effectiveness and profile of its members, and thereby improve the quality of life, employability and social and civic participation of the citizens they serve.

(ii) Main activities

The principal activities that Telecentre-Europe AISBL will carry out is as follows

- Promote the exchange and sharing of resources, skills, competences and knowledge between its members.
- Promote and defend the collective interests of its members to institutional and private stakeholders, and policy makers.
- Support and inform its members in all matters of an administrative, operational or technical nature.
- Respond to European and international calls for projects in the interests of its members.
- Organize international events, such as conferences, conventions, seminars, workshops or symposiums related to the scope and goal of the association.
- Contract with members for the delivery of projects or activities related to the scope and goal of the association.
- Distribute funding for example through the issuing of grants for projects or activities related to the scope and goal of the association.
- Commission, undertake, or participate in research related to the scope and goal of the association.
- Support the development and the implementation of European, regional or global information society, technology or other societal policies.
- Help governments, institutions and agencies to understand the needs of citizens with regards to digital skills and competences.
- Hold reserves to carry out actions related to the scope and goal of the association.

The Association 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 not only in Belgium, but also abroad.

Article 4. - Duration

Telecentre-Europe is formed for an indefinite period and can be dissolved anytime in accordance with article 19 of these statutes.

Part II. Members of the Association

Article 5. - Composition

The AISBL is composed of members and associated members, made up of persons who share the aims and objectives of the association.

The admission of new members in the two categories is subject to the following conditions:

- members can be telecentres and networks of telecentres that are geographically located in the European zone (see definitions of article 1).
- associated members can be any person, association, organisation or company wishing to support the activities of Telecentre-Europe.

Any application to become an effective or associated member will be sent in writing to the Managing Director in a form that can be prescribed by the Board. It will include the statutes to which members agree to comply and will be subjected to the Board which will decide on the admission or the rejection of the candidature at any meeting following the reception of the candidature.

Once the Board has reached a decision, the Managing Director will inform in writing any candidate either of his admission, or of the rejection of his candidature. The AISBL is not held to communicate the reasons why a candidate is refused.

Article 6. - Voting rights

Each member, except for associated members, has one vote on each resolution or any other decision making process in the General Assembly. Associated members only have an advisory voice.

Article 7. - Membership fee

The members pay an annual fee fixed by the General Assembly on proposal of the Board. Members who have not paid their yearly membership in due time lose their voting rights and all benefits of membership. The due date of membership fee payment is determined by the Board.

Article 8. - Liability of the members

Members as well as associated members do not incur any individual liability due to the commitments taken in the name of the AISBL and the liability of each member is limited to the amount of their fee and their contribution to the spending related to the management of the association for the surplus. The rights and obligations of the members and associated members are as determined by these statutes.

Article 9. - Withdrawal of the members

The members and associated members are free to withdraw from the AISBL anytime by addressing a letter of notification to the Managing Director. However, the withdrawal will not

take effect before the expiry of the financial year. For this period of notice, the outgoing member will keep its rights and will assume its financial obligations with respect to the AISBL for this period.

Article 10. - Exclusion of the members

The exclusion of a member of the AISBL, effective or associated, can be proposed by the Board, after having heard the defense of the member who is proposed to be excluded and is, if necessary, decided by the General Assembly by the majority of two thirds of the members present or represented. The Board can suspend the rights and duties of the person who is proposed to be excluded until the decision of the General Assembly.

Article 11. - Consequences of resignation or breaking compliance with the statutes

The member, which ceases belonging to the AISBL by resignation, exclusion or for any other reason, has no rights on the social funds of the association. It cannot claim or require statements of account nor inventory or affixing of seals on the goods of the association. In no case an outgoing or excluded member will be able to claim a refund of any of their contributions paid.

Part III. General Assembly

Article 12. - Powers of the General Assembly

The General Assembly has the plenitude of powers to realize the goals and activities of the association.

