



# Peppol

The future is open

## Informative Session on the 16<sup>th</sup> General Assembly

2023.10.18

Net-meeting, 09:00 – 10:30 Brussels time

[www.peppol.org](http://www.peppol.org)

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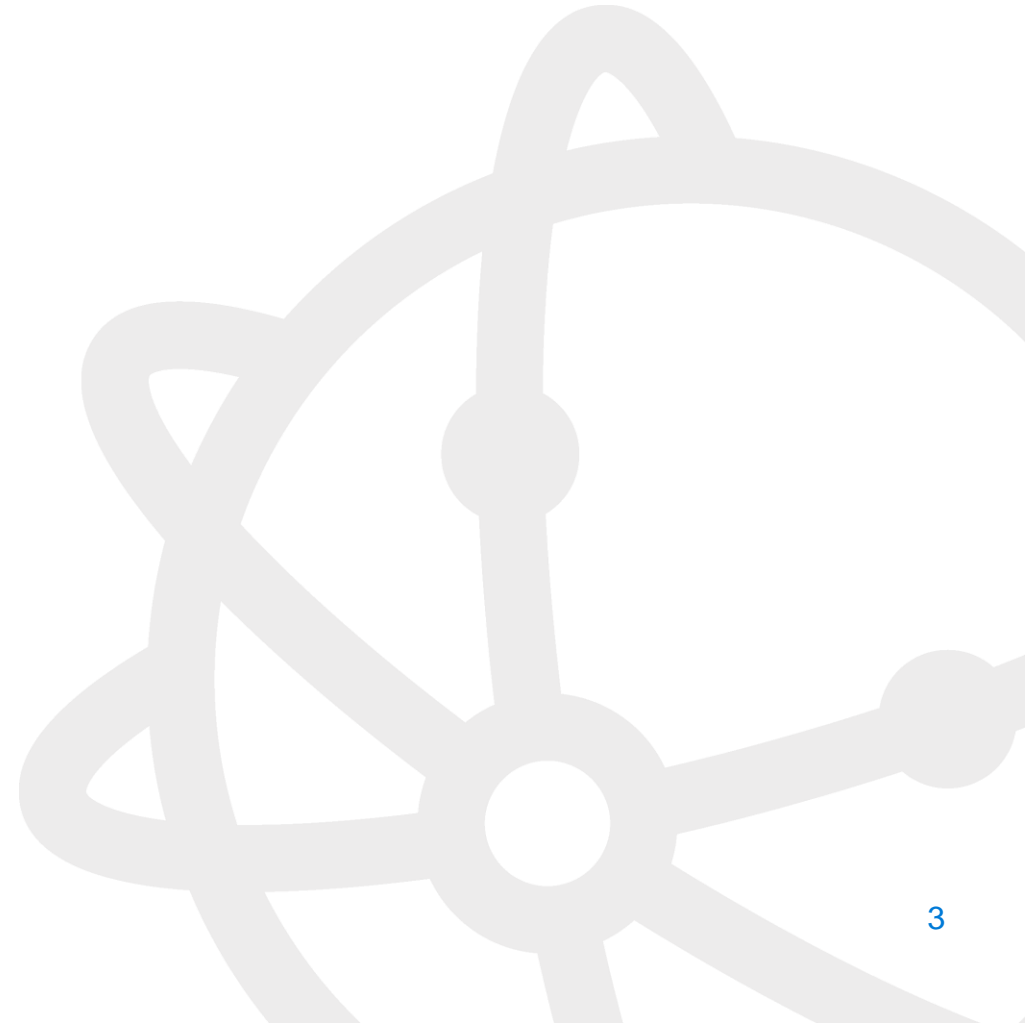
## Introduction

- a. Agenda
- b. Purpose

# Agenda Items

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1. GA16 Agenda and Voting Items
2. Presentation of changes to the OpenPeppol Statutes
3. Participation and Voting procedures
4. Q&A



# Purpose of the Informative Session

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- The 16<sup>th</sup> General Assembly (GA) of OpenPeppol AISBL will be conducted entirely online as foreseen by Belgian law and the OpenPeppol Statutes
- Voting will be done in ‘real time’ using an integrated (LUMI) software platform in conjunction with Zoom
- There is a need to communicate with Members as much as possible to ensure awareness, understanding and acceptance of the participation procedures and particularly the ways to interact with the proceedings during the meeting to:
  - Motivate members to participate in the process remotely
  - Present the new Statutes, highlighting the changes
  - Provide a floor to members for asking questions and obtaining clarifications about the process, also on the agenda and decision items, if needed



