

ARTICLES OF ASSOCIATION of the



EDRi

European Digital Rights

INTERNATIONAL NON-PROFIT ASSOCIATION

ARTICLES OF ASSOCIATION of the EUROPEAN DIGITAL RIGHTS INTERNATIONAL NON-PROFIT ASSOCIATION

Chapter 1. Legal form, name, registered office, duration and email address of the Association.

Article 1. Name of the Association.

The association is established as an international non-profit association, in accordance with the Companies and Associations Code of March 23, 2019, published in the Belgian Official Gazette on April 4, 2019 (hereinafter referred to as the “CCA”).

The association adopts the name “EUROPEAN DIGITAL RIGHTS”, abbreviated to “EDRI”, hereinafter referred to as “the Association”.

All acts, invoices, announcements, publications, letters, orders, websites and other documents, whether in electronic form or not, issued by the Association shall contain the following information: 1° the name of the Association, 2° immediately preceded or followed by the words “international non-profit association” (in French, “association internationale sans but lucratif” or abbreviated “AISBL”), 3° the address of the Association’s registered office, 4° the enterprise number, 5° the indication of “register of legal persons” and competent court according to the registered office, 6° as the case may be: the e-mail address and website of the Association and 7°) as the case may be, the fact that the Association is in liquidation.

Article 2. Registered office of the Association.

The head office of the Association is located in Belgium, in the Brussels-Capital Region.

The Board of Directors may decide to move the head office within Belgium as long as the same language of administration is used.

However, only the General Assembly can move the head office to a region that uses another

language of administration or to another country.

The decision to transfer the registered office of the Association must be published in the appendices of the Belgian Official Gazette (Moniteur Belge).

Article 3. Duration of the Association.

The Association is established for an unlimited period. However, it can be dissolved voluntarily at any time.

Chapter 2. Non-profit purpose of international use and activities of the Association.

Article 4. Non-profit purpose of international use of the Association.

The non-profit purpose of international use of the Association is to promote, protect and uphold civil and human rights in the field of information- and communication technology. This includes, but is not limited to, the right of communications- and data privacy, freedom of expression, communication and information, access to information, and the promotion of civil society.

Article 5. Activities of the Association.

In order to fulfil this non-profit purpose of international use, the Association can (non-exclusive list):

1. monitor and report, raise awareness of and to provide education about threats to civil and human rights in the field of information and communication technology;
2. conduct policy research and offer the result to the public and to national and international bodies;
3. serve as a platform for cooperation and common activities and combine influence, experience, knowledge, and research of the Members;
4. engage in advocacy at a national and international level such as making representations to bodies such as the European Union, the Council of Europe, the OECD and the United Nations;
5. organise and participate in conferences, public events and any other actions that might be necessary to achieve the objectives of the association;

6. welcome supporters and volunteers who can contribute financially and with experience.

In order to achieve its objectives directly or indirectly, the Association may acquire any movable or immovable asset, conclude any contract, accept donations, sell, mortgage, grant guarantees on its assets, and transfer any and all assets in accordance with Belgian law, with these Articles of Association, and any modification made to them.

In addition, the Association may engage in any activities that directly or indirectly contribute to the achievement of the aforementioned non-profit purpose of international use, including incidental commercial activities, the proceeds of which will be allocated to the achievement of the non profit purpose of international use.

Chapter 3. Members, delegates and observers.

The membership of EDRI is reserved to members (as described in article 6). Furthermore, other actors can participate in EDRI as affiliate members and observers. The former (affiliates) are organisations that meet the criteria for membership and are in the process of becoming a member (per article 9), but have not become full member yet. The latter (observers) are natural persons or organisations that cannot meet the criteria for membership or otherwise are ineligible for membership. As a consequence of this, affiliate members and observers do not have voting rights in EDRI, but their input on governance matters may be sought from time to time. Since both affiliate members and observers can and do participate in the work of the association, their status is relevant for these statutes and covered by them.

Article 6. Members.

Not-for-profit non-governmental organisations (NGOs), established following the relevant laws and procedures in their country of origin whose aims include the defence and promotion of human and civil rights in the fields of information and communication technologies can apply for membership of the Association.

Membership is granted to the applicant legal entity, or individual and is not transferable.

All members must:

- meet the membership criteria set out above in the present article in the Articles of Association, and further detailed here below:
 - It is a legal entity active in a European State, as defined by the geographical scope of the Statute of the Council of Europe, a member state of the European Union (EU), of the European Economic Area (EEA) or of the European Free Trade Association (EFTA), or in a country which

is considered by the European Union as a candidate member;

- It carries out its activities on a continuous basis, independent of any commercial, industrial or political influence or interest. This must have a concrete translation in the organisation's statutes or by-laws;
- It demonstrates through its statutes and practice that its goals include the defence and promotion of civil and human rights in the field of information and communication technology;
- It has a national or European outreach; and it works in one or more areas of digital rights;

- adhere to the non-profit purpose of international use and activities of the Association;
- pay an annual membership fee.
- first be affiliate members with a history of active engagement in EDRI working groups, discussions or related activities.