In particular, it has the ultimate power over:

- the approval of the proposals of the Board concerning the priorities of the association, its activities and development areas;
- the amendment of the statutes, except for the changing of the head office;
- the nomination and dismissal of the members of the Board and, if applicable, of the financial controllers;
- the approval of the budgets and annual accounts;
- the discharge of the members of the Board and, if applicable, of the financial controllers;
- the adoption and amendment of the bylaws;
- the determination of the amounts of the fees;
- the voluntary dissolution of the association;
- the exclusion of a member.

Article 13. - Delegation of powers

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

Article 14. - Composition of the General Assembly

The General Assembly shall be composed of all the members of Telecentre-Europe AISBL.

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 bylaws.

A Member can also be represented in a General Assembly by another Member, provided that this representation has been registered in the manner set forth in the bylaws and that such Member does not represent more than two Members in total.

Article 15. - Functioning of the General Assembly

The General Assembly meets every year.

The General Assembly can be convened by the Board in extraordinary assembly each time the interest of the AISBL requires it. It also must be convened when at least one third of the members request it.

Any General Assembly is held on the day and at place indicated in the invitation. The day and the hour of the holding of the assembly will be determined during the preceding General Assembly. Decisional capacity concerning the day and the hour of the holding of the annual General Assembly can be delegated by the General Assembly to the Board. The meetings in physical presence of the participants will be held at the head office of Telecentre-Europe AISBL or at any other address specified in the invitation.

All the members must be invited to attend the General Assemblies on the website of the organization, in writing by email, or via publications.

All correspondence relating to the General Assembly are sent by the Chair of the Board at least two months before the date of meeting of the assembly. Motions and working items suggested by the members will have to reach the Board at least one month before the holding of the General Assembly. The agenda and other relevant documents will be sent to the members, at least fourteen days before the holding of the General Assembly. However a meeting can be convened within a shorter lapse of time with the assent of all the members, however never less than within eight days.

The General Assembly is chaired by the Chair or, in case of absence , by the Deputy Chair. If neither are present, the attending members will elect a Chair among themselves.

Article 16. - Quorum of presence and majority

The General Assembly is quorate if more than half of the members are present or represented. If half or less than half of the members are present or represented, a second assembly will be held with the same agenda within the following three months, which meeting shall constitute a quorum regardless of the number of Members present or represented, provided, however, that this has been clearly stated in the invitation of this second meeting.

The General Assembly cannot make a decision on any subject that is not on the original agenda.

Any resolution will be submitted to the vote by show of hands, in accordance with the procedure provided for by the bylaws, unless members request other procedures. Any member present or represented will dispose of one voice, provided it is in good standing with his contribution.

Notwithstanding the provisions of article 19 below, the resolutions are taken by simple majority of the members present or represented.

The associated members can deliver their opinion on the points raised for discussion by the General Assembly. They have a purely advisory opinion which is not binding on the members.

Article 17. - General Assembly by written procedure

In exceptional cases and when the urgency of the subject requires it, the General Assembly will be able to take decisions by written procedure. For this purpose, the Chair, or in his absence the Deputy Chair, will send by ordinary mail or any other means of written communication he considers adequate (including e-mail), the decisions submitted to all members. The submitted decisions will be accompanied by a memorandum prepared by the Chair, or in his absence by the Deputy Chair, explaining the reasons why the written procedure is used, as well as the context of the submitted decisions. The submitted decisions will be considered as adopted if, in the twenty business days following their sending, the number of written communications duly filled in returned to the Chair by the members, is sufficient to reach the quorum and the voting requirements as defined in these statutes.

Article 18. - General Assembly by videoconference, conference call or instant messaging

In exceptional cases and when the urgency of the subject requires it, the General Assembly will be able to take decisions by modern means of telecommunication that allow members to speak to each other, such as a conference call or a video conference. In the same context, the General Assembly can also be held and decision be taken through modern means of telecommunication allowing members to converse directly in writing as Instant Messaging services. Moreover fuller details about these procedures will be specified in the Bylaws.

Article 19. - Amendment of the statutes and dissolution of the AISBL

Notwithstanding articles 50§3, 55 and 56 of the law on non-profit associations, non-profit international associations and foundations, any proposal about an amendment of the statutes or the dissolution of the association must emanate from the Board or from at least one third of the members of the association.

