

International non-for-profit association

"GLOBAL ENABLING SUSTAINABILITY INITIATIVE"

Abbr. GeSI

with its Headquarters 1040 in Brussels Etterbeek, Rond-Point Schuman 6
Company number: 0898.899.790 – RPM Brussels

Following changes of By-Laws from 8 January 2024

Disclaimer:

These Articles of Association are drawn up in English and French, **but only the French version shall be the official text.** (*Article 51 – Miscellaneous*)

HISTORICAL BACKGROUND

Following Article 2:8, § 1 – Code of companies and associations

CONSTITUTION ACT:

under the terms of a deed received by notary Frank DEPUYT, in Molenbeek-Saint-Jean, on 8 May 2008, published in the annex to the Moniteur belge of 9 July 2008 under number 2008-07-09/0102890.

AMENDMENT OF THE ARTICLES OF ASSOCIATION

The by-laws have been modified at different occasions, among others under the terms of the minutes of an extraordinary General Assembly meeting received by notary Marc WILMUS, resident in Etterbeek, on 24 January 2019, filed for publication in the appendix to the Moniteur belge from the 3rd of September 2019, under the number 19118242.

The by-laws have been modified last time under the terms of the minutes of an extraordinary General Assembly drawn up by notary Yorik DESMYTTERE in Brussels, 8th of January 2024 (adoption of new by-laws) filed for publication in the appendix to the Moniteur belge.

BY-LAWS
ESTABLISHED 8th JANUARY 2024

TITLE I: NAME -DURATION – REGISTERED OFFICE

Article 1 – Name. Duration

The international non-profit association initially known as the "Global e-Sustainability Initiative", abbreviated to "GeSI", incorporated under Belgian law, is changing its name to the "**Global Enabling Sustainability Initiative**", abbreviated to "GeSI". The association is established for an unlimited period.

Article 2 – Registered office

The Association's registered office is in the Brussels Region. The registered office may be transferred to any other place in Belgium by decision of the General Assembly. Any change to the registered office will be recorded in the Association's file kept at the Commercial Court of the district in which the Association's registered office is located and published in the Annexes to the Moniteur Belge.

Article 3 – Object. Activities

3.1. The Association has the following object:

- (a) To enable and efficiently advance the ICT sustainability agenda through relevant research.
 - (b) To create an open and global forum in the interests of economic growth, social development and environmental protection.
 - (c) Initiate multi-stakeholder partnerships with regional and international organizations.
 - (d) Foster a culture of innovation for digital solutions that contribute to sustainable development.
 - (e) Attract new members from all regions of the world to share and increase the benefits of this initiative; and
 - (f) Attract partnerships with other industry sectors to reap the benefits of digital solutions
 - (g) Serve as a thought leader in the ICT sector.
 - (h) Create a safe space for members to collaborate in non-competitive, joint collaborative teams.
 - (i) Foster an environment that inspires and facilitates learning from each other.
 - (j) Encourage members to work together to develop sustainable solutions to their challenges.
 - (k) Serve as an industry aggregator, bringing together diverse parties addressing ICT issues.
 - (l) Facilitate collaboration among SMEs, not-for-profits, large for-profits, academia, policy makers, and consumers in the ICT sector.
 - (m) Establish and deploy agile working groups to drive rapid ideation, piloting, and roll-out of ambitious initiatives.
- Ensure initiatives are tangible, pragmatic, and focused on delivering real benefits to members.
- (o) Prioritize the members' experience by incorporating their feedback as the primary guiding principle for the Association.
 - (p) Align the Association vision based on member feedback.
 - (q) Utilize member feedback to socialize investments and modify offerings.
 - (r) Strategically pivot the Association's strategy, when necessary, based on member feedback.
 - (s) Leverage data and analytics to monitor key performance indicators (KPIs) associated with the impact of the Association's offerings.
 - (t) Continuously assess the return on investment (ROI) of the Association's assets, including thought leadership, events, and tools.

3.2. The Association's value proposition is to be a leading, cross-industry sustainability initiative that creates and enables digital solutions to address society's most pressing challenges. The Association's activities are firmly grounded in core values that prioritize purpose-driven approaches, digital enablement, collaboration, accountability, and evidence-based decision-making.

3.3. In addition, the Association shall develop the following activities for the general or specific benefit of its Members and/or third parties:

- (a) Organise and arrange congresses, seminars and other meetings for Members and/or third parties.
- (b) provide support (including financial support) for regional initiatives that are compatible with the Association's membership rules, commitments and principles.
- (c) Advising on cross-border issues, including improving cooperation between countries from which Members originate.
- (d) Advise on the application of legal rules and any proposed amendments thereto.
- (e) Provide information to countries from which Members do not originate, to third parties and to the general public.
- (f) Organise individual contacts for Members with public institutions and pool Members' interests in relation to the relevant institutions, and
- (g) Enter into any service agreements, partnership agreements or contracts of any nature whatsoever (including a bilateral memorandum of understanding) with Members or third parties, which may be necessary or useful to achieve the objects of the Association or contribute to its management or governance.
- (h) To develop tools, studies and reports which will be either (i) in the public domain, accessible to any third party wishing to use, download or consult them on the Association's website or on those of its partners as well as on request, or (ii) only accessible to Members of the Association, or (iii) accessible free of charge or at a reduced membership fee to Members of the Association as a benefit, and to all interested third parties in return for payment which will take the form of a subscription or purchase. The general terms and conditions of the subscription, purchase or use, including their amounts, will be decided by the Governing Body on a case-by-case basis and communicated to Members and interested parties in a fully transparent manner through the Association's various communication channels, including its own website. The Association shall not be held liable for any misuse that its Members and Users (see Art. 11) may make of the material they have obtained from the Association or using the Association's tools.

