

STATUTES OF THE ASSOCIATION

English Version
2022

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1. Name, registered office and field of activity

- 1.1 The name of the Association shall be EURITAS - European Association of Public IT Service Providers.
- 1.2 The Association has its registered office in Vienna.
- 1.3 The Association operates independently, on a non-partisan and autonomous basis; it acts under strict compliance with confidentiality obligations and data protection. Its field of activity is Europe-wide. The financial year corresponds to the calendar year.
- 1.4 Job titles and function descriptions in these Statutes shall refer to both male and female incumbents.

2. Purpose

- 2.1 The Association sees itself as voice and network of public ICT service providers in Europe, seeking to combine the knowledge and expertise of its members in the field of ICT (Information and Communication Technologies) and of public administration, in order to provide constant improving ICT services for public administration, organisations and citizens in Europe. The Association wants to be the first point of reference in questions of ICT in the field of public administration, especially in trans-European questions.
- 2.2 The Association shall pursue exclusively, and directly charitable aims as defined by Sections 34 et seq. of the Austrian Federal Tax Code (Österreichische Bundesabgabenordnung, BAO).
- 2.3. The activity of the Association shall be not-for-profit.

3. Activities and resources for achieving the Association's purpose

- 3.1 The purpose of the Association shall be achieved by the following non-material means:
 - 3.1.1 Scientific research;
 - 3.1.2. Organisation and promotion of functional events as conferences, meetings, seminars, conventions and seminars as well as participation in such events for training and education;

- 3.1.3 Exchanging expertise and experience between the members, support the members of the association in all forms of collaboration, in order to exchange know-how, best practices and information on relevant EU-projects and EU-programmes as well as information on applications and services;
- 3.1.4 International cooperation with organisations active in relevant fields;
- 3.1.5 Providing organizational and technical structures and processes for its members;
- 3.2 The purpose of the Association shall be achieved by the following material means:
 - 3.2.1 Membership fees;
 - 3.2.2 Subsidies, public and private funding and other grants and donations (monetary and material donations) even if subject to restrictions, if the directly non-profit purpose is not jeopardised thereby;
 - 3.2.3 Other ancillary economic activities (essential and non-essential auxiliary operations), provided they do not impair the directly non-profit purpose.
- 3.3 The material means of the Association may only be used for the purpose stated in the Statutes.
- 3.4 The Association may – if permitted by the material means and the purpose of the Association - have employees and engage generally the services of third parties in order to achieve its purpose. Remuneration may also be paid to Association members, including Association functionaries, provided this relates to activities going beyond the Association-activities in the strictest sense; such remuneration must stand up to third-party comparison.

4. Membership

- 4.1 Members may be all public administration IT service providers or their federations, regardless of their legal form, size, or conceptual orientation, either as public administration agencies, or as corporations or organisations subject to public administration (those may if applicable, represent the territorial entity they belong to).
- 4.2 The members of the association are exclusively legal entities and are divided into full members, associate members, and guest members. The number of members is unlimited.
 - 4.2.1 Full members are European IT service providers who are wholly owned by the public administration or their associations.

- 4.2.2 If the criteria for admission as a full member are not met, there is the possibility of admission as an associated member - after approval by the General Committee.
- 4.2.3 Guest membership is open to all European and non- European public administration IT service providers or their federations for the length of a maximum of 1 year from their admission as a guest member. After this year the guest member has to apply to the Association to become either a full or an associate member. If the guest member does not apply for such a membership, its membership-status ends automatically after the year of guest-membership

5. Admission to membership

- 5.1 The Application for membership has to be made in writing to the Office.
- 5.2 The General Committee (GC) shall decide on admission to membership based on the proposal of the Management Board. The General Committee can also decide on admission by way of written circular resolution. The admission can be refused without indication of reasons.
- 5.3 Membership shall commence on the first day of the month following the admission to membership by the GC.

6. Rights and duties of members

- 6.1 Members shall be entitled to participate in all events of the Association, and to make use of the Association's facilities. Legal entities or partnerships shall exercise their membership rights through a representative authorised in writing.
- 6.2 All full members or their representatives shall have an active or passive right to vote in the General Committee, with each member having one vote.
- 6.3 Each full member shall send one representative to the General Committee (see Article 9.1) and to the JAG (see Article 14), with each full member having one vote. Associated members and guest members, as well as representatives of JAG, can take part in GC and JAG meetings, but have no voting rights.
- 6.4 All members, being representatives of EURITAS, shall be obliged to promote the interests of the Association to the best of their ability, and to desist from any action injurious to the standing and purpose of the Association. They shall comply with the Association's Statutes and with the resolutions of the Association's executive bodies. All members commit to comply with their confidentiality obligations and act in compliance with data protection regulations.
- 6.5 Members may refer to their membership of EURITAS in their publications; also using the EURITAS combined word and image mark. For guest members, this right ends when their guest membership expires, for all others when they leave the association.
- 6.6 All members shall be equal partners and may propose issues and projects. For the duration of their membership, they may use results acquired by EURITAS, if complying with agreements regarding internal or public use of those results.
- 6.7 Members have to punctually pay their admission fee and membership subscriptions in the amount decided by the General Committee (GC).
- 6.8 A detailed description of the rights and duties of all members within the framework of the statutes is outlined in detail in the Rules of Procedure, decided by the General Committee (GC).
- 6.9 Members are in no way liable for the obligations of the Association.

