



# Peppol

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## OpenPeppol Statutes

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## **SECTION 1. LEGAL FORM – DESIGNATION – REGISTER OFFICE – PURPOSE – LIFESPAN**

### **Article 1. Legal Form and Designation**

- 1.1 The Association has the form of an international not-for-profit association.
- 1.2 The Association is designated by the name “OpenPeppol”.

### **Article 2. Registered office**

- 2.1 The registered office of the Association is located in the Brussels Region.
- 2.2 The registered office of the Association may be transferred to any other place in Belgium by decision of the Managing Committee, subject to the application of the laws on the use of languages.
- 2.3 The Association may, by decision of the Managing Committee, establish administrative offices and operating offices, branches and warehouses in Belgium or abroad.

### **Article 3. Purpose («*but désintéressé*»)<sup>1</sup> and Objectives**

- 3.1 The purpose of OpenPeppol is to enable entities acting as trading partners or otherwise interacting within and between the public and private sectors around the world to achieve organisational process interoperability and improve efficiency through electronic interaction with each other.

It will do this by:

1. Promoting the adoption and utilisation of the Peppol Interoperability Framework, which is a set of technical specifications derived from widely accepted technology standards and a set of policies, procedures and legal agreements governing them.
2. Acting, within the governance arrangements of the Peppol Interoperability Framework, as the authoritative point of reference to those entities that utilise Peppol-based services.
3. Ensuring the long-term sustainability of the Peppol Interoperability Framework, the Peppol Network and its user communities.
4. Promoting and supporting the ever-wider use of the Peppol Interoperability Framework and the Peppol Network by different user communities, where Peppol-based services are defined and offered.

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<sup>1</sup> Wording used by Belgian law regarding the nature of the purpose of the Association.

5. Developing and promoting the adoption of complementary innovative services.
- 3.2 OpenPeppol is a not-for-profit Association, and any margin of profit generated will be re-invested in activities to further support the purposes of the Association.
- 3.3 As an organisation, OpenPeppol may become a Member, a partner, or otherwise participate to other organisations, associations and/or consortia, provided that the objectives of such initiatives are in line with its own Purpose, as set forth in the present Article.
- 3.4 OpenPeppol may initiate or participate in any other type of lawful activity that can support the fulfilment of its Objectives, provided that the objectives of such initiatives are in line with its own Purpose as set forth in the present Article.

## **Article 4. Lifespan**

- 4.1 The Association is set-up for an undefined period.

## **SECTION 2. MEMBERS**

### **Article 5. Categories of Members**

- 5.1 The number of Members of the Association is not limited. It cannot be lower than 2.
- 5.2 All Members enjoy the same voting rights.
- 5.3 There are 3 categories of Members (membership categories):
  1. Peppol Authorities: Members that are responsible for promoting, facilitating and governing the adoption and use of the Peppol Network within their geographical and sectoral Jurisdiction. Peppol Authorities have a non-commercial approach to their function and are either public organisations or not-for-profit entities.
  2. Service Providers: Members that provide Peppol-based services within one or more Peppol Service Domains.
  3. End-Users: Members that are exchanging information with one another using Peppol-based Services. Organisations that are not-for-profit and through which End Users are collectively represented may be admitted under this category.
- 5.4 Each Member can belong to more than one membership category, provided they meet the criteria for admission to those categories.

## Article 6. Membership criteria

- 6.1 Membership of the Association is open to public organisations and private legal entities that have not been declared bankrupt or dissolved, and which fit in one or more of the membership categories mentioned in Article 5.3.
- 6.2 Any Member shall accept, and comply with, the Statutes of the Association and its Internal Regulations.
- 6.3 Any organizations or legal entities that have been convicted for taking part in criminal organisations, or for criminal acts like corruption, fraud, money laundering and who in general fail to respect moral integrity criteria, as well as fail to respect financial stability criteria, cannot be Members of the Association.
- 6.4 Each Member of the Association will be expected to participate in at least one Community, as described in the Internal Regulations of the Association.
- 6.5 Members of the Association will be expected to participate, on a voluntary and pro bono basis, in the activities of Communities, internal working groups and other internal initiatives, which will perform specific work undertaken by the Association, or otherwise aiming to advance its purposes.
- 6.6 Services provided by Members to and for the Operating Office can be remunerated if specifically agreed upon in a contract.

## Article 7. Admission procedure

- 7.1 The Managing Committee decides on the admission of Members of the Association. The Managing Committee does not have to explain or provide reasons for its decision.
- 7.2 The Managing Committee can delegate the admission of Members for certain membership categories to the Operating Office, under the conditions laid down in the Internal Regulations.
- 7.3 Applications for membership shall be made by completing and submitting a signed Membership Application Form that can either be made available on the Association website or upon request by contacting the Association.
- 7.4 The Operating Office can ask for additional information to be provided by the candidate in order to assess its application.
- 7.5 Candidates shall self-declare at the time of the application.
  1. their organisational (in)dependence (or affiliation) and responsible financial stability
  2. lack of bankruptcy, liquidation, conviction or other failure to respect legal, regulatory and ethical standards.