Decisions to amend these Statutes and/or to dissolve Telecentre-Europe must receive a majority of two thirds of the votes of the members present or represented, while for these purposes, the General Assembly shall not be deemed to be properly convened unless two thirds of the members are present or represented at the meeting. The notice for such meeting must be sent to each

member three months in advance and, in cases of an amendment being part of the agenda, shall contain the proposed amendment

The amendments to the statutes will only take effect after approval by the competent authority, in accordance with article 50, §3 of the law on non-profit associations, non-profit international associations and foundations and after publication in the Appendices of the Belgian Monitor, in accordance with article 51, §3 of the aforesaid law.

The General Assembly will set the mode of dissolution and liquidation of the association.

Any funds remaining after the Association's liquidation will be distributed to another non-profit organization with similar social objects.

Article 20. - Publicity

Decisions, resolutions and official reports of the General Assembly will be notified in writing to the members and via the Website of the organization ensuring the accessibility to the public.

A copy of the minutes of General Assemblies will be archived at the head office of the association. The resolutions of the General Assembly are recorded in a register signed by the Chair and the Deputy Chair.

Part IV. Board

Article 21. - Composition, duration

The AISBL is managed by a Board made up of a minimum of five Board members, or seven members, and nine members at most, named and revocable by the General Assembly and selected among member according to the procedure described in article 22 below. The mandate of member of the Board is exerted on a purely voluntary basis. In the event of a vacancy arising during the course of a mandate that would reduce the number of members of the Board below the required minimum, the Board will convene an extraordinary General Assembly to elect a substitute who will exert the vacancy until the following ordinary General Assembly.

The function of member of the Board ends by death, resignation, civil incapacity or submission to provisional administration, dismissal or expiry of the mandate.

Article 22. - Election of the members of the Board

Members of the Board will be elected by the General Assembly on the basis of a list of candidates designated by the members. Any member can propose candidates for nomination to the Board. This list is managed by the Chair and closed one month before the holding of the General Assembly.

Representatives of the members who are candidate for a position of member of the Board will send their candidature to the Chair. Late reception of a candidature causes the exclusion of the candidate for the position of member of the Board to be provided, except contrary decision of the General Assembly, taken by the simple majority of votes.

The Chair and Deputy Chair and the other members of the Board are elected in two different polls. The first poll relates to the positions of members of the Board, the second poll relates to the positions of Chair and Deputy Chair. The election is made by the simple majority of the votes of the members present or represented, via written poll and secrecy except contrary decision of the General Assembly.

Article 23. - Dismissal of the members of the Board

A member of the Board can be revoked by the General Assembly ruling by a majority of two thirds of the members present or represented.

Article 24. - Powers of the Board

The Board has the capacity to achieve all the acts necessary or useful to the realization of the goals of the association, except for those which the law or these statutes reserves to the General Assembly.

The Board exerts its powers in accordance with the decisions taken in the General Assembly. In particular, the Board has the roles to:

- establish and propose the policies to be approved in the General Assembly and intended to promote the goals of Telecentre-Europe AISBL;
- determine the future priorities, adopt action plans and take a firm stand on issues;
- process new members applications;
- make propositions concerning the exclusion of members to be submitted to the General Assembly under the conditions documented in article 10;
- make propositions for the bylaws to be adopted by a resolution of the General Assembly under the conditions documented in article 33
- appoint the executives and the staff of the AISBL;
- establish the annual accounts of the past accounting period and the budget of the following financial year.

Article 25. - Functioning of the Board

The Board meets at least once a year in Belgium or abroad on invitation of the Managing Director and at the request of the Chair. Documentation will be sent out by email, letter or fax to the members of the Board at least two weeks before the date appointed for the holding of the Board meeting, mentioning the place, day and hour of the meeting and its agenda.

The meeting of the Board is chaired by the Chair or in his or her absence by the Deputy Chair. In case of absence of both the Chair and the Deputy Chair, the meeting of the Board will be chaired by a Chair elected by the members of the Board who are present.