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## **1. GA16 Agenda and Voting Items**

# 16<sup>th</sup> General Assembly logistics

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- The 16<sup>th</sup> OpenPeppol General Assembly will be held on November 8<sup>th</sup>, 2023 between 09:30 – 11:00 CET
- Participation of members will be done exclusively through an on-line tool, allowing interaction with the meeting.
- The Bureau will be physically present at the central location hosted by BOSA
  - (Simon Bolivarlaan 30, WTC III, 1000 Brussels, Belgium)
- The Bureau will consist of:
  - The Secretary General – André Hoddevik
  - The Operations Manager – Lefteris Leontaridis
  - The Meeting Scrutineer – Dimitrios Prentzas (to be confirmed by the GA)
  - The Meeting Minute Taker – Mairi Hayworth (to be confirmed by the GA)
  - A Notary will also be present on the day to oversee the vote on the changes to the Statutes of the Association, along with the legal representative from PwC Belgium

# Agenda and Voting Items (1/2)

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## 1. Participation and agenda

### a. Approval of agenda (**Vote 1**)

- *Standard procedural item in every GA*

### b. Participation and validity of representation

### c. Appointment of scrutineer and minute taker (**Vote 2**)

- *Standard procedural item in every GA*

### d. Approval of the Participation and Voting Procedures and discharge of the Managing Committee and Operating Office members for the execution of those Procedures (**Vote 3**)

- *Standard procedural item since GA13*

# Agenda and Voting Items (2/2)

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## 2. New Statutes of the Association

- a. Brief overview of the changes
- b. Questions and comments to the new Statutes
- c. Approval of the new Statutes (**Vote 4**)

- [OpenPeppol Statutes 2023 Revision PUBLISHED 2023.05.16 and OpenPeppol Statutes 2023 Revision - legal analysis of changes](#)

## 3. Approval to provide a proxy for the formal filing to Belgian Authorities (**Vote 5**)

- *Standard procedural item in every GA*

AoB – Closing





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## **2. Presentation of changes to the OpenPeppol Statutes**

# Modification of the Statutes of OpenPeppol AISBL

Explanations on modification of the Statutes

October 2023

Draft



**PwC Legal**  
A multidisciplinary law firm



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# Introduction

## *New Belgian Code of Companies and Associations*

Since 1st January 2020, the new [Belgian Code of Companies and Associations](#) (“BCCA”) has entered into force.

All legal entities, including international non-for-profit organisations (“INPO”) such as OpenPeppol governed by the BCCA will need to amend their articles of association (i.e. the Statutes for OpenPeppol).

Amendment of the Statutes to bring them in line with the BCCA is due **before 1st January 2024**.

In that context, it was required to amend the Statutes of OpenPeppol in order to comply with the law.

# Introduction

## *New Belgian Code of Companies and Associations*

### Rules on internal regulations

When updating the Statutes of OpenPeppol, special attention is needed regarding the use of internal regulations. Under the old legal regime, the use of internal rules was, although widely spread, not regulated by law.

Under BCCA, the **use of internal regulations is regulated** and therefore subject to certain restrictions and formalities provided by Article 2:59 BCCA. As a result of this article and of some case law, **it is prohibited to include certain provisions in the internal regulations**, namely:

- Provisions that would **contradict the Statutes** or the mandatory law
- **Obligatory elements** to be included in the Statutes, such as:
  - Rights and obligations of members
  - Powers, decision-making process composition and functioning of the management body
  - Powers, decision making process of the general assembly

As a result of this, it was necessary to analyse which provisions provided in the Internal Regulations of OpenPeppol needed to be removed from it and placed in the Statutes.



# Introduction

## *Good practices related to Statutes*

Statutes are the fundamental rules that govern the INPO. The BCCA, in its article 2:10 enumerates a series of provisions that must be included in the Statutes.

