

Forum for European e Public Services

Constitution (by-laws)

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Founding Members
Transitional Arrangements

International association with scientific aims, in accordance with the Act of 25 October 1919, with respect to establishing legal entity of international associations with philanthropic, religious, scientific, artistic or educational goals, as amended

Title 1: Name, Registered office

Article one

An international, non-profit association is hereby established. The name of the association shall be "e-Forum, Forum for European e-Public Services [in French, "Hôte Européen pour les Services Publics En Ligne", with the acronym HESPEL]. The association is covered by the provisions of the Belgian Act of 25 October 1919, with respect to establishing legal entity of international associations with philanthropic, religious, scientific, artistic or educational goals, as amended.

Article two

The association's registered office shall be established in Brussels, 51 RUE DU Moulin à Papier, B-1160 Bruxelles. The registered office may be transferred by decision of the board of directors to any other location within Belgium, such a decision will be issued within a month in the Official Journal of the Kingdom of Belgium (Le Moniteur Belge)

The board of directors may moreover establish any offices and branches, as it deems necessary, in both Belgium and abroad.

Title 2: Aim of the association

Article three

The association shall be an independent and non-political organisation, with no profit aims whatsoever.

It shall endeavour to provide its members with products, services and representation, to improve the use of information- and communication technologies within the Public Services sector. With the overall goal of

optimising the capacity of Public Services providers to deliver an efficient and effective service to those who require it.

To this end, it shall establish a representative and non-discriminatory forum for effective consultation and interaction among its members, and agreement on priority areas for information and communication technologies exploitation, gathered around a common focus on the design, development, demonstration and deployment of telematic solutions in the Public Services sector.

This forum is therefore designed to improve the ties and the exchange of contacts between the different stakeholders of the Public Services sector, and to ensure the timely exploitation of appropriate information and communication technologies, directly or through their national and international associations, in particular:

- Authorities and public bodies active in this sector (i.e. The Central and National Administrations, Regional Administration Authorities, Local Administration Authorities, all Public Services bodies, Research Centres, etc.);
- Public Services sector professionals, whether private or institutional actors, if need be through their representative organisations
- recipients of Public services through their representative organisations;
- Providers of services, telematic services or equipment in the Public Services sector (system providers, telecom operators, etc.);
- The users of such services (group of citizens, companies and other industries, supplying to the Public Services sector, etc.)
- any physical person or legal entity active in research and development;
- the development of the co-operation with the European institutions
- Academics people.

The association consists of members originating in the Member States of the European Union and of the European Economic Area. Members originating in other States may be accepted by decision of the board of directors.

Within the framework set out above, the association's tasks shall include in particular:

- Collecting, updating and disseminating, to its Members and its partners, any information with respect to European telematic services in the Public Services sector;
- Defining and debating policies in the areas defined by the board of directors, and the promotion of such policies;
- The dissemination of data to the public at large, through the publication of articles in journals and general reviews, through the editing and distribution of newsletters, books, leaflets, electronic publications,...
- The analysis of the needs and requests of those active in the Public Services sector, provision of authoritative advice on products. Services that meet agreed minimum criteria;
- The identification of national and/or local strategies and/or initiatives with respect to Public Services sector, and, as the case may be, the promotion and the co-ordination of such initiatives and/ or strategies; provision of advice with respect to the development of national/local strategies for Public Services;
- Co-operation with the relevant bodies to ensure that appropriate and timely standardisation requirements are met and are rapidly verified and deployed;
- The organisation of conferences, symposia, colloquia, workshops and training sessions, and any

other type of initiatives;

- Joint action with other associations and/or other Public Services actors and the development of co-operation with the European institutions;
- Granting scholarships for research into Public Services' Sector needs;
- The development of any means with a view to enhancing co-operation with the Public Services authorities, the citizens and with industry.

In order to realise its goals as described above, the association is entitled to undertake any action that is either directly or indirectly linked to its aims, and/or are of such a nature as to reach these aims.

It shall be competent to assume, in a subsidiary fashion, any commercial activity, insofar as these coincide with the association's aims, and on the express condition that any profit shall be used to reach these aims.