Article 7. Delegates.

Each member appoints a delegate to represent them at the Association's General Assembly.

Members inform the President of the identity of their delegate.

Each member can also nominate a deputy delegate. However, deputy delegates can only represent members during meetings if the main delegate is unable to attend.

Delegates and deputy delegates are appointed for 2 (two) years, a period automatically extended unless otherwise decided. Their appointment takes effect at the first General Assembly after the President is informed of their appointment.

Members can replace the delegates and deputy delegates that represent them.

In this case, this decision takes effect at the first General Assembly after the President is informed of the replacement(s).

Article 8. Observers and affiliate members.

Becoming an affiliate is the first step towards becoming a member. Observers are of three kinds: (1) Individuals; (2) Organisations that do not meet the formal requirements of membership; and (3) Organisations that meet the formal requirements of membership but whose methods or mission are considerably different from EDRI's. The profiles, roles and responsibilities of affiliates and observers are further defined in the ROI.

Affiliate members and observers can attend in the Association's meetings, including the General

Assembly, in accordance with the terms defined in the Association's Internal Regulations (ROI), provided that they are up to date with their fees as per the conditions set out in articles 17 and 18 of the Articles of Association.

Affiliate members and observers do not have a right to vote at the General Assembly.

Article 9. Admission of new members.

To become a member of the Association, the candidate member must be recommended to the General Assembly by an existing member of the Association, and already have the status of affiliate.

To be admitted as members, candidates must meet the conditions of article 7 of the Articles of Association and be approved by a 2/3 (two-thirds) majority of all the delegates present at the General Assembly.

A candidate's application for membership implies their prior and unconditional agreement with the Association's Articles of Association and ROI.

If a request to become member is refused, the decision of the General Assembly is final and will be communicated to the candidate by email.

Article 10. Resigning members.

Any member can leave the Association at any time.

This resignation must be brought to the attention of the Board of Directors .

A member is deemed to have resigned:

- if they have not paid their annual membership fee for the current year by the end of the 2nd year
- if they no longer fulfil the admission criteria listed in article 7 of the Articles of Association.

It is up to the General Assembly to ascertain that the member is deemed to have resigned after examining the recommendations made by the Board of Directors.

As soon as the member's resignation is ascertained, it takes effect immediately.

Article 11. Expulsion and suspension of a member.

a. Expulsion of a member.

If a member contravenes the purpose of the Association or harms its interests, the General Assembly, deciding by a majority of 2/3 (two-thirds) of the votes validly cast, and after examining the recommendations of the Board of Directors, can decide on the expulsion of the member. The concerned member does not have the right to vote on its own possible expulsion, and shall not be present at the General Assembly when the vote takes place.

The member whose expulsion is requested will be informed of this in writing by the Board of Directors, at least 60 (sixty) days before the General Assembly is held. The member will be invited to submit arguments and any documentation in their own defence, either in writing or during the General Assembly.

The member concerned is convened to the General Assembly. The invitation to the General Assembly will contain the proposal relating to their expulsion. If the expulsion of the member is voted, it takes effect immediately.

The expelled member remains bound by all the obligations they may have towards the Association on the date of their expulsion.

b. Suspension of a member

Under extraordinary circumstances, the Board of Directors can temporarily suspend a member's membership, regardless of the type of membership, by a decision taken with a 2/3 (two-thirds) majority of the members of the Board of Directors.

The suspension will always be reasoned and conditional. Once the decision is taken, it takes effect immediately, and the Board of Directors will inform the member concerned and then the rest of the members.

This temporary solution will be automatically tabled for re-evaluation by the General Assembly, either at the first ordinary General Assembly following the decision of the Board of Directors, or at any Extraordinary General Assembly happening after the decision. The General Assembly will decide whether to prolong the suspension for a determined period of time, revert the suspension if it considers the conditions have been met and re-establish the member's membership rights, or initiate the expulsion procedure.

Both expulsion and suspension policies are set out in detail in the ROI.

Article 12. Loss of membership.

Membership is automatically lost following the dissolution, bankruptcy, merger, split or abolishment of the legal entity.

Article 13. Absence of rights to the assets.

Resigning or expelled members have no right to the Association's assets and cannot claim reimbursement for paid membership fees.

Article 14. The members' register.