Statutes are information that is shared publicly as anyone can consult the statutes of any company or INPO. It is thus important to have statutes that are aligned with the law and the practices of the INPO but it is also important not to provide too much details on the internal management of the INPO since this is not legal required and should not be disclosed publicly.

It is **good practice to be concise** in the content of the Statutes and only include what is necessary and leave the internal management procedures for internal regulations or other internal documents.





# Introduction

## *Suggested modifications to OpenPeppol's statutes*

When reviewing the Statutes of OpenPeppol's, we have proceeded to 2 types of modifications:

- **Mandatory modifications:** modifications that are required by the law
- **Non-mandatory modifications:** modifications that are good practices in Belgian law or to align with the OpenPeppol actual way of working. Our approach here was to :
  - Simplify the text of the Statutes to provide for **more clarity and ensure alignment** with the current practices, the Internal Regulations and other internal documents (such as the framework agreements).
  - Provide for **more flexibility** as regards purely internal procedures to avoid a paralysis of the INPO or breach to the statutes.

Please note that the content as such of the Statutes has not been amended (even though simplification of the wording and consolidation of the articles has been performed here and there) unless specified in these slides.

# Amendment of the Statutes

## *Rules to be followed*

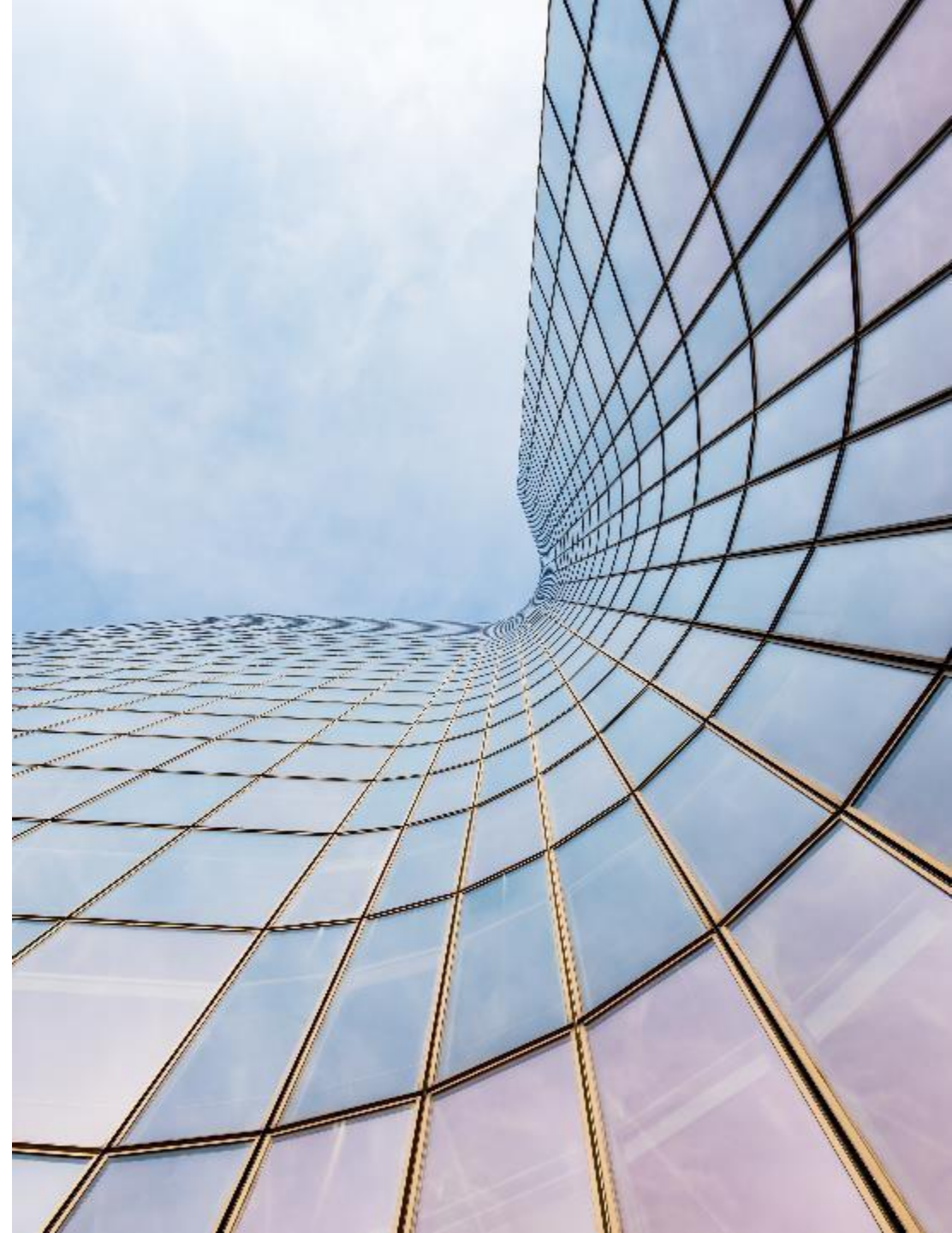
As already mentioned, the amendment of the Statutes of an INPO can only be decided by the General Assembly.