Title 3: Members of the association

Article four

The association shall comprise five categories of members. These are the general members of the association.

- Working members (direct membership): these members are "institutions "in particular the Users Associations, Public Services Authorities (Central, Regional, Local...), Industry
- Honorary members who have been granted this status by the board for a certain time (usually 1 year) on the basis of services the member offer to the FEePS association. These members are Public Services authorities or institutions whose legal status does not allow direct membership;
- Individual members who represent only themselves (researchers, independent consultants);
- Associate members: members accepted by virtue of a co-operation agreement with other international and national institutions with a non-profit aim.
- Founding Members of this Association

Article five

Anyone wishing to become a member of the association shall submit his application to the board of directors.

Associate members can only be accepted by virtue of a co-operation agreement with other international and national institutions with a non-profit aim, based on the principle of reciprocity.

Article six

Each member of the association can withdraw its membership by written notification to the board of directors.

Article seven

Upon proposal of the board of directors, the general meeting may exclude a member. Such decision requires a two-thirds majority of the votes of the present and represented members.

A member can only be excluded after the reasons for the exclusion have been notified to it in writing. Such notification shall take place at the latest three months prior the general meeting that is to decide upon the proposal for exclusion. The member concerned shall be given the opportunity to present its case.

Article eight

Neither withdrawing and excluded members, nor their cessionaries (in case of decease) shall have any right whatsoever to the association's assets.

Article nine

A membership fee shall be payable by working members individual members and founding members. The amount of this fee shall be set by the general meeting, upon proposal of the board of directors.

Title 4: The general meeting

Article 10

The general meeting shall have the widest competencies with a view to realising the association's aims.

The general meeting shall be exclusively competent with respect to:

- the approval of the budget and the accounts;
- the appointment and dismissal of the members of the board of directors;
- amendments to the by-laws;
- the dissolution of the association;
- the dismissal of members of the association; and
- any other decision that surpasses the competencies that are reserved to the board of directors, either by law or by these by-laws.

Article 11

The general meeting shall consist of the general members.

The president of the board of directors shall preside the general meeting.

Article 12

The general meeting (GM) shall convene every year as a minimum, by written invitation of the board of directors.

The board of directors shall decide upon place and time, and it shall mention these in the conveying letter. The letter of conveyance together with the agenda and the motions to be presented is sent to all members at the latest four weeks before the meeting. An extraordinary general meeting (EGM) may be held at the request of the president and a majority of the directors, or of least one third of all general members. The same conditions and formal requirements apply as described above.

Article 13

The general meeting can meet validly only if a minimum of 50 % of the members is present or represented. Each member may have itself represented at the meeting by any other member who has been given a special proxy thereto. A member must not collect more than one such proxy.

Working, honorary and founding members have a substantial voting right in the general meeting. Associate members can have a voting right, depending on the co-operation agreement. All other members have an advisory capacity without voting right.

Except where specifically provided for in these by-laws, the general meeting shall decide by simple majority of the present and represented members. In case of equality of votes, the president shall have a casting vote. No decision can be made with respect to issues that had not been included in the agenda of the general meeting, unless where all present and represented members agree to debate other issues as well.

Article 14

Minutes of the AGM are prepared by the General secretary and validated by the members of the AGM. All decisions of the general meeting shall be registered in a roll, signed by the president. The president shall preserve the roll in the premises of the association's seat, and keep it at the disposal of the members.

Title 5: Board of Directors

Article 15

The Board of Directors shall have the widest competencies to manage the association. All matters that have not, either by law or by these by-laws, been reserved for the general meeting, shall form part of the Board's competencies.

The decision to initiate legal proceedings or otherwise represent the association in justice has to be taken by the Board of Directors. This decision has to be included in the minutes. The Board of Directors can give a specific procuration to the President of the Board or any other Director to execute this decision.

The Board delegates the day-to-day management to the executive committee envisaged in Title 6 of these by-laws. Moreover, it may delegate any of its competencies to one or more of its directors, or to third parties, but only in a specific delegation that sets out the boundaries of the delegation. Members of the Board of Directors will be unpaid, these are honorary positions.