7. Termination of the membership

- 7.1 Membership shall terminate on dissolution/liquidation (loss of legal personality), withdrawal, cancellation, or expulsion. The membership of guest members terminates upon expiry.

- 7.2 **Withdrawal** is only possible at the end of each year. The Office has to receive written notification of withdrawal by 31st October of the respective year at the latest. Delayed notification (as defined by the date of receipt by the Association) shall not become effective until the next possible withdrawal date.
- 7.3 If a member is, despite two written reminders, more than six months in arrears with payment of the Association's membership subscriptions, admission fees or other payments, the General Committee (GC) may **cancel** that member from the list of members. The member shall receive written notification of cancellation. The date the notification is served shall be the date of the separation of the member. At this day of separation of the member all rights of this member expire. Any amounts due to the Association from the departing member shall be unaffected by the cancellation. The GC shall decide on recovery of these claims. Cancellation shall be ineffective if the outstanding amount is paid to the Association in full within one week (date of receipt) after notice of cancellation has been served. From this moment on the member regains all rights and duties it had before the cancellation.
- 7.4 The General Committee (GC) may resolve at any time to expel a member from the Association due to gross violation of other membership obligations and dishonorable behaviour, which permanently undermines the relationship of trust between the association and the member.

8. Organs of the Association

- 8.1 The Association's executive bodies shall be the General Committee (GC), the Management Board (MB) as management executive body, the Joint Advisory Group (JAG), the Balance-Sheet Auditors and the Arbitration Tribunal.
- 8.2 The Association's working language is English. For questions of interpreting written copies of notifications or resolutions, the English version shall be binding.
- 8.3 Written communication shall be conducted exclusively by e-mail.
- 8.4 Meetings of the association's organs can take place with physical presence as well as without physical presence (virtual). The provisions apply mutatis mutandis to virtual meetings.

9. General Committee

- 9.1 Each full member shall appoint a representative to the General Committee (GC), whereby only ordinary members have voting rights and are entitled to vote actively. Only the delegated representatives of the members are passively entitled to vote for the Management Board (President and Deputy). Members may appoint only persons entitled to represent that member.
- 9.2 The full members of the General Committee elect a President from among the members' representatives, as well as a first, a second and a third deputy who form the Management Board (see Articles 11 and 12). Proposals for the office of the President and the Deputy must be submitted in writing to the Head Office no later than 4 weeks before the General Committee in which the election is to take place or before the scheduled online election date. It must be announced whether the person is running for the office of President and / or the office of Deputy.
- 9.2.1 The President and the Deputies are elected for two years and have to be from different EURITAS member organisations. A re-election is possible once, leading to a maximum period of 4 years in total, if persons are willing to take on the position again.

If the President is unavailable for an unforeseeable time period or resigns from his functions during the term, his first deputy shall displace him for the remaining period of office. In this case the Association shall be legally represented by the first Deputy of the President acting together with one of the other two Deputies. Furthermore, the first Deputy of the president shall chair the Management Board and the General Committee. If also the first Deputy is unavailable for an unforeseeable time period or resigns from his functions during the term, the second Deputy shall displace him for the remaining period of office. In this case the Association shall be legally represented by the second Deputy of the President acting together with the other Deputy.

If the President or one of his deputies loses his position with the member for whom he was working at the time of his appointment, he will also automatically leave the Management Board.

The ordinary General Committee shall be held at least once a year.

- 9.3. The date for the regular General Committee is set in the previous meeting and documented in the minutes. The agenda and the relevant documents for any resolutions must be submitted in writing at least one week before the date.
- 9.4 An Extraordinary General Committee takes place on the decision of the Management Board or the Ordinary General Committee or on a written, reasoned request from at least one tenth of the members or at the request of the auditors within twelve weeks of receipt of the request at the EURITAS office.