According to the current Statutes of OpenPeppol (article 17), the Statutes can only be amended provided that:

- **Presence quorum:** At least 50% + 1 members are attending the General Meeting deciding on the modification of the Statutes\*; **However**, please note that, as this meeting is the second meeting that has been convened in order to deliberate on the amendment of the Statutes, [the meeting that will be held on 8 November 2023 will be able to deliberate irrespective of the number of members present or represented](#)
- **Required majority:** The decision to amend the Statutes is taken at the simple majority (50% +1) of Members present.

In addition, according to Belgian law, any modification of provisions of the Statutes related to (i) the powers, the convocation system and decision system of the General Assembly (ii) the conditions to amend the Statutes (iii) the dissolution and liquidation of the INPO, **requires an authentic deed**.

Lastly, any amendment to the purpose of an INPO must be **approved by Royal Decree**.





# Amendments of the Statutes

## *Modification of OpenPeppol's Statutes in practice*

The informative session is taking place on **October 18<sup>th</sup> 2023** from 9am to 10:30am Brussels time. This is an opportunity to raise any questions as regards, among other, the amendments suggested to the Statutes.

The General Assembly of OpenPeppol will be convened on **the 8<sup>th</sup> of November 2023**, from 9:30am to 11.00pm.

Such General Assembly **will deliberate on the approval of the modifications to the Statutes, irrespective of the amount of members present or represented** during the general assembly as it is the second general assembly called upon to deliberate on the amendment of the Statutes.

**A Belgian notary will be present during the meeting** in order to hold the formal vote for the approval of the amendments to the Statutes.

Once approved, the Operating Office (together with the Belgian notary) will take care of the administrative burden to receive approval of the amendments via Royal Decree.





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### **3. Participation and Voting procedures**

Presented by

- Mairi Hayworth – Operating Office

# Overview of procedures

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## 1. Register for the 16<sup>th</sup> General Assembly

- Complete the Registration Form and send it to [ga@peppol.eu](mailto:ga@peppol.eu) by **November 3<sup>rd</sup>, 2023**.
- The registrant must declare if he/she is authorised to vote on behalf of the Member organisation.
- Those not attending, can complete the Proxy Delegation Form and submit it to [ga@peppol.eu](mailto:ga@peppol.eu) by **November 3<sup>rd</sup>, 2023**.

