



OpenPEPPOL 9th GA

March 21st, 2018, Brussels, Belgium

Final Agenda and Notes

Agenda details and Formalities of the 9th GA

Last updated 19. February 2018

OpenPEPPOL AISBL
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1 Introduction

This document covers the agenda and explanatory notes of the 9th OpenPEPPOL General Assembly held in Brussels, Belgium, March 21st, 2018.

The document contains the agenda of the 9th OpenPEPPOL General Assembly, as well as an overview of formalities related to:

1. Alteration of the Agenda
2. Member eligibility, participation and valid representation
3. Voting procedures, approvals and elections

1.1 Meeting logistics

Venue: [PACHECO CENTER, 13 boulevard Pacheco, 1000 Brussels, Belgium](#)

High-level timetable:

09.00-10.00 Arrival and Registrations

10.00 – 12.30 OpenPEPPOL General Assembly Part 1

12.30 – 13.30 Lunch

13.30 – 15.00 OpenPEPPOL General Assembly Part 2

15.00 – 15.30 Coffee break

15.30 – 17.00 OpenPEPPOL General Assembly Part 3

Registration of participation is made electronically on the [online registration form](#) (<https://docs.google.com/forms/d/e/1FAIpQLSftcGritizly1Y0nqjY3Isf3sozxKJWz9JrI7SqObFWsYqzUw/view/form>)



2 Agenda of the 9th OpenPEPPOL General Assembly 21st March 2018

1. Participation and agenda
 - a. Approval of agenda
 - b. Participation and validity of representation
 - c. Appointment of scrutineer and minute taker
2. Welcome and overview of OpenPEPPOL AISBL status
 - a. 2017 activities in review
 - b. Strategic vision for the future
3. Approval of 2017 Accounts of the OpenPEPPOL AISBL (Vote 1)
4. Candidacies, appointments and election
 - a. Candidacies, election and appointment of the OpenPEPPOL Treasurer (Vote 2 A)
 - b. Formal acceptance of Dismissal, Appointment and/or Re-appointment of Management Members. (Vote 2 B)
 - c. Election of Management Committee members (Vote 3)
5. Overall approval of the revised Governance Model of the Association
 - a. Introduction
 - b. Approval of the revised governance model (Vote 4)
6. Changes to the OpenPEPPOL Statutes
 - a. Revised naming conversions (Vote 5)
 - b. Editorial changes (Vote 6)
 - c. Substantial changes implementing the proposed governance model (Vote 7)
7. OpenPEPPOL Budget and Operational Plan for 2018
 - a. Presentation of the Association's objectives and planned activities for 2018
 - b. Presentations of the Coordinating Communities operational plans for 2018
 - i. Pre-Award Coordinating Community
 - ii. Post-Award Coordinating Community
 - iii. Transport Infrastructure Coordinating Community
 - c. Summary of operational plan and budget for 2018
 - d. Questions and comments to the 2018 operational plan and budget
 - e. Approval of 2018 operational plan and budget (Vote 8)
8. AOB
9. Closing



3 Explanatory notes on General Assembly Agenda and related procedures

3.1 Purpose and context of the day

The main purpose of the day is:

1. To hold the statutory, regular General Assembly of OpenPEPPOL to go through the formal yearly governance procedures of the Association. These include:
 - a. Approval of 2017 accounts for OpenPEPPOL AISBL
 - b. Approval of OpenPEPPOL AISBL operational plans and budget for 2018
 - c. Election of OpenPEPPOL Treasurer and Management Committee Members
2. Approval of revised Governance Model for the Association
3. Approval of proposed changes to the Statutes
4. To make Members aware of the Association's activities over the previous year and
5. Discuss the objectives and activities foreseen for 2018.

As a background to these Notes and to the procedures that must be followed before, during and after the General Assembly, all members should become familiar with the OpenPEPPOL Statutes, which can be obtained from the OpenPEPPOL website at:

http://peppol.eu/wp-content/uploads/2016/08/20130130-OpenPEPPOL-Statutes_revised_EN-APPROVED-7.pdf

3.2 Member Eligibility and Participation

The 9th OpenPEPPOL General Assembly is the annual face-to-face meeting of all current OpenPEPPOL Members and is open to all new members approved up to and including March 14th. 2018

A notification is sent to all members that have formally been admitted or applied thus far.

3.2.1 Rules for Eligibility of Members:

1. New members joining within the above-mentioned timeframe will receive the invitation upon approval of their membership, and will have the right to participate and vote at the 9th OpenPEPPOL General Assembly.
2. All members admitted under any category, have the right to attend the General Assembly or determine another member organisation that may represent them. All members except those admitted as Observers have full voting rights, with one vote per member organisation.
3. Member organisations representing other members are entitled to vote on their behalf.

All members are urged to participate in the General Assembly either directly or through representation by another member organisation. If not enough members are present or validly represented by others, then the General Assembly will not take place.



For the upcoming 9th OpenPEPPOL General Assembly a quorum of two third of members registered before March 14th 2018 is needed for the General Assembly to be held and votes taken.