The Board of Directors keeps a register of members at the Association's registered office, optionally in an electronic format.

This register contains each member's name, legal form and registered office address.

The admission, resignation, exclusion or even loss of membership are noted in this register within 8 (eight) days of awareness of the decision or event.

The members' register is kept up to date by the Board of Directors or by the Executive Director if so tasked by the Board of Directors. They immediately register any changes brought to their attention.

Article 15. Consulting the members' register.

All members can consult the members' register at the Association's head office and, if applicable, in electronic format.

To this end, they address a written request to the Board of Directors or to the Executive Director, with whom they agree on a date and time to consult the register.

This register may not be moved under any circumstance.

In the event of an oral or written request, and without delay, the Association must grant access to the members' register to public authorities, administrations and services, including public prosecutors' offices, registries and courts, tribunals and all jurisdictions and officials with the legal power to request it, and must also provide these bodies with any copies or extracts from this register that they deem necessary.

Chapter 4. Membership fees.

Article 16. Calculating membership fees.

Members of the Association are required to pay an annual membership fee, with the amount being set by the General Assembly.

The membership fee must be paid during the second quarter of each calendar year or, in the case of a new member, within 3 (three) months of their admission into the Association.

Only members who have paid their membership fee are authorised to send delegates to the General Assembly, or to sit within the Association bodies, in accordance with the provisions of the Articles of Association.

Without prejudice to the preceding paragraphs of article 17, or to article 18, and in accordance with article 9 of these Articles of Association, individual observers, institutional observers and affiliate members' fees are set out in the ROI .

Article 17. Failure to pay membership fees.

In the case of non-payment of membership fees by a member within the timeframe set in the membership fee bill, the Board of Directors shall send the member a reminder. In cases where there is a failure to pay, the member will be considered having resigned, as per article 11.

The member may request an exemption from the membership fee, or seek a reduction, by providing an explanation to the Board.

Chapter 5. Structure and organisation of the Association.

Article 18. Organisation chart of the Association.

The Association is composed of:

- a General Assembly;
- a Board of Directors;
- an Executive Committee made up of Executive Director(s)

The Board of Directors may create committees, and working groups to assist in the pursuit of the mission and governance of the Association. These bodies shall have an advisory role and in no way any formal decision-making power.

Section 1. The General Assembly of the Association.

Article 19. Composition and powers.

The General Assembly is the general leading authority and shall enjoy the most extensive powers necessary for achieving the objectives of the Association.

The Association's General Assembly is composed of delegates appointed by the members.

At the invitation of the Board of Directors, external third parties may also be present at the Association's General Assembly, on specific agenda items, but do not have the right to vote.

External third parties can also attend, on specific agenda items, upon invitation of 10% of members rounded down to the nearest integer (with a minimum of 2 members).

The General Assembly is chaired by the President of the Association or, if the latter is unable to attend, by the Vice-President, Treasurer, or by any other member of the Board of directors or member appointed thereto by the GA.

The General Assembly alone has the power to:

1. modify the Articles of Association;
2. appoint and dismiss the President of the Association;
3. appoint and dismiss members of the Board of Directors and executive directors, and determine the compensation for their services if they are to be remunerated;
4. appoint and dismiss a statutory auditor if required by law (or an independent auditor for other purposes than the annual audit of the financial accounts and for which the law does not require a statutory auditor) and determine the compensation for their services;
5. grant an annual discharge to members of the Board of Directors and to the auditor (if there is one);
6. initiate judicial proceedings against any members of the Board of Directors, statutory auditor, any person authorised to represent the Association or any agent appointed by the General Assembly;
7. approve the annual accounts, the budget and, if necessary, the management report;
8. approve internal organisation and work plans proposed by the Board of Directors or Executive

Director;

9. appoint legal representatives of the Association;
10. set the amount for membership fees;
11. define the Association's policies and priorities;
12. pronounce the dissolution of the Association, appoint the liquidators and decide where any liquidation surplus is to be allocated;
13. vote in and expel a member;
14. transform the association from an AISBL (international non-profit association) into an ASBL (non-profit association);
15. merge the Association with another that reflects the same purpose and missions;
16. demerge the Association;
17. make or accept the transfer of assets;
18. set up offices or representations in other countries;
19. approve and modify the Association's Internal Regulations;
20. act in all other cases where required by law.

Article 20. Participation and representation at the General Assembly.

Each member who has fully paid the membership fees referred to in article 17 of these Articles of Association has the right to attend the General Assembly, as do the members of the Board of Directors and the statutory auditor, if there is one.

A member may be represented by a delegate or a deputy delegate, provided that the latter has a written proxy duly signed by the member or the main delegate.

Each delegate/deputy delegate may not, however, carry more than 2 (two) proxies.