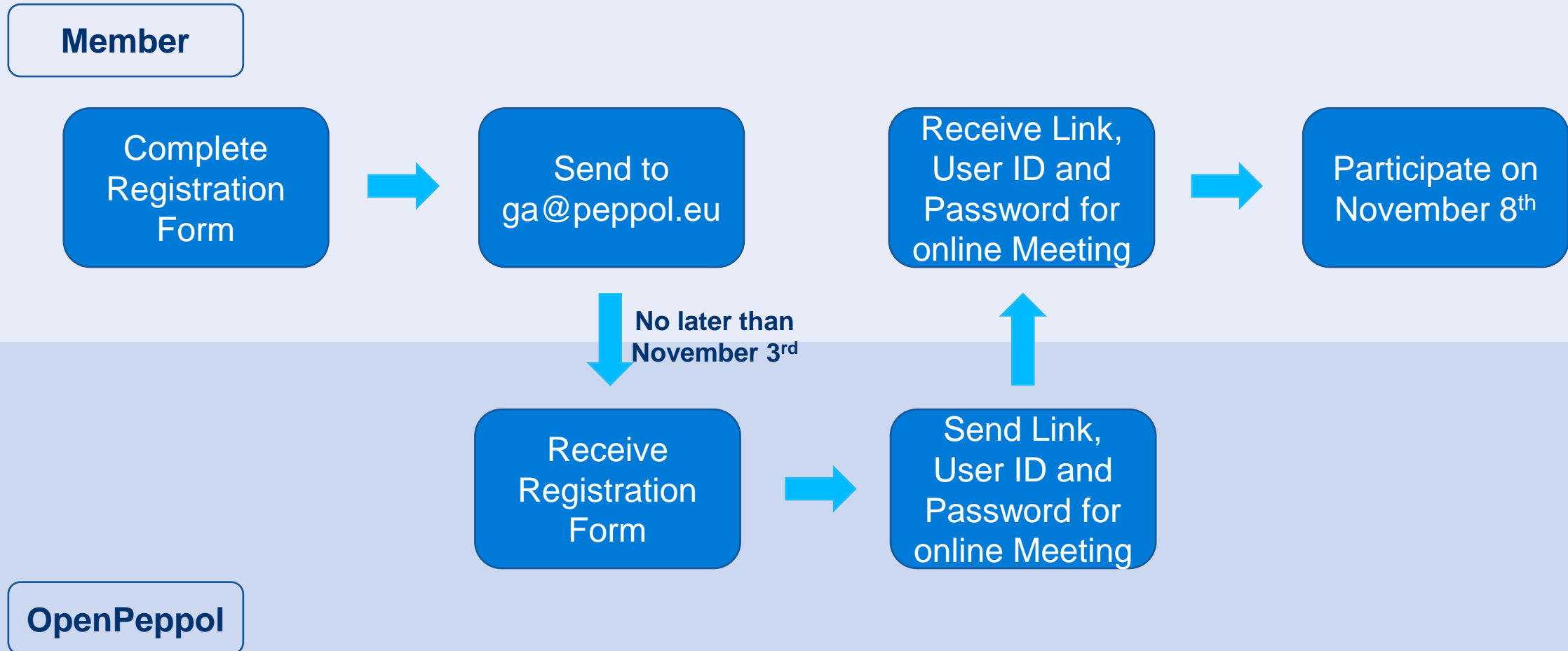
## 2. Receive the link to the online meeting of November 8<sup>th</sup>, 2023 (09:30 – 11:00 Brussels time) with a unique user ID and password

- OpenPeppol will register the recipients based on registration forms received and reviewed.
- In advance of the meeting, OpenPeppol will send each recipient a unique ID and password by email along with a link to the meeting.
- **Note:** The user ID and password will be issued to the email address of the person named in the Registration Form.

## 3. Voting

- Registered Attendees and designated Proxy Voters will vote in 'real time' during the meeting.
- Proxy holders are recognised in the election software with the total number of votes they hold. Therefore they only need to vote once on each item.
- Observers and other non-voting attendees are also recognised, so they are not able to vote.

# Registration and Participation Process



# Registration Form

- [Link on Confluence](#)

**16<sup>th</sup> OpenPeppol General Assembly**  
**MEMBER REGISTRATION FORM**

Member Organisation:

Membership type      Full member       Observer

Participant on behalf of  
the Member Organisation

First Name:

Last Name:

Email address:

*If you are an Observer, the voting section below does not apply for you*

The aforementioned person:

Has the right to represent the  
member and vote on its behalf:      YES       NO

Confirms that he/she has been designated to take part in the General Assembly  
on behalf of the OpenPeppol member organisation mentioned in this form.