- 9.5 The members must be invited in writing to the Extraordinary General Committee at least four weeks before the date. The period begins on the working day following the dispatch of the invitation. The extraordinary General Committee must be convened with details of the agenda. The management board has to convene. The rules of procedure regulate how the meeting is to be convened.
- 9.5.1 If the Management Board is incapable of acting or if it fails to perform its task of convening the General Committee, the auditors are entitled and obliged to convene the General Committee in compliance with the Articles of Association.
- 9.6 Additional items on the agenda for the General Committee can be submitted in writing to the Management Board by any member no later than two weeks before the General Committee.
- 9.6.1 Valid resolutions, with the exception of those regarding a motion to convene an extraordinary General Committees, can only be passed on items that are part of the agenda. During a General Committee a two-thirds majority of submitted valid votes is required to add additional items to the agenda.
- 9.7 All members of the General Committee are entitled to participate. Only ordinary members are entitled to vote. They exercise the right to participate and vote through a representative appointed to EURITAS who is fully authorized to act and represent within the framework of EURITAS. Legal entities and partnerships shall exercise their right to participate and vote through a proxy. Voting rights may be transferred to a maximum of one further member by way of a written authorisation.
- Members of the JAG or the head office can participate in the general committee without voting rights.
- 9.8 The General Committee shall be quorate when half of the full members are present or represented. Resolutions at the General Committee shall fundamentally be passed by a simple majority of submitted valid votes. An abstention shall not be deemed a submitted vote.
- 9.9 Resolutions supplementing the agenda, amending the Statutes, determining the membership subscription or dissolving the Association require a qualified two-third majority of the valid submitted votes.
- Resolutions may also be passed by way of written circulation. The content necessary for the resolution, including the draft of the resolution shall be sent to all representatives on the General Committee.
- 9.10 The President of the Association shall chair the General Committee. If the chairman in office is prevented from attending, one of the President's Deputies shall chair the General Committee. If also the Deputies are prevented from attending, a chairman

shall be appointed from the members present by drawing lots or the oldest present representative takes the chair.

10. Functions of the General Committee

The following responsibilities are reserved for the General Committee:

- 10.1. Resolutions about the dissolution of the Association;
- 10.2. Resolutions about amendments of the Statutes;
- 10.3. Considering and resolving other questions and questions and matters on the agenda;
- 10.4. Discharge of the Management Board; representative of the Management Board are not entitled to vote as part of the discharge of the Management Board;
- 10.5. Election of Auditors;
- 10.6. Admitting and expelling Association members;
- 10.7. Setting the amount of membership subscriptions and admission fees in form of a membership fee regulation;
- 10.8. Approving legal transactions between members or Auditors and the Association;
- 10.9. Establishment of thematic working groups

11. Management Board (MB)

- 11.1. The Management Board consists of the President and the three Vice-Presidents.
- 11.2. Meetings of the Management Board are called by the President or, if he is unable to attend, by his first deputy. This can be done in writing or orally and must be done at least two weeks before the meeting. Guests can be invited to the non-public meetings, but without voting rights.
- 11.3. The Management Board has a quorum when all of its members have been properly invited and at least two of them are present. It takes its decisions with a simple majority of votes; in the event of a tie, the President has the casting vote. If only two members of the Management Board are present, they will only pass resolutions unanimously.

Abstention counts as a vote not cast. Another board member cannot represent a member of the management board.

- 11.4 The Board is chaired by the president, if he is unable to attend, his first deputy.
- 11.5 Resolutions can also be passed in a written circulation procedure. The content required for the resolution with details of the resolution proposal must be sent to all members of the Management Board.
- 11.6 Minutes shall be written for each meeting and released within the Association.

12. Tasks of the Management Board

- 12.1 The Management Board shall be responsible for the management of the Association; it shall be the management executive body within the meaning of section 5 (1) of the Austrian Law of Associations (VereinsG). It shall be assigned all functions not assigned by the Statutes to any other organs of the Association. The following matters in particular shall fall within its sphere:
 - 12.1.1 Preparation of the annual budget as well as the drafting of the annual report and the accounts. The accounts for the previous year must be drawn up and sent to the auditors within five months of the end of the previous year;
 - 12.1.2 Preparing and convening the ordinary and extraordinary General Committees;
 - 12.1.3 Managing the Association's assets;
 - 12.1.4 Proposing a budget forecast for the following year to the General Committee;
 - 12.1.5 Proposal for admission and exclusion of association members to the General Committee;
 - 12.1.6 Hiring and terminating Association employees;
 - 12.1.7 Appointing the Office;
 - 12.1.8 Proposal to determine the amount of membership subscriptions and admission fees in form of a membership fee regulation to the General Committee;

13. Special obligations of individual members of the Management Board

- 13.1 The Association shall be legally represented by the President together with one (of the three) President's Deputies acting together. If the president is unable to attend for an unforeseeable period, two of his deputies represent the association jointly. Within the association, the first deputy then takes on the tasks of the president.
- 13.2 The President shall chair the General Committee. If he is unable to attend, the first deputy represents the President.