- 7.6 Membership applications are processed by the Operating Office. In case the candidate meets all the requirements set by the Managing Committee, the Operating Office will confirm the admission to such a candidate and to the Managing Committee. In case the candidate does not meet all the requirements, the Operating Office can refuse the application. In case of doubt or of wider importance, the Operating Office may refer the candidacy to the Managing Committee for its approval or refusal.
- 7.7 The approval or refusal of a candidate by the Operating Office (under the specific delegation provided by Article 7.2 or by the Managing Committee is without appeal.

## **Article 8. Observers**

- 8.1 Individual persons and organizations or legal entities that are not eligible for Membership or choose not to become Members of the Association, may apply for acceptance under an observing capacity and role. If accepted, such persons or organisations will be considered as “Observers”.
- 8.2 The Managing Committee can delegate the power for the admission of Observers to the Operating Office.
- 8.3 Observers do not have the right to vote, submit candidates for elections, or be elected to any position. They do, however, have the right to follow and participate in activities in the Communities and internal Working Groups.
- 8.4 The status of Observers is detailed in the Internal Regulations.

## **Article 9. Withdrawal**

- 9.1 Each Member of the Association is free to withdraw at any time.  
In the event of withdrawal, the Member must address a written notice, via letter or email, to the Association.
- 9.2 In the event of death, bankruptcy, liquidation, dissolution or prohibition of a Member, the Member is deemed to have resigned by operation of law on that date.
- 9.3 A resigning Member has no claim to the assets of the Association and cannot claim the reimbursement of contributions made and fees paid or owed. The resigning Member will be liable for membership fees for the entire fiscal year.
- 9.4 A resigning Member may not claim or request any statement, rendering of accounts, sealing or inventory.

## **Article 10. Exclusion**

- 10.1 The Managing Committee can decide on the disqualification of a Member of the Association in the following events:

1. material violation of these Statutes, the Internal Regulations or the Peppol Agreements to which such Member is a party
  2. when a Member acts against the aims and interest of the Association
  3. when a Member is subject to sanctions from the United Nations, European Union or any other instance/entity internationally recognized
  4. non-payment of the membership fee within 1 year after the due date
  5. material change in the nature, structure or purpose of a Member so that the requirements for membership are no longer met.
- 10.2 The Managing Committee can delegate to the Operating Office the exclusion of a Member for the reasons under Article 10.1, (4) or (5) under the conditions laid down in the Internal Regulations.
- 10.3 A disqualified Member has no claim to the assets of the Association and cannot claim the reimbursement of contributions made and fees paid or owed. The disqualified Member will be liable for membership fees for the entire fiscal year.
- 10.4 A disqualified Member may not claim or request any statement, rendering of accounts, sealing or inventory.

## **Article 11. Membership fees**

- 11.1 Members of the Association are required to pay an annual membership fee to support the purposes and activities of the Association.
- 11.2 Members are bound by the membership fee obligations applicable to each category they belong to, on a cumulative basis. The criteria for determining and applying different fee levels, the amount of the membership fee for each category, the dates of the year to which fees apply, and the payment terms shall be determined by the Managing Committee in a fee policy that may be changed from time to time.
- 11.3 The Managing Committee can decide to suspend the voting rights of a Member in the event such a Member has more than 6 months of delay for the payment of its membership fees.

## **Article 12. Liability**

- 12.1 The liability of Members extends only to the settlement of their own annual membership subscription fees. Members shall not be held individually or jointly liable for any obligations incurred by the Association.



## **SECTION 3. OVERVIEW OF THE STRUCTURE AND GOVERNANCE OF THE ASSOCIATION**

### **Article 13. Bodies of the Association**

13.1 The structure of the Association consists of the following bodies:

1. The General Assembly.
2. The Managing Committee chaired by the Secretary General.
3. The Operating Office

13.2 In addition to those three bodies, the Managing Committee can, at its sole discretion, create other bodies or functions (such as, for example, Election Committee, Operating Office Manager, Communities, Change Management Boards and Coordinating Committees). The Managing Committee will describe, in the Internal Regulations, the composition, the way of working and the procedure for elections of the members of such additional bodies.

13.3 The Managing Committee and the Secretary General can delegate certain of their powers to a proxyholder. The delegation must be explicit and specific. The Managing Committee and the Secretary General remain responsible for the actions of their proxyholder.

## **SECTION 4. GENERAL ASSEMBLY**

### **Article 14. Composition**

14.1 The General Assembly is composed of all Members of the Association.

### **Article 15. Powers**

15.1 The General Assembly is the supreme decision-making body of the Association. The General Assembly shall exercise the powers conferred upon it by law and by these Statutes.

15.2 The General Assembly has the following exclusive powers which can only be exercised by the General Assembly:

1. the amendment of the Statutes

2. the appointment and dismissal of members of the Managing Committee and the determination of their remuneration in cases where remuneration is granted to them
3. the appointment and dismissal of the Secretary General and the determination of his or her remuneration in cases where remuneration is granted to him or her
4. the appointment and dismissal of the auditor and the determination of his or her remuneration
5. the discharge to be granted to the members of the Managing Committee and to the auditor
6. the approval of the annual Accounts
7. the approval of a broad programme of activities and initiatives for each forthcoming year to further develop the purposes of the Association, as prepared by the Managing Committee
8. the approval of a budget for each forthcoming year, as prepared by the Managing Committee
9. the dissolution of the Association
10. all other cases where the law or the present Statutes so require.