Article 16

The board of Directors can invite to its meetings as observers any expert whose expertise and advice are considered necessary by the board.

Article 17

The Board consists of a minimum of seven and a maximum of 15 directors.

Directors shall be appointed by the general meeting. A candidate shall be deemed to be appointed when he/she has the largest vote totals, whether or not these votes amount to a majority in the General Meeting.

The Board elects a president, a secretary and a treasurer among its members for three years.

Directors are appointed for a renewable term of three years.

Should a vacancy arise, the Board of Directors appoints an additional director. Such appointment shall however be limited *ratione temporae* until the following general meeting. A vacancy may be left open until the next AGM.

Article 18

A director may resign at any time, by notification by registered mail to the President of the Board.

A director shall be deemed to be resigning, when he/she is absent for three consecutive times from the meetings of the Board of Directors, or for half of the meetings of one financial year, if the absence does not coincide with representation by proxy, or if it is not forewarned or is without good cause.

The actual resignation of a director shall only become effective the third working day after the notification of the resignation by registered mail.

Article 19

The GM may dismiss directors with a three fourth majority of the presents and represented members subject to a petition of 10% of General members requesting such an action from the general meeting.

Article 20

The Board of Directors shall hold meetings if and when appropriate in the association's interest, with a minimum however of two yearly meetings. The president conveys all meetings. It meets at such times and places as it may establish.

Notifications of board members are done by mail, one week before each meeting.

Special meetings of the board of directors may be called by at least half of the effective directors. Notice of such meetings shall be given to each director at least one week in advance of the meeting, in accordance with the procedure set out in the previous indent. At such a special meeting of the board, only those matters for which the meeting was called, as stated in the notice of the meeting, may be acted on by the board, unless all directors present, or duly represented, at the meeting, consent to take action on other matters.

Article 21

Meetings of the Board shall only be valid where a minimum of fifty percent of all directors are either present or duly represented.

Each director may have him-/herself represented at the meetings of the Board, by another director. Directors must not collect more than one such proxy.

Except when otherwise provided for in these by-laws, the Board of Directors shall decide by a simple majority of all present or represented members. In case of equality of votes, the vote of the president shall be decisive.

Article 22

Minutes of the meetings of the Board of Director's shall be signed by the president and by the secretary. They shall be registered in a roll, which is signed by the president and by the secretary. This roll shall be kept at the seat of the association, where the members of the association may consult it. The minutes of the Board's meetings shall be sent to the directors before the following meeting. The text of these minutes shall be approved.

"Title 6: Executive Committee

Article 23

The Board of Directors shall entrust the day-to-day management of the association to the Executive Committee. This consists of the president, a secretary, a treasurer and the Executive Director, appointed by the Board.

Apart from the day-to-day management, the Executive Committee shall perform any duties with which it is entrusted by the general meeting, or by the Board of Directors.

Article 24

The Board of Directors appoints the members of the Executive Committee. They shall serve a renewable term of three years. The Executive Director is hired under Belgian working laws and shall be remunerated by the association. The same person cannot combine various functions, inside the Executive Committee.

Article 25

A member of the Executive Committee may resign at all times, by notification by registered mail to the members of the Board of Directors.

The Board of Directors may dismiss Honorary Directors members of the Executive Committee in the interest of the association.

Title 7: Budget and accounts

Article 26

The financial year of the association starts on 1 January and ends on 31 December. The first financial year starts on the date of these by-laws, and ends on 31 December 2001

The Board of Directors shall present the general meeting with the accounts of the past financial year (whether or not with Annexes), as well as with the budget for the following year, with a view to its approval by the ordinary general meeting. The general meeting may decide to create reserve funds. It determines the means that shall be allocated to such funds, as well as the allocation of members' contributions to them.

Title 8: Internal proceedings

Article 27

The Board of Directors may decide to draft internal proceedings, which shall *inter alia* determine the specific modalities for applying these by-laws. The general meeting shall adopt these proceedings with a simple majority of all members present or duly represented.