3.4. The Association and its Members undertake to comply fully with all applicable laws, including the competition laws of the EU/EEA and those of the various countries in which the Association and its Members operate. In particular, the Association and its Members shall not discuss or exchange information on any commercially sensitive matters, including prices, discounts, cost structures, investment plans, delivery by producer or customer or terms and conditions of supply and delivery, but in any case, excluding generally available market statistics.

Article 4 – Form

The Association is an international not-for-profit association formed and governed by the provisions of the Companies and Associations Code.

TITLE II – MEMBERS

Article 5 – Voting members

The association shall have one (1) category of Members with voting rights: the Full Members. The association shall have at least two Full Members. Each Full Member shall adhere to the rules and procedures relating to membership and the rules and procedures relating to the use of the Association's name and logo.

Article 6 – Full members

The Full Member category is open to any Large Enterprise, which are defined as

- (I) employing more than 250 employees incorporated in accordance with the laws and practices of its home country, which for any part of its business
- (II) provides a service for the point-to-point voice transmission, data or moving images via a fixed network, the internet mobile telephone or personal communication assistant; or
- (III) is a supplier of hardware, software or services which form an integral part of the communications network infrastructure; or
- (IV) produces equipment or software associated with the electronic storage, processing or transmission of data, or
- (V) produces equipment and technical solutions based entirely or partly on electronic and/or information technologies; or
- (VI) provides services and/or products based entirely or partly on digital and/or information technologies, even if these do not constitute the main part of its activities; or
- (VII) any Large Enterprise that aligns itself with the object, vision and core values of this organization as listed in Article 3 including, but not limited to Large Enterprises in the transportation, energy and utilities, agriculture, the financial sector and broad or adjacent interprofessional sectors of the ICT sector.

The Full Member category is also open to Trade Associations. Trade Associations are any Association or organization representing parties engaged in the development, deployment and management of advanced solutions that contribute to and support the sustainable development of society, the economy, and the environment or any Association or organization that aligns itself with the object, vision and core values of this organization as listed in Article 3.

Each Full Member must undertake to comply with the Association's charter either through a direct commitment or through a commitment to the charter of a third party, provided that the charter of a third party to which a Full Member commits himself has been approved by the General Assembly.

Full Members are eligible to chair working groups and can participate in working groups.

Full Members have voting rights at the General Assembly.

Full Members who are classified as Large Enterprises will have

- (i) full access to the tools and resources developed by the Association and designated as accessible for them and
- (ii) can count on support for obtaining platforms in major events, including but not limited to, COP, UNGA, etc.

Article 7 – Non-voting members

The Association shall have four (4) categories of non-voting Members:

- (a) MSME Members
- (b) Partners
- (c) Academic Members; and
- (d) Not for profit and international organizations

Article 8 – MSME Members

The category of MSME Members, which refers to Micro, Small, and Medium Enterprises, encompasses the following:

- (i) Enterprises that meet the conditions outlined in the EU commission recommendation of 6 May 2003, defining micro, small, and medium-sized enterprises or organizations, and
- (ii) that are legally established according to the laws and practices of their country of origin, and their activities are aligned with or connected to the digital or ICT sector, or
- (iii) that align themselves with the objective, vision, and core values stated in Article 3 of this organization, including SME Enterprises in the transportation, energy and utilities, agriculture, the financial sector and broad or adjacent interprofessional sectors of the ICT sector.

MSME Members can participate in working groups and will have limited access to the tools and resources developed by the Association.

Small and medium-sized enterprises are eligible to chair working groups, while micro-enterprises are exempted from this provision.

The MSME Members have the right to form an MSME Council with a maximum of (ten) 10 members.

The MSME Council will have the right to appoint a representative to hold one (1) seat on the Governing Body.

Article 9 - Partners

The category of partners will include any organisation, public or private formed in accordance with the laws and practices of its country of origin, on the basis that the said organisation will make a specific contribution adding value to one or more activities included in the Association's programme of activities, and with which the Association has signed a Memorandum of Understanding or a specific partnership agreement.

Partners will be granted specific rights in or under these Articles of Association or under the terms of the specific Memorandum of Understanding governing their partnership with the Association.

Partners can participate in working groups, are eligible to chair working groups and will have limited access to the tools and resources developed by the Association.