14. Joint Advisory Group

- 14.1 A Joint Advisory Group (JAG) shall be established to implement the Association's aims and functions. Each full member shall appoint a permanent representative.
- 14.2 The JAG shall coordinate all activities necessary to achieve the purpose of the Association and shall report to the GC. The JAG shall assign functions internally. To the extent deemed expedient and necessary, task forces that dedicate themselves to certain technical topics may be constituted for this purpose in consultation with the Management Board.
- 14.3 The JAGs shall elect a chairman and a deputy according to the rules of procedure.
- 14.4 The JAG is entitled to participate in the meetings of the GC as well as in the Management Board without voting rights.

15. Office

- 15.1 The Management Board shall appoint an Office, responsible for the administrative management. Details of the functions of the office may be regulated in the rules of procedure.

16. Auditors

- 16.1 The Association shall have two Auditors, who need not to be members of the Association. They shall be elected by the General Committee for a five-year term. They may be re-elected. Legal transactions between the Auditors and the Association shall be subject to approval by the General Committee to be valid.

- 16.2 The Auditors shall be tasked with auditing the financial conduct of the Association within four months of the compilation of the revenue and expense statement. The audit serves to review the correctness of the accounting of the Association and the use of funds in accordance with the Statutes. The Management Board shall submit the necessary documents and provide the necessary information to the Auditors. The Auditors shall report the result of the audit to the General Committee. The Auditors report shall confirm that the accounting is correct and that the funds are used in compliance with the Statutes. It shall also highlight any inappropriate practices or risks to the survival of the Association observed.
- 16.3 If the Association is required by legal provisions to appoint a Statutory Auditor, the Statutory Auditor shall undertake the functions of the Auditors.

17. Arbitration Tribunal

- 17.1 The internal Arbitration Tribunal shall decide on all disputes arising from the Association relationship.
- 17.2 The Arbitration Tribunal shall comprise three full association members or their representatives. It shall be structured as follows: Each party in dispute shall nominate one person as arbitrator to the President. Upon request by the President within seven days, the other party to the dispute nominates a member of the Arbitration Tribunal within 14 days. After being informed by the President within seven days, the appointed arbitrators elect a third full member to chair the arbitral tribunal within a further 14 days. With equality of votes among those proposed lots. The members of the arbitral tribunal may not belong to any body - with the exception of the General Committee - whose activity is the subject of the dispute.

If a nominated arbitrator prevents the convening or functioning of the arbitration tribunal, this shall be attributable to the nominating member, which shall be requested by the President to provide a substitute within a reasonable time limit. If it fails to do this, this obstruction of the arbitration process shall not entitle the member concerned to resort directly to the courts of general jurisdiction.

- 17.3 The Arbitration Tribunal shall initially attempt to mediate. If such mediation is not possible, the Tribunal shall be authorised to decide on the dispute. The parties in dispute may be represented by a lawyer. There shall be no award of costs. The Arbitration Tribunal may however make a recommendation as to payment of costs in the course of mediation.

The Arbitration Tribunal shall make its decision in the presence of all its members by a simple majority of votes. It shall decide to the best of its knowledge and belief. The chairman of the Arbitration Tribunal shall be responsible for a copy of the decision,

which shall by any means contain reasons. Its decisions shall be final within the Association.

- 17.4 If the defendant does not nominate an arbitrator within the according period (see 17.2) after the applicant has nominated an arbitrator, the application shall be irrefutably recognised within the Association.
- 17.5 In case that disputes arising from the Association relationship resort in the recourse of the courts of general jurisdiction, it is set, that the court at the seat of the Association is competent.

18. Dissolution of the Association

- 18.1 Voluntary dissolution of the Association may be resolved only by an ordinary or extraordinary General Committee that already expressly includes this agenda item in the notice and with a majority of two thirds of the submitted valid votes.
- 18.2 The General Committee shall also resolve liquidation. It shall in particular appoint a liquidator. If the General Committee does not decide otherwise, the President and his Deputies shall be the liquidators with power of legal representation.
- 18.3 If the Association is dissolved or the previous (privileged) purpose of the Association lapses, the Association's assets remaining after liabilities as defined by Sections 34 et seq. of the BAO have to be used for charitable purposes and to be transferred to a charitable organisation as defined by Sections 34 et seq. of the BAO (which has a purpose corresponding or at least approximating to the purpose of the Association as defined in Article 2 of the Statutes), on condition that these assets are used exclusively for charitable purposes as defined by Sections 34 et seq. of the BAO.

19. Applicable Law

- 19.1 Austrian law shall apply to the exclusion of the provisions of private international law and of the UN Convention on Contracts for the International Sale of Goods.