"Title 9: Amendments to the by-laws - "Dissolution of the association

Article 28

Notwithstanding the application of Article 5 of the Act of 25 October 1919, each proposal to amend the by-laws or to dissolve the association shall be tabled by the Board of Directors, or by two thirds of the members.

The Board of Directors shall notify all members of the date of the general meeting where the aforementioned proposals shall be debated, at the latest three months before the meeting.

The general meeting can only validly debate such proposal, if two thirds of the working members are either present or duly represented. Any decision with respect to such proposal shall only be valid if it has been adopted with a majority of two thirds of the votes of the present members (present or duly represented).

If the general meeting has not reached the quorum of two thirds of all working members, a second general meeting shall be convened, following the same notification procedure as the first. Such meeting shall validly take decisions with respect to the proposals concerned, whatever the amount of members present or represented.

Any amendment to the by-laws shall only become effective after being issued in the Official Journal of the

Kingdom of Belgium. "Le Moniteur Belge"

The general meeting shall determine in due course, how the association is to be dissolved. Any surplus financial means shall be assigned to a scientific and non-profit seeking initiative that approaches best the association's goals.

Title 10: General provisions

Article 29

French shall be the official language of the association under Belgian law. English shall be the working language.

Article 30

Those members of the Board of Directors, and of the Executive Committee, who do not officially reside in Belgium, shall receive all registrations and notifications with respect to the association at the address of the seat of the association, exception made for the convocations and notifications that are mentioned in these by-laws.

Article 31

For all matters, which have not been specifically dealt with in these by-laws, the association expressly adopts as by-laws, the provisions of the Belgian Act of 25 October 1919, as amended by the Act of 6 December 1954.

Article 32

Financial liability of the Association members shall be limited according to the Belgian law to the annual subscription fee.

Members defaulting on due subscription fees shall be removed from membership at the next subsequent meeting.

Founding Members

« **Manuel Escuin**, Directeur General. TISSAT S.A., ESPAGNE»

« **Charles Lowe**, Consultant, UK

Blanca Martínez de Vallejo Fuster, Director General of Telecommunications and Modernization. , Region of Valence, SPAIN»

Paul Philip Waller, Deputy Director, Cabinet Office UK

Geraldine Capdeboscq, Responsable de la Stratégie, Bull.

Jacky Richard, Inspecteur général de l'administration de l'éducation nationale et de la recherche. Délégué interministériel à la réforme de l'État. Directeur général de l'administration et de la fonction publique.

Lasse Solgaard IT-Director, M.Sc., Danish Customs and Tax Administration.

Guy Kerger, Directeur MindForest

Frank Robben, Président de la Banque Carrefour de la Sécurité Sociale, BELGIUM

Bjarne Erichsen, Directeur général DeCon ApS.

Antonio ALABAU, Professeur d'Université, Université Polytechnique de Valence, SPAIN.

Baudouin de SONIS, Directeur Exécutif, e-Forum.

TRANSITIONARY ARRANGEMENTS

The general meeting appoints as of this date the following directors:

Manuel Escuin, Directeur General. ”

Charles Lowe, Chief Innovation Officer.

Blanca Martínez de Vallejo Fuster, Director General of Telecommunications and Modernization. ”

Paul Philip Waller Deputy Director, Cabinet Office UK

Geraldine Capdeboscq, responsable de la Stratégie, Bull.

Jacky Richard, Délégué interministériel à la réforme de l'État. Directeur général de l'administration et de la fonction publique.

Lasse Solgaard, IT-Director, M.Sc., Danish Customs and Tax Administration.

Guy Kerger, Directeur MindForest

Frank Robben, Président du Comité de Direction du service public fédéral , Technologies de l'Information et de la Communication (FEDICT)

Bjarne Erichsen, directeur général DeCon ApS.

Antonio ALABAU, Professeur d'Université.

Raphael Jouenne, Strategy Manager for British Telecom

who accept.

The administrators have appointed

- As their president: Antonio Alabau
- As their treasurer: Charles Lowe
- As their secretary: Frank Robben