Article 10: Academic members

Academic Membership is open to institutions active in education and research such as universities, colleges, professional bodies, academies, which are involved and/or engaged in research and communication activities on the contribution of digital technologies and solutions to achieving the Sustainable Development Goals or any other research that may contribute to achieving the objectives of the Association. The Academic Members have the rights specifically granted to them under these Articles of Association.

The Academic members have the right to form an Academic Council with a maximum of two (2) members. The Academic Council will have the right to appoint a representative to hold one (1) seat on the Governing Body.

Article 11: Non for profit & International organizations members

The category of Not-for-profit & International Members encompasses the following organizations:

- (i) Organizations that have a not-for-profit nature; and are
- (ii) incorporated in accordance with the laws and practices of their country of origin and whose activities align with or have a connection to the digital or ICT sector, or
- (iii) that aligns itself with the object, vision and core values of this organization as listed in Article 3 including, but not limited to not-for-profit organizations in the transportation, energy and utilities, agriculture and broad or adjacent interprofessional sectors of the ICT sector.

The Non for profit & International organizations members have the right to form a Council with a maximum of thirty-six (36) members. The Non for profit & International organizations members Council will have the right to appoint a representative to hold one (1) seat on the Governing Body.

Article 12 – Definition

Any reference in these Articles of Association to "Member" or "Members", without further specification, shall refer collectively to Full Members, MSME Members, non for profit & International organizations members, Academic Members and Users. The terms "Non-Voting Member" or "Non-Voting Members" shall refer collectively in these Articles of Association to MSME Members, Partners, Academic Members, non for profit & International organizations members and Users.

Article 13 – Admission of Members

Applicants for Membership of the Association shall apply by ordinary mail or by any other means of written communication (including e-mail) to the Chief Executive Officer of the Association.

The Chief Executive Officer of the Association shall submit this application form to the Governing Body. The admission application form will be examined at the next meeting of the Governing Body.

The admission of Members is decided by the Board of Directors. The decisions of the Governing Body concerning admission as a member are final, sovereign and do not need to be justified.

Article 14- Representation of Members

Each Member shall appoint one or more natural person(s), called the "Delegate(s)", to represent it in all matters relating to the Association. If a voting Member appoints more than one (1) Delegate, it shall appoint one (1) voter. Voters shall vote for the Member they represent, and their vote shall be binding on the Member they represent. If a voting Member appoints only one (1) Delegate, he/she shall be the voter of the Member he/she represents.

Subject to the preceding paragraph, each voter shall be deemed to have full authority to speak and vote on behalf of the Member he/she represents.

If a Delegate ceases to be employed by, or is no longer otherwise connected with, the Member he/she represents, that Member shall immediately replace that Delegate unless the Member has (another) Delegate(s) with voting rights.

Members shall inform the Director of the Association of the identity, contact details and voting status of their Delegates by ordinary mail or by any other means of written communication (including e-mail).

Article 15 - Membership renewal

Membership will be renewed automatically for the following year.

Members giving notice of their intention to resign in accordance with Article 16 below of the Articles of Association shall do so no later than two (2) months before the end of the current financial year; the termination of their membership shall become effective at the end of the current financial year and they shall no longer be required to pay the subscriptions for the following financial year.

Members who do not communicate their intention to resign within the deadlines will remain Members and will therefore be required to pay the full fees for the following financial year.

Requests for resignation arriving after the date specified above and which are justified by serious and objective reasons may be assessed by the Governing Body, which will decide whether to waive the membership fees, in part or in full. The decision of the Governing Body shall be final and sovereign and need not be substantiated.

Article 16 – Resignation. Exclusion

Members may resign from the Association at any time by notifying the Director of the Association by registered letter. The resignation will be effective from the date of receipt of the notification, except in the cases provided for in Article 15 of these Articles of Association. A Member who

- (i) ceases to satisfy the definition of the category of Member to which it belongs as set out in Articles 6, 8, 10 or 11 of these Articles of Association,
- (ii) fails to comply with the commitments and principles of the Association, including its rules and procedures and the rules and procedures relating to the use of the Association's name and logo,
- (iii) and, in respect of Full Members, fails to comply with the Association's charter,
- (iv) fails to pay its membership fees on time,

- (v) fails to send a Delegate to three (3) successive meetings of the General Assembly or (vi) infringes the interests of the Association, may be excluded from the Association by decision of the Governing Body.

The Governing's body decision regarding the exclusion of a Member shall be taken after having notified the Member whose exclusion is proposed in writing and by registered letter of the reasons for the proposed exclusion ninety (90) calendar days before the date of the proposed exclusion, in order to give the Member concerned the opportunity to remedy the fault or faults which have led to the proposed exclusion of the Member in question. The decision of the Governing Body concerning the exclusion of Members is final, sovereign and does not need to be justified.

Article 17 – membership fees

Each Member must pay a minimum annual membership fee. This minimum amount is proposed by the Governing Body and decided each year by the ordinary General Meeting. The minimum amount may be different for different membership categories. The membership fees applied to Full Members will be based on the specific characteristics of their membership and their annual turnover. These parameters will be drawn up by the Governing Body and submitted to the General Assembly for approval. Invoices for payment of the minimum amount shall be sent to each Member two (2) months before the start of each financial year and shall be payable on the first day of each financial year. Members joining the Association during a financial year shall pay a minimum amount on a pro rata basis.