Proxies will be submitted at the latest before the opening of the General Assembly to the Executive Secretariat appointed for this purpose, and will be verified by this committee.

Any member wishing to be assisted by a third party during the General Assembly (e.g., an accountant or lawyer) must notify the Board at least 15 (fifteen) days before the date scheduled for the Assembly. Before addressing the agenda, the General Assembly will rule on the request by absolute majority. Its power over this matter is absolute and its ruling is definitive.

Article 21. Frequency of the General Assembly.

The Board of Directors convenes the General Assembly at least once a year, within 6 (six) months after the end of the financial year, to approve the annual accounts, budget, membership fees, the

reports planned by the internal regulations, and the discharge to be granted to the members of the Board of Directors and, if there is one, to the statutory auditor.

The Board of Directors also convenes the General Assembly to an extraordinary meeting whenever it deems it necessary, at the request of the President of the Association, the majority of Board of Directors members, or 1/5 (one-fifth) of all members.

If a statutory auditor is appointed, they may also, at their own initiative or at the request of 1/5 (one-fifth) of the members, convene an extraordinary General Assembly. When the General Assembly deliberates on the basis of a report prepared by the statutory auditor, the latter shall participate in the meeting.

In this case, and subject to the written procedure or electronic voting procedure referred to in Article 28 and Article 29 of the Articles of Association, the Board of Directors or, if necessary, the statutory auditor, convenes the General Assembly within 30 (thirty) days of the request, and the General Assembly is held no later than the 40th (fortieth) day following this request.

Article 22. Meeting notice and agenda.

The Board of Directors notifies the members, members of the Board of Directors and the statutory auditor, if there is one, to the General Assembly by whichever means of communication, electronic or other, is deemed most appropriate depending on circumstances, at least 30 (thirty) days before the date of the General Assembly. Such notification shall include a draft agenda.

The General Assembly will be held the day, time and place stated in the meeting notice.

The meeting notice includes the agenda prepared by the President of the Association and the Executive Committee.

Any member wishing to add an item to this agenda must send their request to the President of the Association at least 21 (twenty-one) days before the Assembly is held. The Board of Directors will decide by an absolute majority whether to address this item during the General Assembly, at the latest 15 (fifteen) days before the General Assembly. which, as far as possible, is also the date on which the Board of Directors shall communicate the final agenda for that General Assembly. The Board of Directors shall in no case communicate the final agenda later than 7 days prior to that General Assembly.

Any proposal or question signed by at least 1/20 (one-twentieth) of members, rounded down to the nearest integer, must be placed on the agenda of the Assembly. Such proposals or questions must be received by the Board of Directors at the latest on the calendar day before the General

Assembly.

If the General Assembly must approve the accounts, budget and, if necessary, the management report, these will be appended to the Final Agenda.

In general, all documents to be shared at the General Assembly in accordance with the Articles of Associations are sent along with the Final Agenda. This includes the list of candidates for the Board of Directors.

In addition to the day's agenda and the date, hour and place where the General Assembly will meet, the notice also specifies:

- the different voting methods;
- the date, time and place of a second General Assembly if the quorums required by Article 27 of the Articles of Association are not reached at the first Assembly, if applicable;
- the proportion of the delegates' expenses covered by the Association.

Article 23. Agenda of the General Assembly.

The General Assembly can only validly deliberate on the items of the agenda as decided per Article 22 and as promulgated at the start of the General Assembly.

Article 24. Organisation of the General Assembly.

Unless there is recourse to the written procedure or the electronic voting procedure referred to in Article 28 and Article 29 of the Articles of Association, the General Assembly is chaired by the President of the Association or, if the latter is unable to attend, by the Vice-President, by the Treasurer, or by any other member of the Board of directors or member appointed thereto by the GA.

The President sets up an Executive Secretariat composed of one or more Executive Directors or other persons designated for this purpose.

At the opening of the meeting, the Executive Secretariat draws up a list of delegates present or duly represented and invites them to sign this list.

The questions that delegates put to members of the Board of Directors either orally or in writing, and which are related to the items on the agenda, are duly answered before or during the General Assembly.

The questions that delegates put to the statutory auditor if there is one, either orally or in writing, and which are related to the items on the agenda concerning the latter, are duly answered before or during the General Assembly.

The statutory auditor has the right to speak at the General Assembly in relation to any matter concerning their mission.

The members of the Board of Directors and the statutory auditor, if there is one, can give a collective answer to multiple questions concerning the same topic.

Votes may be cast in the following manners: a show of hands, secret ballot, written correspondence (post, email, fax), following the written procedure or by electronic means in accordance with the principles and methods defined under Article 28 and Article 29 of the Articles of Association and with the Internal Regulations.