Article 26. - Quorum, majority

The Board is quorate and can make decisions once half of its members are present or represented, with a minimum of four members. A Board meeting will be validly set up even if all or some of the members of the Board are not physically present or represented, but take part in discussions by any modern means of telecommunication that allows members of the Board to directly hear each other and talk to each other, such as a conference call or a video conference. A board meeting will also be

validly set up even if all or some of the members of the Board physically are not present or represented, but take part in the deliberations by any modern means of telecommunication allowing members of the Board to converse directly in writing, as by Instant Messaging services. In these cases, the members of the Board will be considered to be present.

As long as the quorum is not reached, the Board cannot deliberate and rule except for providing a vacant position or to convene a General Assembly.

Resolutions of the Board are taken by a simple majority of the votes of the members of the Board, present or represented. In case of a tie, the vote of the Chair is predominant.

A document dated and signed by all the members of the Board and recorded or inserted in the register of the official reports will be equivalent to a resolution of the Board. The copies or extracts required in justice or elsewhere are signed by the Managing Director or by a member of the Board who can certify that they are a true record.

Article 27. - Publicity

Resolutions of the Board, signed by the Chair and the Managing Director, are registered in a register and put at the disposal the members of the association. Moreover, the Board informs the members of the resolutions by email, mail, fax or on the website of the AISBL.

Part V. Delegation of powers

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

Article 28. - Staff - Managing Director

(a) Staff

The Board may delegate the daily management to a person with the functions set out below ("Managing Director" or "Chief Executive Officer", or other title, agreed upon appointment, herein called "Managing Director") and such other personnel as may be necessary for the fulfillment of the Managing Director's functions ("Staff") as described hereunder.

(b) Managing Director

The Managing Director shall be appointed and dismissed by the General Assembly upon proposal by the Board for a period and according to conditions to be proposed by the Board. The General Assembly has the capacity of revoking the Managing Director according to its usual mode of deliberation.

The Managing Director shall manage and control the affairs of Telecentre-Europe and shall have charge over the daily management of Telecentre-Europe as set forth in these Statutes, in particular, the Managing director shall:

- be responsible for the execution and the implementation of Telecentre-Europe AISBL policies as defined by the Board and approved by the General Assembly;
- see to the strict impartiality and neutrality of the staff of Telecentre-Europe AISBL;

- be responsible for the smooth functioning of the Staff and for the services provided to the Members ;
- have an essential and coordinating role between the Board and the Members ;
- participate in the meetings of the General Assembly and the Board;
- be responsible for the execution of the approved budget.

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

Article 29. - Legal representation of the association

Telecentre-Europe 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 Board members acting jointly. Within the framework of daily management, Telecentre-Europe shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Managing Director acting individually. None of the aforementioned persons must justify his/her powers vis-à-vis third parties. In addition, Telecentre-Europe AISBL shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by proxy holders duly mandated by the Chair acting individually or any two Board members acting jointly or by the Managing Director acting individually.

Article 30. - Liabilities of the members of the Board and the Managing Director

The members of the Board and the Managing Director do not contract any personal liability because of their function and are only responsible for the execution of their mandate.

Article 31. - Publication of the acts of nomination, dismissal and suspension of function

Acts relating to the nomination, the dismissal and the suspension of functions of the people entitled to represent the association, established in accordance with the law, are published in the Appendices of the Belgian Monitor and deposited in the register set up in the name of the association at the clerk's office of the related Bankruptcy court.

Part VI. Budgets, accounts, bylaws and general provisions

Article 32. - Accounting period - annual accounts

The accounting period begins on January first and ends December the thirty first of each year. In accordance with article 53 of the law, the annual accounts of the past accounting period as well as the budget of the next financial year are established each year by the Board and submitted for approval to the General Assembly at its next meeting. The accounts are transmitted, in accordance with article 51 of the law, to the Federal Public service Justice.

Article 33. - Bylaws

The General Assembly will be entitled to adopt bylaws compatible with these statutes and proposed by the Board in order to ensure the successful day to day functions of the association.

Article 34. - Legal provisions

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 on non-profit associations, non-profit international associations and foundations.

Article 35. - Various provisions

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