Additional contributions may also be made to the Association, including remuneration for services rendered.

TITLE III - GENERAL ASSEMBLY

Article 18 - Composition. Authority

The General Assembly shall be composed of all Full Members of the Association. Each Full Member must be represented at the General Assembly by its Delegate(s) in accordance with Article 13 of these Articles of Association.

Each Full Member shall have one vote. Non-voting Members shall be entitled to attend the General Assembly without the right to vote, except in respect of the election of three Directors to the Governing Body, for which each MSME Member, each Academic Member and each Not for profit & international organisations Member respectively, shall have one vote.

Article 19 – Meetings

The General Assembly is convened at least twice a year by the Chairman, at the time and place specified in the notice of meeting. If possible, the "ordinary" General Assembly called to approve the annual accounts should be held before the end of June each year.

An Extraordinary General Assembly must be convened at any time by the Chairman, at the written request of one third of all Full Members or in an emergency not decided by the Governing Body or whenever the interests of the Association so require.

If the Chairman is unable to convene the General Assembly, the General Assembly must be convened by the Vice-Chairman. If both the Chairman and the Vice-Chairman are unable or unwilling to convene the General Assembly, the General Assembly must be convened by the director appointed for this purpose by the Board of Directors.

Article 20 – Proxies

Whenever the Delegate of a Member is not available to attend a General Assembly, the Delegate may give a proxy to the Delegate of any other Member or to a third party by ordinary mail or by any other means of written communication (including e-mail), with a copy to the Director of the Association by similar means.

The proxy will exercise the same rights as the Delegate, i.e. with or without the status of voter in accordance with Article 14 of the Articles of Association.

Each proxy holder may hold an unlimited number of proxies, provided that at least two people are physically present at the General Assembly.

Article 21 - Notices of meeting. Agenda

Notices of General Assembly shall be drawn up by the Chairman and sent to Members by the Chief Executive of the Association by ordinary post or by any other means of written communication (including e-mail) at least sixty (60) calendar days in advance. The Chairman may convene a meeting either physically or virtually, depending on the circumstances. The invitations shall state the date, time and place of the General Assembly, as well as the information required for remote participation.

Article 22 - Quorum. Voting.

Unless otherwise provided in these Articles of Association, the General Assembly is validly constituted when at least half of the Full Members are present or represented.

Unless otherwise provided in these Articles of Association, the decisions of the General Assembly shall be validly adopted if they obtain a majority of fifty (50) per cent plus one (1) of the votes of the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Chairman shall cast the deciding vote.

Notwithstanding the preceding paragraph and unless otherwise specified in these Articles of Association, decisions of the General Assembly relating to amendments to the rules, regulations or procedures, the exclusion of a Member or any other matter concerning the general financing of the Association, shall only be validly adopted if (i) at least half of the Full Members are present or represented and (ii) they obtain a two-thirds (2/3) majority of the votes of the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be taken into consideration.

Votes are cast by show of hands, unless a secret ballot is requested by at least twenty-five (25) per cent of the Full Members present or represented.

Article 23 – Minutes

The decisions of the General Assembly and the attendance list for the General Assembly must be kept in a minute book and signed by the Chairman. This register shall be kept at the registered office of the Association, where all Members may consult it, without having to move it. Copies of resolutions shall be sent to Members by post or by any other means of written communication (including e-mail).

Article 24 - Written procedure

The members may, unanimously and in writing, take all decisions that fall within the powers of the General Assembly, except for amending the Articles of Association. In this case, the formalities for convening the meeting need not be complied with. The members of the Governing Body and, where applicable, the auditor, may, at their request, take cognisance of these decisions. To this end, the Chairman shall send the proposed decisions to all Members by ordinary mail or by any other means of written communication (including e-mail) that he/she considers appropriate.

The communication shall be accompanied by a memorandum prepared by the Chairman setting out the reasons for using the written procedure and the background to the proposed decisions. The proposed decisions shall be deemed adopted if, within ten (10) calendar days of their dispatch, the number of duly completed written communications, and the votes attached thereto, returned to the Chairman by the Full Members is sufficient to meet the quorum and voting requirements, as defined in these Articles of Association.

If the Chairman is unable or unwilling to send the communication and prepare the memorandum, the communication will be sent and the memorandum prepared by the Vice-Chairman. If both the Chairman and the Vice-Chairman are unable or unwilling to send the communication and prepare the memorandum, the communication will be sent and the memorandum prepared by the Director appointed for this purpose by the Governing Body.

Article 25 – Digital procedure

In accordance with the provisions of the Code, the Governing Body may provide for the possibility for members to participate remotely in the General Assembly by means of an electronic communication facility made available by the association. For the purposes of quorum and majority requirements, members who participate in the General Assembly in this way are deemed to be present at the place where the General Assembly is held.