Article 25. Ordinary quorum of attendance.

Except in cases where the CCA or the Articles of Association require a special quorum of attendance, the General Assembly can validly deliberate as soon as half of the members are present or duly represented.

Members voting by correspondence are included in the attendance numbers to be counted in order to obtain a quorum.

If the General Assembly is unable to validly deliberate due to the absence of more than half of the members, a new meeting notice will be sent out for a second Assembly to be held. A second Assembly held within 15 (fifteen) days after the General Assembly precludes any agenda items as covered by article 28.

This second Assembly will deliberate and rule validly regardless of the number of members present or duly represented.

Article 26. Ordinary majority.

Unless otherwise provided by the CCA or the Articles of Association, the General Assembly's decisions are made by a simple majority (half the number of the members represented plus one vote) of the votes validly cast by the members present or duly represented.

Each member, present or represented via its delegate or deputy delegate, has one vote.

The number of votes cast, either “for”, “against” or “abstaining” shall be acknowledged. Null votes, blank votes and abstentions are neither counted as “for” or “against” votes.

In the event of a tied vote, the vote cast by the President or the meeting Chair standing in for the President is decisive, except in cases the vote is concerning the appointment or dismissal of one or more Board members.

Article 27. Special quorum of attendance and special majorities.

In cases when the Articles of Association are to be modified, the General Assembly can validly deliberate provided at least two thirds of the members are duly represented and decisions require a majority of at least 2/3 (two-thirds) of the validly cast votes.

If the General Assembly is unable to validly deliberate due to the absence of more than 1/3 (one third) of its members, a second Assembly will be held with at least 15 (fifteen) days notification period.

This second Assembly will deliberate and rule validly regardless of the number of members present or duly represented, provided that the decisions receive at least 2/3 (two-thirds) of the votes cast during this second Assembly.

If the matter at hand concerns:

- modifying the aims and/or purpose of the Association;
- transforming the association from an AISBL (international non-profit association) into an ASBL (non-profit association);
- a voluntary dissolution of the Association;
- a merger with an Association that reflects the same purposes and missions;
- a demerger of the Association;
- a transfer of assets,

then decisions can only be validly adopted if at least 4/5 (four-fifths) of the members are present or duly represented and the decisions receive at least 4/5 (four-fifths) of the validly cast votes.

If the General Assembly is unable to validly deliberate due to the absence of more than 1/5 (one-fifth) of its members, a new meeting notice will be sent out for a second Assembly to be held with at least 15 (fifteen) days notification period.

This second Assembly will deliberate and rule validly regardless of the number of members present or duly represented, provided of course that the decisions receive at least 4/5 (four-fifths) of the

votes cast during this second Assembly.

Article 28. Written procedure.

Outside a formally convened GA, the members can take decisions that are the prerogative of the GA, to the extent allowed by article 10 :6/1 of the Belgian law.

Under this procedure, the General Assembly's decisions are taken unanimously and in writing by all of its members.

The following decisions cannot be taken through a written procedure: decisions relating to persons who belong to the Association and modification of the Articles of Association.

In this written procedure the convocation formalities do not have to be fulfilled. The members of the Board of Directors and, as the case may be, the statutory auditor, may, at their request, take notice of such decisions.

The specific principles and methods governing the written procedure are defined in the ROI.

Article 29. Electronic voting procedure.

The Board of Directors may, under its responsibility, set up an electronic voting procedure providing the highest level of security, integrity and the secrecy possible, of each member's vote. This may include having a voting committee to ensure the secrecy of the vote that otherwise cannot be provided for due to the nature of electronic voting.

The specific principles and methods of the electronic voting procedure are set out in the ROI, provided that they meet the following criteria:

- They cover the means for divulging votes (cryptographically secured mail, cryptographically secured instant messaging);
- The means for divulging the vote are cryptographically secured against tampering by third parties;
- The provenance of the votes cast can be cryptographically verified (e.g. through a cryptographic key fingerprint);
- The methods for securing and verifying the messages containing the votes cast shall be set and disclosed in advance of the vote.

The decisions thus voted will only be adopted if the quorum and majorities required by the Articles of Association or by the CCA have been reached.

Article 30. General Assembly meeting minutes.

The decisions of the General Assembly are recorded in meeting minutes drawn up by one of the Executive Committee members as the meeting progresses.

Article 31. Publications in the Belgian Official Gazette (Moniteur Belge).

Any modification to the Articles of Association must be filed without delay at the registry of the francophone Commercial Court in Brussels or through the online registry “e-greffe”, to be published in the annexes of the Belgian Official Gazette.