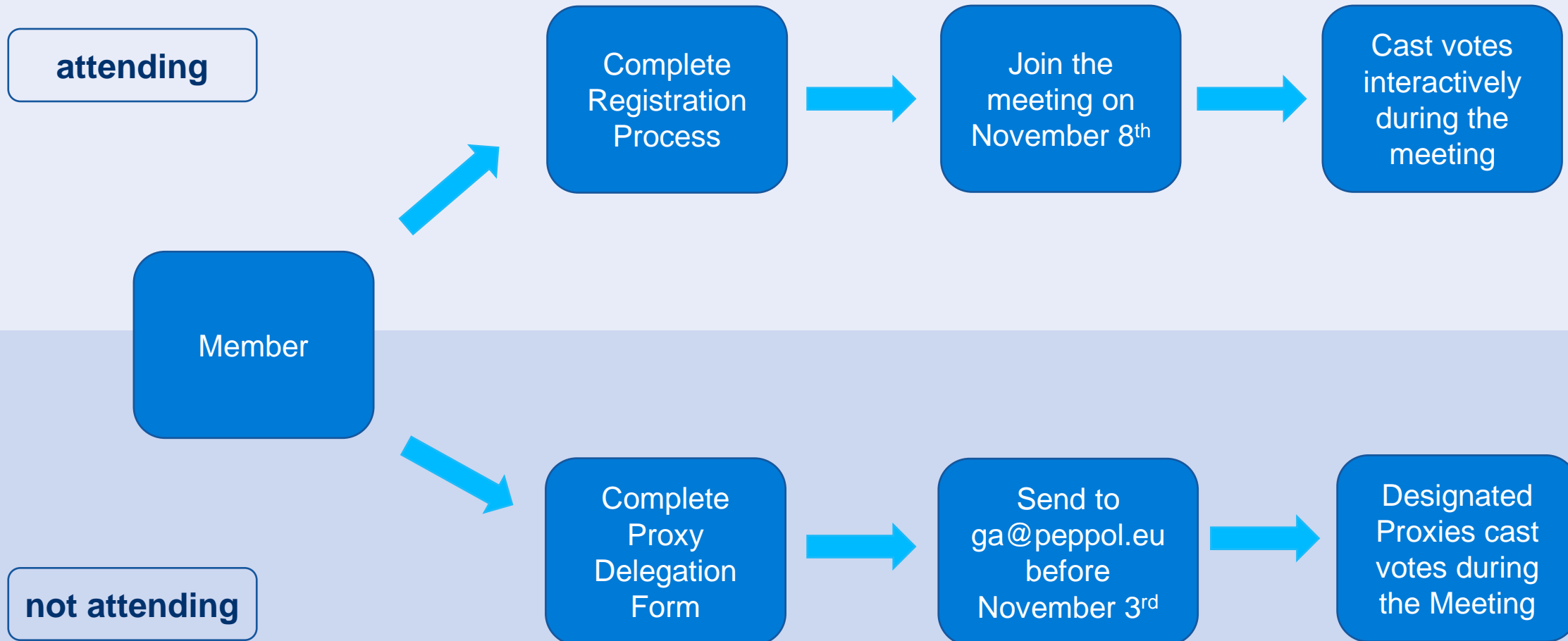
Only one person per member organisation should have the right to vote on its  
behalf at the 16<sup>th</sup> OpenPeppol General Assembly.

More than one person per member can attend the General Assembly, given that  
they submit a separate registration form.

Registration Forms should be sent by email to [ga@peppol.eu](mailto:ga@peppol.eu)

Deadline: November 3<sup>rd</sup>, 2023

# Voting Options for Members



# Proxy Delegation Form

- [Link on Confluence](#)

**16<sup>th</sup> OpenPeppol General Assembly  
PROXY DELEGATION FORM**

**Member Organisation  
Giving Delegation:**

**Member Representative**

**First Name:**

**Last Name:**

**Email address:**

The aforementioned person confirms that he/she represents the OpenPeppol Member mentioned above in this form and has been duly authorised to designate another Member as a Proxy, which can vote on its behalf.

The aforementioned Member delegates its right to vote, to the OpenPeppol Member mentioned below.

**Member Organisation  
Acting as Proxy:**

Proxy Delegation Forms should be sent by email to [ga@peppol.eu](mailto:ga@peppol.eu)  
Deadline: November 3<sup>rd</sup>, 2023

# 16<sup>th</sup> General Assembly info on Confluence

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- [Confluence site with all necessary information](#)

## 16th OpenPeppol General Assembly

**From this page members can access all information needed to register, attend, and vote at the 16th OpenPeppol General Assembly. For any questions please contact OpenPeppol at [info@peppol.eu](mailto:info@peppol.eu)**

In this page you can find the following information:

