



# Peppol

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## OpenPeppol AISBL

### 12<sup>th</sup> General Assembly

### 2nd Invitation

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**OpenPeppol AISBL**  
Rond-point Schuman 6, box 5  
1040 Brussels Belgium

[info@peppol.eu](mailto:info@peppol.eu)  
[www.peppol.eu](http://www.peppol.eu)  
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## 1 Introduction

### 1.1 History

The 12<sup>th</sup> OpenPeppol General Assembly was initially planned as a face to face meeting that was due to take place in Brussels on March 26<sup>th</sup>, 2020.

The initial invitation to Members was sent by OpenPeppol on February 26<sup>th</sup>, 2020.

Due to the Covid-19 outbreak, which disrupted international travel, the Managing Committee postponed the 12<sup>th</sup> General Assembly. A communication to that effect was sent to Members on March 13<sup>th</sup>, 2020.

With the present invitation, published on **May 8<sup>th</sup>, 2020**, the Managing Committee announces the new date for the 12<sup>th</sup> General Assembly to be **June 16<sup>th</sup>, 2020**.

### 1.2 Notification to Members

The Secretary General of OpenPeppol, on behalf of the Managing Committee, hereby invites all members to participate at the 12<sup>th</sup> OpenPeppol General Assembly, hereinafter referred to as GA12. The meeting will be held online on June 16<sup>th</sup>, 2020

The purpose of GA12 is:

1. To hold the annual statutory General Assembly of OpenPeppol for the year 2020 and conduct the formal yearly governance procedures of the Association as stated below:
  - a. Approval of the OpenPeppol AISBL annual accounts for 2019.
  - b. Discharge to the members of Managing Committee Members for the exercise of their mandate during accounting year 2019
  - c. Approval of OpenPeppol AISBL operational plans and budget for 2020.
  - d. Election of individuals proposed by OpenPeppol members to open positions in the governance bodies of the Association. This year, elections will be held for Managing Committee Members.
  - e. Appointment of a Treasurer for 2020.
2. To make Members aware of the Association's achievements and activities over the previous year and discuss the objectives and planned activities foreseen for 2020.

### 1.3 Meeting logistics

Date: June 16<sup>th</sup>, 2020 Time: 09:00 – 11:00 CEST

Venue: OpenPeppol GoToWebinar (link to be provided to registered participants)

Participation: All members are requested to attend and to register their participation.

Registration is **mandatory** and is made **by email** to [ga@peppol.eu](mailto:ga@peppol.eu), using the registration form distributed together with the present invitation.

## 2 Agenda of the 12<sup>th</sup> General Assembly - Updated

1. Participation and agenda
  - a. Approval of agenda (**Vote 1**)
  - b. Participation and validity of representation
  - c. Appointment of scrutineer and minute taker (**Vote 2**)
  - d. Approval of the Participation and Voting Procedures (**Vote 3**)
2. Approval of the OpenPeppol AISBL Accounts for 2019 (**Vote 4**)
3. Discharge to the Managing Committee Members for the exercise of their mandate during accounting year 2019 (**Vote 5**)
4. OpenPeppol Operational Plan and Budget for 2020
  - a. Retrospective of 2019, Objectives and Plans of the Association for 2020 (Secretary General)
  - b. Retrospective of 2019, Objectives and Plans of the Domain Communities for 2020 (Domain Community Leaders)
    - i. Pre-Award Community
    - ii. Post-Award Community
    - iii. eDelivery Community
  - c. Retrospective of 2019, Objectives and Plans of the Stakeholder Communities for 2020 (Stakeholder Community Leaders)
    - i. Peppol Authority Community
    - ii. Service Provider Community
    - iii. End-User Community
  - d. Questions and comments to the 2020 Operational plan and budget
  - e. Approval of the 2020 Operational Plan and Budget (**Vote 6**)
5. Candidacies, elections and position announcements
  - a. Election of Managing Committee members
    - i. Election of Service Providers Representative (**Vote 7**)
    - ii. Election of Peppol Authorities Representative (**Vote 8**)
  - b. Announcement to the GA of the new Managing Committee composition

- c. Appointment of OpenPeppol Treasurer for 2020 (**Vote 9**)
6. Approval to provide a proxy for the formal filing to Belgian Authorities (**Vote 10**)  
AoB – Closing.

## 3 Explanatory notes on Agenda and related procedures

### 3.1 Legal background

OpenPeppol is a non-profit Association (Association Sans But Lucratif – AISBL) established under Belgian law and based in Brussels. As a response to the Covid-19 outbreak, the Belgian Government published on April 9<sup>th</sup>, 2020, the Royal Decree no.4, containing certain special provisions that affect the way to hold annual shareholders or member meetings for Belgian companies or associations. More specifically:

- The statutory General Assembly, which must take place once a year, can be held remotely without any physical presence.
- Voting can be done remotely by a voting form.
- Voting can be delegated to a proxy, whereby it can be asked to give the proxy to one designated person.