The same applies for the appointment or departure of a Board member, a person authorised to represent the Association or delegated to day-to-day management and, where applicable, of the statutory auditor.

Section 2. Board of Directors of the Association.

Article 32. Composition of the Board of Directors.

The Association is managed by a Board of Directors composed of at least 3 (three) Board members.

At least a simple majority of the members of the Board must be elected amongst the delegates from the members or affiliate members, at the time of the Board members being elected.

Only natural persons can be elected to the Board of Directors.

Each member of the Board has one vote.

The President of the Association is ex officio Chair of the Board.

The Board of Directors elects a Vice-President and a Treasurer from among its members.

Article 33. Nominations for the Board of Directors.

Candidates for the Board of Directors are proposed to the General Assembly, as per the ROI Internal Policy on the election of the members of the Board of Directors.

To be eligible for election:

1. Any candidate must declare that they have permission to stand from their own organisation if their organisation is a member;
2. Candidates join the Board of Directors in their personal capacity and not as a representative of an organisation;
3. Any candidate must be nominated by a member. Members may set their own procedures for nominations.
4. Any candidate shall have an opportunity to make a presentation for their candidacy in writing and in person at the General Assembly;
5. Any candidate must not have served on the Board of Directors for more than the term limitations of article 35;
6. A candidate must declare any potential conflicts of interest, and anything else that might foreseeably affect their suitability.

Article 34. Election of members to the Board of Directors.

The General Assembly elects the members of the Board of Directors as per the procedures specified by the ROI.

Members of the Board of Directors are elected by simple majority and in accordance with the voting procedure set out in article 26. The procedure to decide the majority may be deviated from in the ROI Internal Policy on the election of the members of the Board of Directors, which is agreed by the General Assembly.

Article 35. Duration of the mandate of a member of the Board of Directors

Without prejudice to paragraph 4 of this provision, the term of office of the members of the Board of Directors is, in principle, 3 (three) years. This mandate takes effect at the first meeting of the Board of Directors following the General Assembly during which the candidate is elected, and terminates with the close of the General Assembly that follows the end of their mandate.

This mandate may be consecutively renewed once.

The General Assembly can decide to elect members to the Board of Directors for a term of less than 3 (three) years to avoid replacing more than a third of the members of the Board of Directors each year.

The General Assembly may revoke the mandate of a member of the Board of Directors at any time.

Article 36. Resignation, inability to exercise one's functions and co-option.

Any member of the Board of Directors wishing to resign must communicate their resignation in writing to the Board of Directors and indicate the reasons for this resignation.

A member of the Board of Directors who resigns or becomes incapable of performing their duties is replaced by a co-opted Board member appointed by the remaining Board members

The first General Assembly which follows must confirm the mandate of the co-opted member of the Board of Directors. If confirmed, the new member of the Board of Directors steps in until the end of their predecessor's mandate.

If unconfirmed, the mandate of the co-opted member of the Board of Directors ends at the close of the General Assembly, without prejudice, however, to the regularity of the Board of Directors' composition up until then.

Article 37. Remuneration.

Board members exercise their function free of charge.

Article 38. Powers.

The Board of Directors shall be vested with the powers of management and administration which are granted by the General Assembly, including the development of policy guideline as well as managing and overseeing the affairs of the Association. The Board of Directors shall, in particular, have the following powers:

- a) approve the yearly strategy and draft the annual budget;
- b) approve the annual program of work;
- c) recommend broad principles and directives to the General Assembly;
- d) recommend general policy objectives to the General Assembly;
- e) provide general oversight of the professional staff;
- f) select, recommend to the General Assembly and supervise all executive directors and determine their terms of service;

- g) approve the participation of non-Members in working groups charged with highly sensitive dossiers;
- h) approve or amend the agenda proposed by the Executive Director for the General Assembly and its business meeting;
- i) undertake all such other functions as the General Assembly shall assign to it, having the power to so assign.

Under the supervision of the General Assembly, the Board of Directors shall draw up internal directives concerning the daily management of the Association.

Any power not explicitly reserved to the General Assembly is granted to the Board of directors; however if the board of Directors exercises such a power and it is not covered by the enumeration above, the exercise of such a power shall be noted in the minutes of the relevant meeting of the Board of Directors.

The Board of Directors can delegate some of its powers to one or more persons, who need not be members of the Board of Directors.

Legal actions, whether as plaintiff or defendant, come under the initiative and power of the Board of Directors represented by its President or by a member of the Board of Directors appointed for this purpose by the latter.

Article 39. Convening the Board of Directors.

The Board of Directors meets when convened by the President of the Association, either at the initiative of the latter, or at the written request of at least 2 (two) Board members or one Executive Director.