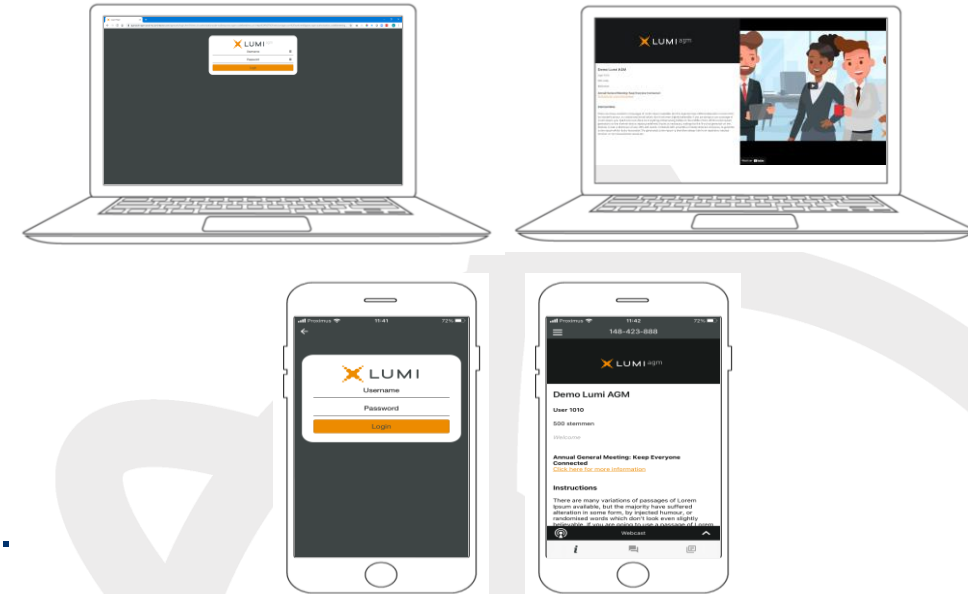
- A. Schedule
- B. Registration and Participation Procedures
- C. Voting Procedures
- D. Background Material
- E. Informative Session to prepare for the GA

In the following pages you can find information on:

- GA16 Agenda
- GA16 Voting Items
- GA16 Participation and Voting Procedures
- GA16 Background Documents

# Joining the Meeting – LUMI Technologies platform

- Log in to the meeting, using your computer, tablet or smartphone.
- Please ensure you have the latest versions of Chrome, Safari or Edge. (Internet Explorer is **not** supported)
- Log on in time to ensure that your browser is compatible.
- Select **‘Login’** and enter your username and password.
- You will be able to view a live webcast of the meeting, type in questions online and submit your votes in **real time**.





Poll Open

**1.a**  
**Approval of the proposed agenda, as notified to members on March 1st, 2022**

Select a choice to send.

Yes



No



CANCEL

# Vote

When a voting session is opened for a particular agenda point, you will find the information as displayed here on the left hand side of your screen.

You can click on the choice of **‘Yes’** or **‘No’** to accept or reject the item.

Poll Open

1.a  
Approval of the proposed agenda, as notified to members on March 1st, 2022

Yes - Vote received

Yes

No

CANCEL

## Vote

When you have made your choice and voted, '***Vote received***' will appear above the options.

You will see in the lower right-hand side of the voting screen, that you can cancel and choose again, if necessary, before the voting period closes.

# Voting Results

Votes are counted electronically and will be displayed immediately as each vote closes

## SAMPLE



**Vote 1 – Approval of Agenda**

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**Agenda item 1.a** Approval of the proposed agenda as notified to members on March 1<sup>st</sup>, 2022

**Votes** (including proxy votes cast)

<b>Yes</b>	8
<b>No</b>	0

**Result of Vote 1** The 14th General Assembly **approves** the proposed agenda as notified to members on March 1<sup>st</sup>, 2022

Ask a question



ALL MESSAGES

MY MESSAGES

## Questions

When the icon for the questions is visible, you can send in questions with a text message.

Type your question in the text box “**Ask a question**” and press the arrow to send your message.

Messaging

Ask a question ➤

0 / 1000

ALL MESSAGES

MY MESSAGES

Received ← CLOSE

# Questions

A bar with the message ***Received*** will appear. Your message has now been sent.



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**4. Q&A**



# THANK YOU!

MORE  
INFORMATION

[info@peppol.eu](mailto:info@peppol.eu)  
[www.peppol.org](http://www.peppol.org)

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