The association must be able to use the electronic means of communication to check the quality and identity of members. Additional conditions may be imposed for the use of the electronic means of communication, with the sole aim of guaranteeing the security of the electronic means of communication. Without prejudice to any restrictions imposed by or under the law, the electronic means of communication must at least enable members to take direct, simultaneous and continuous cognisance of the discussions at the meeting and to exercise their right to vote on all the items on which the meeting is called upon to vote. The electronic means of communication must also enable members to take part in the deliberations and ask questions.

The notice convening the General Assembly shall contain a clear and precise description of the procedures relating to remote participation. The minutes of the General Assembly shall mention any technical problems or incidents that prevented or disrupted electronic participation in the General Assembly or voting. Members of the officers of the General Assembly may not participate in the General Assembly by electronic means.

TITLE IV - GOVERNING BODY

Article 26 - Composition and election

The association will be administered by a Governing Body composed of a minimum of 7 (seven) and a maximum of 15 (fifteen) Directors, all of whom will be legal entities with the status of Full Member, MSME Member, Academic Member and Not for profit & International organizations Member.

To elect the Directors, the Ordinary General Assembly is composed of 4 (four) categories, i.e. the category of Full Members, the category of MSME, Academic Members, and the category of Not for profit & International organizations members. All these members have one vote and vote in their respective category.

The Board of Directors is composed as follows:

- (a) a minimum of 5 (five) and a maximum of 12 (twelve) Directors are elected by and from the category of Full Members; and
- (b) one (1) director must be a MSME Member, elected by that category.
- (c) one (1) member of the Governing Body must be an Academic Member, elected by that category.
- (d) one (1) member of the Governing Body must be a Not for profit & International organizations Member, elected by that category.

The Directors elected by and from the category of Full Members shall be determined based on the relative size of each sector within the overall membership base. A one-time exercise shall be conducted to map each Full Member to their respective sector pool, ensuring accurate classification. This exercise shall establish the initial proportion of sector representation on the board.

Subsequently, a similar mapping shall be carried out when onboarding new members to ensure their placement in the appropriate sector pool. If any Full Member believes they have been inaccurately classified or wishes to challenge their sector placement, they may request a review of their classification.

The proportion of membership representation, as determined by sector classification, shall serve as a guiding principle for maintaining an equitable and balanced composition on the board.

The composition of the Board of Directors should always ensure that at least half (50% + 1) of its members are elected from the ICT sector. If this majority is not attained for any reason, a new director from the ICT sector shall be appointed within a period of two months.

Article 27 – Representation of Directors

Each Full Member elected to the Governing Body shall appoint a representative and an alternate representative to represent them on the Governing Body. The Full Members sitting on the Governing Body shall be entitled to replace the representatives (or their alternates); such replacement shall be notified to the Director of the Association, who shall receive information from the said Member concerning the new representative or alternate.

Article 28 - Term of office

Directors are elected for a renewable term of three (3) years.

The term of office of a Director shall end upon expiry of his term of office as Director or, ipso jure and with immediate effect, if the said Director ceases to be a Member of the Association for any reason whatsoever, or is declared bankrupt, has entered an arrangement with creditors, is dissolved or is wound up.

A director's term of office also ends in the event of 3 consecutive absences from meetings of the Board of Directors or removal from office by the General Assembly. The General Assembly may dismiss a director only if there are grounds for dismissal (such as unexcused absences) and provided that the director is called to the meeting and given the opportunity to be heard before the vote on dismissal.

Directors are also free to resign from office at any time by sending their resignation to the Chairman by ordinary post or by any other means of written communication (including email).

If a director's term of office is terminated for any reason, other than removal from office, the director shall continue to perform the duties of his office until such time as the relevant class of the General Assembly has replaced him or should reasonably have replaced him.

The election, resignation and removal of Directors, as well as the duration of their term of office, must be entered in the Association's file kept at the Company Court of the district in which the Association has its registered office and must be published in the Annexes to the Moniteur Belge.

Article 29 – Powers

All powers necessary to achieve the Association's objectives are vested in the Governing Body, except for those powers expressly granted by law or these Articles of Association to other bodies of the Association.

In particular, the Governing Body has the following powers:

- (a) the general direction and management of the Association.
- (b) implementing the decisions of the General Assembly.
- (c) the transfer of the Association's registered office.
- (d) the admission of new Members.
- (e) the exclusion of Members.
- (f) the election and dismissal of the Chairman, Vice-Chairman and Treasurer.

- (g) to prepare the terms of reference and to recruit and dismiss the Director of the Association and any other member of staff deemed necessary to support the Association's technical and administrative activities,
- (h) proposing subscriptions to the General Assembly and deciding on fees for services provided to Members or third parties.
- (i) proposing the rules of procedure for the General Assembly, which must be submitted to the General Assembly for approval.
- (j) the adoption of proposals to be submitted to the Annual General Assembly
- (k) adopting the Association's annual accounts, budget and work plan, which must be submitted to the General Meeting for approval.
- (l) the decision to create and delegate tasks to one or more committees and/or working groups and the supervision of these committees and/or working groups.
- (m) adopting all initiatives that contribute to achieving the Association's aims.