3.2.2 How to Participate Directly

For a member organisation to participate in the General Assembly, each Member should declare its intent to be present at the General Assembly and appoint the person that will represent them. This can be done by a registering electronic in the provided [online registration form](https://docs.google.com/forms/d/e/1FAIpQLSftcGritjzly1Y0nqjY3Isf3sozxKJWz9Jrl7SqObFWsYqzUw/view) (<https://docs.google.com/forms/d/e/1FAIpQLSftcGritjzly1Y0nqjY3Isf3sozxKJWz9Jrl7SqObFWsYqzUw/view> form).

All people are to register individually- if more than one person from a member organisation is going to attend, only the person holding the voting right is to confirm the personal right to vote on behalf of the organisation.

The person given the voting right of the member organisation should ideally be the person specified as the main contact person for the member organisation, but it is acceptable to the Association if the voting right is given to another person to whom the authorized representative has delegated this responsibility.

Members are responsible for the internal validity of their representation procedures, being aware that the persons representing them at the General Assembly may exercise all their membership rights, including casting a vote on any agenda item where this is foreseen.

The authorized representative of each member is expected to have undergone any formal or operational procedures internal to the member organisation that may be necessary to be validly represented by the person designated, and that adherence to these procedures have been internally documented as part of the member organisation's records. OpenPEPPOL will not require that such records be presented by the Member. For more information on the rationale for these procedures, please refer to article 11 of the OpenPEPPOL Statutes.

3.2.3 How to Participate through a Valid Representative (proxy)

If a member is not able to send a designated representative from within their organisation, they may be validly represented by another member as a proxy.

To be validly represented by a proxy in the General Assembly, such a member should declare its intent not to be present at the General Assembly and appoint the other OpenPEPPOL mMember that will represent them.

This is done by registering as not attending the GA in the [online registration form](https://docs.google.com/forms/d/e/1FAIpQLSftcGritjzly1Y0nqjY3Isf3sozxKJWz9Jrl7SqObFWsYqzUw/view) (<https://docs.google.com/forms/d/e/1FAIpQLSftcGritjzly1Y0nqjY3Isf3sozxKJWz9Jrl7SqObFWsYqzUw/view> form), entering the name of the Organisation not attending as well as the name and organisation of the person to whom the vote are delegate. The person registering **participation through proxy** should ideally be the person specified as the main contact person for the Member organisation as detailed in the Membership Application Form, but it is acceptable to the Association if a notification of participation is sent by another person to whom the authorized representative has delegated this responsibility.

Members are responsible for the internal validity of their representation procedures, being aware that the person or member representing them at the General Assembly may exercise all their membership rights, including casting a vote on any voting agenda item. The authorized Representative of each member is expected to have undergone any formal or operational procedures internal to the member organization that may be necessary to be validly represented by the person designated, and that



adherence to these procedures have been internally documented as part of the mMember organisation's records. OpenPEPPOL will not require that such records be presented by the member.

For more information on the rationale for these procedures, please refer to article 11 of the OpenPEPPOL Statutes.

3.3 The General Assembly Agenda

With the present document, the Managing Committee (MC) communicates to the OpenPEPPOL members the agenda items, the day and location of the General Assembly.

As per the provisions of article 13 of the Statutes, members may propose additional agenda items which can be discussed on the day, provided at least three members of the Managing Committee approve.

Members may also propose that there are further information or decision-making items to be placed on the agenda, subject to General Assembly approval on the day.

1. The notification letter provides members with the opportunity to suggest revisions and/or additional agenda items for the General Assembly up to two weeks prior to the General Assembly.
2. Members are requested to communicate to the Secretary General and the Managing Committee, by email notification to openpeppol@peppol.eu, any additional items they would wish to see included on the agenda of the General Assembly.

Background documents related to all voting items will be published at the OpenPEPPOL collaboration platform in advance. The main contact person of an organisation will be notified directly when the documentation is published.

Updates to background documents will only be announced in the collaboration platform. To be informed about updates please subscribe to update notifications at information made available in the collaboration tool. Handouts will not be provided at the 9th OpenPEPPOL General Assembly.

For further information, please refer to article 13 & 14 of the OpenPEPPOL Statutes.

4 OpenPEPPOL Accounts 2017

As per article 12 of the OpenPEPPOL Statutes, the General Assembly is the only body with the power and the responsibility to approve the annual accounts.

Background documents related to all voting items will be published on the OpenPEPPOL collaboration platform in advance. The main contact person of an organisation will be notified directly when the documentation is published.

Updates to background documents will only be announced in the collaboration platform. To be updated on updates please subscribe to update notifications at information made available in the collaboration tool. Handouts will not be provided at the 9th OpenPEPPOL General Assembly.

4.1 Governance and election procedures of the Association

The General Assembly is the supreme decision-making body of OpenPEPPOL, subject to the provisions of the Statutes. The day-to-day management and operation of the Association is undertaken by the Secretary General and the Managing Committee supported by the Treasurer and the Operating Office.