The OpenPeppol Managing Committee decided to take advantage of the flexibility options provided by the Royal Decree no.4 in calling for the 12<sup>th</sup> General Assembly of the Association to be held online, according to the terms and conditions to be set in this invitation and other supporting documentation to follow in the coming days.

### 3.2 Participation and Voting procedures

The following terms and conditions apply to the 12<sup>th</sup> OpenPeppol General Assembly:

1. **Meeting format:** The 12<sup>th</sup> General Assembly will be conducted on **June 16<sup>th</sup>, 2020** entirely online, without physical presence.
2. **Eligibility:** All Members admitted at present and until **June 12<sup>th</sup>, 2020** are eligible to participate and vote. Observers can participate but not vote.
3. **Registration:** In order to participate, members must send the designated **Registration Form**, which is distributed together with the present Invitation
  - a. For a registration to be valid, the Registration Form must be completed and returned to [ga@peppol.eu](mailto:ga@peppol.eu), **no later than June 12<sup>th</sup>, 2020**.
  - b. Only one person per member organisation can register and take part and must be authorized to vote on behalf of their organisation.

- c. No member can participate and vote at the general Assembly without the submission of a Registration Form.
4. **Participation:** Registered participants will receive a **personalised link** to access the online meeting at the scheduled time, together with instructions on how to connect.
5. **Voting options:** The Royal Decree no.4 of 7 April 2020 stipulates two ways of voting in an online General Assembly. Members must choose one of the two options when they complete their Registration Form:
  - a. Completing a **Voting Form** that contains all voting items on the agenda.
    - i. Members who choose this option during registration will receive a Voting Form by email.
    - ii. They should then complete and send it to [ga@peppol.eu](mailto:ga@peppol.eu) no later than **June 12<sup>th</sup>, 2020**.
    - iii. They can but are not obliged to join the meeting on **June 16<sup>th</sup>, 2020**. The votes will be taken into account, even without remote attendance to the meeting.
  - b. **Delegating their vote to a proxy.**
    - i. Members who choose this option in the Registration Form will receive by email a **Proxy Delegation Form**.
    - ii. They should then complete it and send to [ga@peppol.eu](mailto:ga@peppol.eu) no later than **June 12<sup>th</sup>, 2020**.
    - iii. The Proxy Delegation Form contains directions on how the proxy should vote and the Proxy is obliged to cast the vote as intended by the delegating member.
    - iv. The Proxy holder should be the same for all members. The Managing Committee decided that the Secretary General, Andre Hoddevik, will act as proxy for members that choose this option.
    - v. The Proxy will cast the votes delegated to him during the meeting of **June 16<sup>th</sup>, 2020**

## 4 Background Material

### 4.1 OpenPeppol AISBL accounts for 2019 (Vote 4)

Two documents are provided as background for **Vote 4 – Agenda item 2**

- OpenPeppol AISBL 2019 Accounts \_SUBMITTED FOR GA12 APPROVAL

- 2019 Financial Statement (draft)

The first document explains the 2019 results in terms of revenue and expenditure, in relation to the 2019 budget approved by GA11 in March 2019.

The second document is the accounting depiction of results, to be filed with the Belgian Authorities upon GA12 approval.

## 4.2 OpenPeppol Operational Plan and Budget for 2020

The following document is provided as background for **Vote 5 – Agenda item 4.e**

- OpenPeppol AISBL 2020 Operational Plan and Budget SUBMITTED FOR GA12 APPROVAL

The document starts with a description of the achievements and key developments in the Association as a whole and in its individual Domain and Stakeholder Communities during 2019, compared with the priorities set by GA11 in March 2019 for the past year.

It then describes the main priorities and objectives for the Association as a whole and its individual Domain and Stakeholder Communities for the coming year of 2020.

Against this backdrop, the document concludes by describing the financial projections for the upcoming year and presents the budget overview for 2020.

## 4.3 Candidates for the Managing Committee

Candidates to represent Service Providers: CVs and motivation letters for **Vote 7 – Agenda Item 5.a.i**

- Ahti Allikas
- Simon Foster

Candidates to represent Peppol Authorities: CV and motivation letters for **Vote 8 – Agenda Item 5.a.ii**

- Anna Dopatka

## 5 Further Information and Questions

If Members have questions or need any clarification on the agenda items or on the related notes in this document, or are otherwise unsure of what procedures to follow, they are welcome to communicate their questions and concerns to: [info@peppol.eu](mailto:info@peppol.eu)

Written questions should be sent to this e-mail on the 12<sup>th</sup> of June at the latest and will be answered during the on-line meeting.

An informative session will be held in order to present the candidates for MC positions, explain the registration and participation process, and answer Member questions.

This session will take place on **May 18<sup>th</sup>, 2020 at 09:00 – 10:00 CEST**. An invitation will be sent to members in due time.