The meeting notice is sent by email at least 7 (seven) days before the date fixed for the Board of Directors' meeting or, if in the interest of the Association, within a shorter time frame.

The meeting notice includes the agenda as well as information concerning the date, time and place of the meeting.

The Board of Directors can only validly deliberate on items listed on the agenda.

Article 40. Deliberations and representation.

Unless there is recourse to the written procedure or the electronic voting procedure, the meeting of the Board of Directors is chaired by the President of the Association or, if the latter is unable to attend, by the Vice-President, by the Treasurer or by a Board member appointed thereto.

The Board of Directors forms a college and can only validly rule if half of its members, including the Chair, are present or duly represented.

Each member of the Board of Directors has one vote.

The decisions of the Board of Directors are taken by a simple majority (more than fifty percent) of the votes validly cast by the members of the Board of Directors present or duly represented.

In the event of a tied vote, that of the President or the meeting Chair standing in for the President, is decisive.

A copy of the minutes from the Board of Directors' meetings is sent to all the Association's Board members and members.

Article 41. Conflicting interests.

When the Board of Directors is called upon to make a decision or to rule on an operation that falls within its powers, and in relation to which a member of the Board of Directors has a direct or indirect interest that conflicts with the interest of the Association, this member of the Board of Directors must inform the other members of the Board of Directors before the deliberation. The other members of the Board of Directors shall have the power to exclude any member that has a conflict of interest from the deliberation on the matter at hand, whether they disclosed it or not.

The declaration of the member of the Board of Directors and explanations as to the nature of this conflicting interest must appear in the minutes of the Board meeting during which this decision is made. The Board of Directors is not allowed to delegate this decision.

Article 42. Written procedure.

The decisions of the Board of Directors may be made by unanimous agreement of all members of the Board of Directors, expressed in writing, except for decisions relating to persons belonging to the Association.

The specific principles and methods governing the written procedure are defined in the ROI.

Article 43. Electronic voting procedure.

The Board of Directors may, under its responsibility, set up an electronic voting procedure.

The decisions thus voted will only be adopted if the quorum and majorities required by the Articles of Association or by the CCA have been reached.

Article 44. The Board of Directors' meeting minutes.

The Board of Directors' decisions are recorded in a special register, if applicable in an electronic format, containing the minutes signed by the President and other members of the Board of Directors who wish to sign it.

This register is kept at the Association's registered office. Members may consult the register at the Association's head office or receive a copy of the Board of Directors' meeting minutes at their request.

In the event of an oral or written request and without delay, the Association must grant access to the Board of Directors' meeting minutes register to public authorities, administrations and services, including public prosecutors' offices, registries and courts, tribunals and all jurisdictions and officials with the legal power to request it, and must also provide these bodies with any copies or extracts from this register that the latter deem necessary.

Article 45. The President of the Association.

The President of the Association is elected by the General Assembly from among the members of the Board of Directors.

The President's mandate is for a period of 3 (three) years, renewable once.

The President's role is notably to:

- preside the General Assembly and Board of Directors' meetings;
- oversee the Association's committees.

The President's other tasks are detailed in the ROI.

If an urgent matter arises, and after consulting with the Board of Directors and the Membership, the President of the Association may take all necessary measures to protect the interests of the Association. The Board of Directors ratifies the decisions at its next meeting.

The President of the Association has a casting vote if there is a tied vote relating to an item on the agenda of the General Assembly or the Board of Directors, except in the General Assembly in cases concerning the appointment or dismissal of one or more Board members.

Article 46. The Vice-President of the Association.

The Vice-President's role is notably to:

- fulfil the obligations of the President of the Association if the latter is absent or unable to assume them;
- assist the President of the Association in accomplishing their mission.

The Vice-President's other tasks are detailed in the ROI.

Article 47. The Treasurer of the Association.

The role of the Treasurer is notably to:

- verify and oversee the committees' work from a financial perspective;
- present financial reports to the Board of Directors and to the General Assembly.

The Treasurer's other tasks are detailed in the ROI.

Section 3. The Executive Committee.

Article 48. Composition and powers.

The Executive Committee always acts in the common interest of the Association and all of its members.

The Executive Committee is made up of the Executive Director(s) appointed by the General Assembly on the proposal of the Board of Directors. A written document must outline the specific procedure relating to their appointment.

They are responsible for managing the day-to-day affairs of the Association and are given all the relevant powers to do so under the conditions that the Board of Directors may set at any time and operate within broad principles and directives as decided at the General Assembly. As such, and unless the President decides otherwise, the Executive Director(s) attend the General Assembly and Board of Directors' meetings in an advisory capacity.