Currently, the Managing Committee consists of ex officio representatives of the three active Coordinating Communities, the Secretary General and two member representatives elected by the General Assembly.

Under item 4 of the agenda, the General Assembly is invited to

1. Elect the Treasurer of the organisation
2. Election two members to the Managing Committee
3. Accept the Dismissal, Appointment and/or Re-appointment of Management Members, and thereby approve the publication of this in the annexes of the Belgian Official Gazette.

4.1.1 Election of Treasurer

Candidacy, election and appointment of the OpenPEPPOL Treasurer is a voting item, where the General Assembly is requested to appoint an organisation to take care of the responsibility of financial control.

Background documents related to the voting item will be published at the OpenPEPPOL collaboration platform in advance. The main contact person of an organisation will be notified directly when the documentation is published.

4.1.2 Dismissals, Appointments and Re-appointments

As per Belgian law OpenPEPPOL is obliged to public dismissals, appointments and re-appointments of Management members in the annexe of the Belgian Official Gazette. This obligation is not limited to publication of elections of Managing Committee members, but includes also election of the Secretary General, the Community Leaders, the Treasurer or any other Individual elected for managerial purposes.

At the 9th OpenPEPPOL General Assembly held March 21st in Brussels, the General Assembly will be asked to formally accept that the name(s) of the Coordinating Community Leader(s) elected in conjunction with this General Assembly, as well as the names of the Treasurer and the Managing Committee member(s) elected at this General Assembly, will be published in the annexes of the Belgian Official Gazette, as members of the OpenPEPPOL management.

This year only the Pre-Award Community Leader is up for election. The election is made by the registered members of the Pre-Award Community and will be held electronically up-to the date of the 9th OpenPEPPOL General Assembly.

A call for candidacies, explaining the role as well as the election procedures is published in conjunction with this agenda and notes and the result of the election will be available the day before the General Assembly, where it will be presented to the Pre-Award community at a face to face meeting.

Background documents related to the voting item will be published at the OpenPEPPOL collaboration platform in advance. The main contact person of an organisation will be notified directly when the documentation is published.

4.1.3 Election of Managing Committee Members

Per the OpenPEPPOL Statutes Article 16, up to two additional Managing Committee members can be elected by the General Assembly.

As the election of two additional Management Committee members for the next two years will be conducted during the 9th OpenPEPPOL General Assembly, the following steps will be taken:



1. a call for candidates is announced directly to the OpenPEPPOL members.
2. Submission of candidacies are requested by February 14th at latest.
3. And overview of incoming candidates is distributed directly to OpenPEPPOL Member representatives, as well as the candidates running for the position in advance.

To support the process a call for MC Candidates has been announced in conjunction to the publication of the Agenda and Notes.

As per the provisions of article 16 in the Statutes the Election of additional members in the Management Committee, the 9th OpenPEPPOL General Assembly are invited to:

1. Decide the number of additional Managing Committee members (up to two)
2. Determine whether the new Managing Committee member(s) should represent categories of Members
3. Consider the candidates which will have been announced
4. Vote to elect the new Managing Committee Member(s)

4.2 Approval of the revised Governance Model of the Association

Article 10 in the OpenPEPPOL Statutes describes the OpenPEPPOL Governance model as a 3-layered organisation containing a General Assembly, a Managing Committee and four Coordinating Communities. As this model has shown its limitation in terms of scalability, flexibility and transparency in the decision-making processes, the Managing Committee suggest making adjustments to both the Governance model and decision-making processes.

At the 9th OpenPEPPOL General Assembly the Managing Committee will present a proposal for a revised Governance model to be voted on in agenda item 5.

4.3 Changes to the OpenPEPPOL Statutes

As per the OpenPEPPOL statutes article 14, changes to the statutes needs to be approved by the General Assembly, ratified by a Royal Decree and published in the Annexe of The Belgian Official Gazette.

Agenda item 6 serves the purpose of presenting proposed statutes changes to the General Assembly for their approval. To simplify the process and ensure transparency the statute changes are divided into three main categories:

- Revised naming conventions (Vote 5)
- Editorial changes (Vote 6)
- Substantial changes implementing the proposed governance model (Vote 7)

Each category is presented and voted over individually



4.4 OpenPEPPOL operational plan and budget for 2018

As per article 12 of the OpenPEPPOL Statutes, the General Assembly is the only body with the power and the responsibility to approve the annual operational plan and budget for the Association.

Agenda Item 7 provides the background information for approval of the operational plan and budget of 2018 as well as the voting procedure.

As background information, for Agenda Item 7, the following will be provided at the General Assembly:

1. A presentation of the objectives and operational plans of the Association
2. A presentation of the operational plans of the Coordinating Communities.
3. A summary of operational plan and budget for 2018.

Under agenda item 7, it will be possible to raise questions or give comments to the proposed operational plan and budget for 2018 before it is voted over.

4.5 Any other business

Item 8 in the agenda will only be included if any members suggest item(s) to be discussed as any other business in the beginning of the meeting.

5 Further 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: openpeppol@peppol.eu