Article 30 – Meetings

The Governing Body shall meet whenever the interests of the Association so require and at least twice a year, on notice from the Chairman and at the time and place specified in the notice. The Chairman may convene a physical or virtual meeting depending on the circumstances and if he or she considers it necessary.

Article 31 – Vacancies on the Board of Directors

Vacancies on the Board of Directors, whether caused by the resignation or dismissal of a Director or by any other valid and documented reason, may be filled by a majority vote of the Directors then serving their term of office at an ordinary or exceptional meeting of the Board of Directors, following a consultation of the Members calling for their expression of interest in the position.

The term of office of Directors filling a vacancy shall end at the same time as that of the Governing Body whose term of office is in progress at the time of their appointment.

Article 32 – Proxies

Each director shall have the right, by ordinary mail or by any other means of written communication (including e-mail), to be represented at the meeting of the Governing Body by another director holding a proxy. No director may hold more than one proxy.

Article 33 - Notices of meeting. Agenda.

Notices of meetings of the Governing Body shall be sent to the Directors by ordinary mail or by any other means of written communication (including e-mail) at least ten (10) calendar days in advance. The notices shall state the agenda, date, time and place of the meeting of the Board of Directors. The agenda for meetings of the Governing Body is drawn up by the Chairman. If the Chairman is unable or unwilling to set the agenda, the agenda shall be set by the Vice-Chairman. If both the Chairman and the Vice-Chairman are unable or unwilling to set the agenda, the agenda shall be set by a director appointed for this purpose by the Governing Body.

Each Director has the right to include an item on the agenda of the Governing Body, which must be communicated by ordinary mail or by any other means of written communication (including e-mail) to the Chairman at least six (6) calendar days before the Governing Body meeting. The Chairman must inform the Directors of the new item on the agenda of the Governing Body by ordinary mail or by any other means of written communication (including e-mail) at least three (3) calendar days before the Governing Body meeting.

Article 34 – Quorum. Voting.

Unless otherwise provided in these Articles of Association, the Governing Body shall be validly constituted if at least half of the Directors are present or represented. Any Director present or represented at a meeting of the Governing Body shall be deemed to have been duly convened to that meeting.

Unless otherwise provided in these Articles of Association, the decisions of the Governing Body shall be validly taken if they obtain a majority of fifty (50) per cent plus one (1) of the votes cast by the Directors present or represented. Blank or invalid votes and abstentions shall not be counted.

Each director shall have one (1) vote. In the event of a tie, the Chairman's vote shall be decisive.

A document dated and signed by all the Directors and recorded or entered in the register of minutes is equivalent to a decision of the Governing Body.

A meeting of the Governing Body shall be validly constituted even if all or some of the Directors are not physically present or represented but participate in the deliberations by any modern means of telecommunication that enables the Directors to hear and speak to each other directly, such as a telephone conference or a videoconference. In this case, the Directors will be presumed to be present.

Article 35 – Minutes.

Minutes shall be taken at each meeting of the Governing Body by the Director of the Association or, in his absence, by any other person designated by the Chairman or by the person chairing the meeting and shall be signed by the Chairman.

The minutes shall be kept in a register of minutes kept at the registered office of the Association.

TITLE V - CORPORATE OFFICERS

Article 36 - Description of corporate officers.

The Governing Body shall have the following officers: a Chairman, a Vice-Chairman and a Treasurer. These officers will sit both on the Governing Body and at the General Assembly; they will be considered as officers of the Association. The Governing Body shall have the power to create any other positions it deems necessary and appropriate, and to fill them from within or elsewhere. Unless express provisions to the contrary are stipulated at the time of selection or election, each mandatary shall have a term of office of three (3) years, coinciding with his term of office on the Governing Body.

Article 37 - Duties and powers of the Chairman and Vice-Chairman

The Governing Body elects a Chairman and a Vice-Chairman from among the Full Members appointed as Directors of the Association. Their mandate is unremunerated.

The term of office is three (3) years, renewable. Each new Chairman and Vice-Chairman shall be elected at a meeting of the Governing Body held immediately after the Ordinary General Assembly of the year in which their term of office as Chairman or Vice-Chairman falls vacant. The terms of office of the Chairman and Vice-Chairman expire either on expiry of their term of office or on expiry of their directorship.

The Governing Body may also revoke their powers for serious reasons (such as unexcused absences), provided that the Chairman or Vice-Chairman concerned is called to the meeting and can be heard before the vote on the revocation. The Chairman or Vice-Chairman concerned must not take part in the deliberations of the Board regarding such decision or action, nor in the vote relating thereto.

The Chairman and Vice-Chairman are also free to resign from their positions at any time by sending their resignation to the Board by ordinary mail or by any other means of written communication (including e-mail).