Their powers notably include:

- preparing the Association's draft annual work plan;
- preparing the Association's draft annual budget and accounts;
- ensuring efficient daily management of the Association's administration and staff;
- consistently and effectively overseeing the Association's finances in accordance with the budget of the Association;
- ensuring cooperation between the Association and third parties following the guidelines approved in the GA;
- making decisions regarding the representation of the Association at external meetings and events following the guidelines approved in the GA;
- receiving membership applications from other organisations;
- taking over the tasks of the Board of Directors between Board meetings if exceptional circumstances and urgency require it. The Board of Directors shall ratify such decisions at the next Board meeting.

Chapter 6: Representation of the Association.

Article 49. Representation of the Association.

All acts which bind the Association shall validly be signed by two members of the Board, one of which will be the President or the Vice-President, who will not need to justify their authority towards third parties. For specific purposes, this power may be delegated by decision of the Board to one of the Board members and/or one of the Directors, who will not need to justify their authority towards third parties.

All judicial actions, whether as a plaintiff or as a defendant, will be conducted by the Board, represented by the President. For specific purposes, this power may be delegated to one of its members and/or one of the Directors.

Chapter 7. Accounts and budgets of the Association.

Article 50. Financial year.

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

Budgets and annual accounts are prepared by the staff member responsible for financial management

and overseen by the Treasurer. The accounts are kept in accordance with the provisions of Article 3:47 CCA and the Royal Decree of 29 April 2019.

The accounts for the previous financial year, the budget for the current financial year and, if necessary, the management report are submitted annually by the Board of Directors to be approved at the General Assembly. The budget presents the ordinary and extraordinary income and expenditure for the following financial year.

The annual accounts of the Association are filed in accordance with the provisions of Article 3:47, § 7 CCA and the Royal Decree of 29 April 2019.

Article 51. Appointing a statutory auditor.

If the Association is legally bound to appoint a statutory auditor because, once the accounts of the last financial year have been closed, its balance sheet exceeds two of the three criteria provided for in article 1:28 of the Companies and Associations Code, then he or she is appointed by the General Assembly, which rules by an absolute majority of the members present or duly represented.

The statutory auditor's term of office is three years, renewable.

They may only be dismissed during their term of office by decision of the General Assembly ruling by an absolute majority of the members present or duly represented, and for just cause.

Article 52. Auditing of accounts.

If the Association is not legally bound to appoint a statutory auditor, the General Assembly may entrust the auditing of accounts to one or more independent auditors.

All members may consult the meeting minutes and decisions made by the General Assembly, the Board of Directors, or by any persons, whether or not they occupy a management position, who are given a mandate within or on behalf of the Association, as well as all of the Association's accounting documents.

To do so, they send a written request to the Board of Directors or to the Executive Director appointed for this purpose, agreeing on a date and time to consult the documents and files. These documents may not be moved under any circumstances.

Chapter 8. Internal Regulations.

Article 53. Adopting the Internal Regulations.

Ruling by an absolute majority (more than fifty percent) of the members present or represented, the General Assembly can issue Internal Regulations (ROI). These regulations, which are binding for all Association members and staff, may not contain provisions contrary to public order and decency, to mandatory legal provisions or to the Articles of Association.

An electronic copy of the ROI is made available to all Association members.

Changes to these regulations can only be approved by the General Assembly ruling by an absolute majority. These changes will be immediately communicated to members by email.

When a new member is admitted into the Association, they automatically adhere to the ROI.

The last approved version of the Internal Regulations dates from 14/05/2023 [yearly update - date of the last GA] and are available in EDRI's internal wiki.

The above Internal Regulations cannot affect the voting rights of Members, the scope of competences of the General Assembly, the Board of Directors or the Executive Committee. Neither can they unilaterally affect the labour contracts the Association has with its staff.

Chapter 9. Dissolution of the association.

Article 54. Appointment of liquidators and allocation of net assets.

In the event of voluntary dissolution of the Association, the General Assembly appoints one or more liquidators, determines their powers and indicates how the net assets are to be allocated as per Article 19 and Article 27 of the Articles of Associations.

These net assets can only be allocated to an Association or to a private or public foundation pursuing goals similar to those of the Association.

Article 55. Publication in the annexes of the Belgian Official Gazette (Moniteur Belge).

The decisions relating to the dissolution of the Association, the conditions of the liquidation,

the appointment of the liquidators and their powers, the completion of the liquidation and the allocation of net assets are filed at the registry of the francophone Commercial Court in Brussels and published in the annexes of the Belgian Official Gazette (Moniteur Belge).

Chapter 10. Miscellaneous provisions.

Article 56. Applicable law.

The Articles of Association are governed by Belgian law.

Article 57. Languages of the Association.

The language used for official documents is French.

The working language of the Association is English.