The Chairman shall have the powers expressly granted to him by these Articles of Association. In particular, the Chairman shall have the following duties:

- (a) to supervise the management of the affairs of the Association.
- (b) drawing up agendas for meetings and finalising the minutes or summaries of meetings of the General Assembly and the Governing Body.
- (c) develop with the chairmen of the committees or working groups the draft annual work plan for presentation to the Board.
- (d) approve, in conjunction with the Treasurer, the expenditure of the Association's funds in accordance with Article 42 of these Articles of Association.
- (e) to increase the Association's visibility and influence in the ICT sector the transportation sector the energy and utilities sector, the financial sector and broad or adjacent inter-professional sectors, including, but not limited to, the agricultural sector.
- (f) to represent the Association externally, as regards communication with external parties.
- (g) advocate a view on sustainable development issues relating to the ICT industry, the transportation industry, the energy and utilities industry and more general any other broad or adjacent cross industries and thereby feed into the development of a strategic plan for the Association; and
- (h) act as arbitrator where differences of opinion arise, both between Members and between the Association and outside bodies.

The Vice-President shall have such powers as are expressly granted to him by these Articles of Association. In addition, the Vice-President shall be responsible for efforts to increase the number of Members of the Association.

The election, resignation and removal of the Chairman, as well as the duration of this term of office, will be recorded in the Association's file kept at the clerk's office of the Commercial Court of the district in which the Association has its registered office and will publish in the appendices to the Moniteur belge.

Article 38 - Election, duties and powers of the Treasurer

The Governing Body shall elect a Treasurer from among the Directors of the Association. His mandate is unremunerated.

The Treasurer's term of office is three (3) years, renewable. The Treasurer shall be elected at a meeting of the Governing Body held immediately after the Ordinary General Assembly of the year in which the office of Treasurer falls vacant.

The Treasurer's term of office expires on the expiry of his or her directorship.

The Governing Body may also revoke the powers of the Treasurer for serious reasons, provided that the Treasurer is summoned to the meeting and can be heard before the vote on the revocation. The Treasurer may not take part in the deliberations of the Governing Body in respect of such decision or action, nor in the vote.

The Treasurer is also free to resign from office at any time by sending, by ordinary mail or by any other means of written communication (including e-mail), his resignation to the Governing Body.

The Treasurer shall have the powers expressly conferred upon him by these Articles of Association and by the Governing Body. As a rule, the Treasurer shall:

- (a) supervise the financial affairs of the Association and report thereon to the Ordinary General Assembly and.
- (b) in conjunction with the Chairman, approve the expenditure of the Association's funds in accordance with Article 42 of these Articles of Association.

TITLE VI - EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 39 - Director of the Association

The Association may also appoint an Association Director, Chief Executive Officer, who shall be an employee of the Association and who shall perform the duties assigned to him by the Governing Body. The term of the contract and the remuneration of the Chief Executive Officer are decided and reviewed regularly by the Governing Body and submitted to the General Assembly for approval the first time and when subsequent changes are introduced, considering applicable employment law.

The main tasks of the Chief Executive Officer, to which may be added tasks defined by the Governing Body and approved by the General Assembly, will:

- Supervise GESI's activities and manage its resources.
- Establish strategic objectives and formulate plans to achieve them.
- Implement the agreed policy and strategy by the Governing Body.
- Maintain and develop relations with governments and organisations working with the Association.
- Represent the Association on public platforms (e.g. interaction with the media, participation in conferences, etc.), in consultation with the Chairman of the Governing Body.

Article 40- External representation of the Association

The Association shall be validly represented vis-à-vis third parties and in respect of all judicial and extra-judicial acts by the Chairman acting alone or by two Directors acting jointly.

None of the above-mentioned persons need to justify their authority to third parties.

In addition, the Association shall also be validly represented vis-à-vis third parties, within the scope of their mandate, by holders of a power of attorney validly mandated by the Chairman acting alone or by any two Directors, acting jointly.

TITLE VII – COMMITTEES AND WORKING GROUPS

Article 41 – Committees and working groups

The Board may establish and delegate tasks to one or more committees or working groups. The Board shall determine the mission, composition, powers and operation of the committees and/or working parties. The committees and/or working groups must report on their actions, studies, proposals and conclusions to the Board as a whole.

Committees and/or working groups may be composed of Members and non-Members. Non-Members will not have voting rights in committees and/or working groups.

TITLE VIII - INTERNAL RULES AND PROCEDURES

Article 42 - Internal rules and procedures

In order to detail and supplement the provisions of these Articles of Association

- (i) internal rules,
- (ii) membership rules and procedures,
- (iii) rules and procedures for the use of the Association's name and logo,
- (iv) an Association charter and a list of third parties whose charters are recognised, and
- (v) on the proposal of the Governing Body, rules and procedures for the General Assembly may be adopted by the General Assembly.

The Governing Body also has the right to adopt internal rules and procedures for the Governing Body and any other type of declaration that falls within its remit.

TITLE IX - FINANCIAL YEARS. ANNUAL ACCOUNTS. BUDGET. WORK PLAN. AUDIT OF ACCOUNTS. EXPENDITURE

Article 43 - Accounting year

The Association's accounting year shall run from 1 January to 31 December, provided that the first accounting year of the Association shall run from the date of incorporation of the Association to 31 December 2008.

Article 44 - Annual accounts. Budget. Work plan

Each year, the Governing Body draws up the annual accounts for the previous year and the budget and work plan for the following year. The Association's currency is the EURO for the annual accounts and all other official accounting, tax and legal documents.

The US dollar can also be used for internal accounting and communication.

Article 45 – Audit of the annual accounts

If required by law, the General Assembly shall appoint an auditor of the Association, chosen from among the members of the "*Institut des Réviseurs d'Entreprise/Instituut van de bedrijfsrevisoren*".

If the law does not require the Association to appoint an auditor, the General Assembly may appoint an external accountant or auditor to audit the annual accounts.

The external accountant or the auditor or, if applicable, the statutory auditor will draw up an annual report on the Association's annual accounts. This report will be submitted to the General Assembly.

Article 46 – Expenditure

The Board shall have full jurisdiction over the expenditure of funds and no expenditure shall be incurred without the approval of the Board. The Governing Body may delegate its authority to approve expenditure on specific matters. The President and Treasurer may approve expenditure incurred by committees or working groups which does not exceed five thousand euros (EUR 5,000) where such expenditure falls within the work plan approved by the General Assembly.

TITLE X – LIABILITY. INDEMNIFICATION.

Article 47 – Liability

The Directors shall not be personally liable for the debts, liabilities or other commitments or obligations of the Association.

Article 48 – Compensation

Provided that the provisions of this Article and, where applicable, the provisions of the Association's internal rules are complied with, the Association undertakes to indemnify any person who becomes, or is threatened with becoming, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or of any other nature by reason of the fact that such person is or was a Director, Chairman, Vice-Chairman, Director of the Association or Treasurer of the Association for any liability incurred in such action, suit or proceeding, administrative, investigative or of any other nature by reason of that person being or having been a Director, President, Vice-President, Director of the Association or Treasurer of the Association for any liability incurred in such action, suit or proceeding to the fullest extent permitted by law, except in the case of fraud.

Any person referred to in this section shall be fully indemnified against all costs and expenses, including legal fees, judgments, fines and settlement monies actually and reasonably incurred by such person in connection with the defence of any such action, suit or proceeding.

This Title X does not exclude any other provisions or assurances relating to the indemnification of the Directors, the Chairman, the Vice-Chairman, the Director of the Association and the Treasurer which may be included in any law, regulation, agreement or resolution relating to the Directors, the Chairman, the Vice-Chairman, the Director of the Association or the Treasurer, in respect of their acting in any official capacity whatsoever and in respect of their acting in any other capacity when they hold office or are employed by or agents of the Association.

TITLE XI- AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 49 - Amendments to the Articles of Association

The General Assembly may only validly decide to amend these Articles of Association if (i) two-thirds of the Full Members are present or represented and (ii) they obtain a two-thirds majority of the votes cast by the Full Members present or represented. Blank or invalid votes and abstentions shall not be counted.

Any proposal to amend the Articles of Association must be explicitly mentioned in the notice convening the Members.

Where required by law, amendments to the Articles of Association require the approval of the King and/or must be recorded in a notarial deed.

The date on which amendments to the Articles of Association come into force will be determined by the internal rules or by a decision of the General Assembly concerning amendments to the Articles of Association.

Any decision by the General Assembly to amend the Articles of Association will be subject to the additional requirements imposed by the applicable law.

TITLE XII - DISSOLUTION. LIQUIDATION

Article 50 - Dissolution. Liquidation

The General Assembly may only validly decide to dissolve the Association if

- (i) two-thirds of the Full Members are present or represented and
- (ii) the decision obtains a two-thirds majority of the votes cast by the Full Members present or represented. Blank or invalid votes and abstentions shall not be counted.

Any proposal to dissolve the Association must be explicitly mentioned in the notice convening the Members.

In the event of the dissolution and liquidation of the Association, the General Assembly shall decide on the appointment of one or more liquidators, the decision-making process if more than one liquidator is appointed and the scope of their powers. If liquidators are not appointed, the Directors shall be deemed to be responsible for the liquidation of the Association.

The General Assembly will also decide on the allocation of the Association's net assets, on the understanding that the Association's net assets may only be used for a disinterested purpose.

TITLE XIII – MISCELLANEOUS

Article 51 – Miscellaneous

Membership of the Association does not imply or represent an endorsement of a member, or any activity carried out by a Member by the Association. The name and logo of the Association shall not be used by Members, in any context or layout, in any manner which could be taken to imply that the Association endorses the Member, or any activity carried out by a Member which is contrary to the aims of the Association.

The business of the Association shall be conducted in English. These Articles of Association are drawn up in English and French, **but only the French version shall be the official text.**

If any question arises as to the meaning or interpretation of these Articles of Association or as to any other matter arising therefrom, such question may be settled by the Governing Body without reference to any court or tribunal. The decisions of the Governing Body in respect of such matters shall be final and binding for all purposes.