## **Article 16. Convening of the General Assembly**

- 16.1 The General Assembly shall meet at least once every year during the first semester of the year, as determined by the Managing Committee, to approve the annual accounts of the Association.
- 16.2 The Managing Committee may call for a special General Assembly at any time whenever it is in the interests of the Association. One fifth of the Members can require the Managing Committee to call for a special General Assembly in accordance with the procedure described in the Internal Regulations.
- 16.3 Members shall be notified in writing (either electronically or by mail) of a General Assembly one month in advance by the Secretary General on behalf of the Managing Committee. The convening notice shall inform Members of the date, venue, time and agenda of the meeting.
- 16.4 The Managing Committee shall determine the agenda for the meetings of the General Assembly. All proposals made by the Members that have been presented in writing to the Secretary General at least six weeks prior to the meeting and agreed by at least three Managing Committee Members, shall be placed on the agenda.

## Article 17. Admission to the General Assembly

- 17.1 In order to be admitted to the General Assembly and to exercise the right to vote, a Member must be registered as such in the register of Members.
- 17.2 The convening notice may stipulate that in order to participate in the meeting of the General Assembly, Members must also inform the Association of their intention to attend in accordance with the provisions of the convening notice.
- 17.3 The Observers may attend the General Assembly and, with the approval of the Secretary General, address the General Assembly.
- 17.4 Members are expected to ensure that their formally appointed representatives have the delegated authority to act on behalf of their organisations and at a higher level than those who may have a more operational role. A Member can be represented by a person substituting the formal representative or by an external person of their choice, subject to prior notification to the Association.
- 17.5 A Member may represent one or more other Members at the General Assembly. A letter or electronic communication to that effect may constitute proof of appointment. The appointment is only valid if it is communicated to the Association prior to a meeting of the General Assembly through the communication channel which is designated in the convening notice of the General Assembly, identifying at least the Member organisations concerned, the scope of the power of representation and the time of appointment.

## Article 18. Deliberations at the General Assembly

- 18.1 Each Member, even if admitted in more than one membership categories, holds one vote at the General Assembly.
- 18.2 The General Assembly is chaired by the Secretary General.
- 18.3 The General Assembly can only deliberate on the items included in the agenda, unless all the Members to be convened are present or represented and they all agree to deliberate on new items on the agenda.
- 18.4 The General Assembly shall take its decisions with a simple majority of votes cast, unless the law or these Statutes provide for a specific majority. Abstentions will not be considered for the calculation of the votes. In the case of parity, the Secretary General shall have a casting vote.
- 18.5 Decisions to amend the Statutes of the Association or to dissolve the Association can only be taken if a simple majority of 50%+1 of the Members are attending the General Assembly or are validly represented. Should this attendance quorum not be reached, the Managing Committee can call for a second General Assembly which may validly

debate on such items, regardless of the number of Members attending or validly represented.

- 18.6 Each Member may participate remotely in the General Assembly by means of an electronic communication medium made available by the Association, except in cases where the law does not allow this.

Members who participate in the General Assembly by this means are deemed to be present at the place where the meeting is held for the purposes of quorum and majority requirements.

- 18.7 Each Member may also vote remotely before the General Assembly via any means provided by the Association. The remote voting can either be done by the intermediary of a voting application provided by the Association or via a form to be sent back to the Association via letter or via an electronic means provided by the Association. The following information shall be gathered by the Association to accept the remote vote:

1. the identification of the Member
2. the number of votes to which he is entitled, including proxy delegations, and
3. for each decision to be taken by the General Assembly in accordance with the agenda, the word “yes” or “no” or “abstention”.

The Association can specify further technical details regarding the remote voting, including the timing within which such a vote has to reach the Association.

## **Article 19. Minutes of the meeting of the General Assembly**

- 19.1 At the beginning of the meeting, the Members appoint a scrutineer who will control the voting process during the meeting and a minute taker who will draft the minutes of the meeting. The scrutineer and the minute taker can either be the same person or different persons and can either be representatives of Members of the Association or not.

- 19.2 The decisions of the General Assembly are recorded in minutes signed by the Secretary General and the scrutineer.

- 19.3 These minutes, as well as the agendas, voting records, related papers, reports and accounts are recorded in a special register held at the registered seat of the Association. This special register can also be held electronically, to the extent the Members can access it at the registered seat of the Association.

- 19.4 All copies and extracts of the minutes are signed by the Secretary General.

## SECTION 5. MANAGEMENT AND AUDIT

### Article 20. Composition of the Managing Committee

- 20.1 The Managing Committee is composed of members between a minimum of 4 and a maximum of 10, including the Secretary General.
- 20.2 Members of the Managing Committee are elected by the General Assembly. Members of the Managing Committee are individual persons having substantial working relationship with a Member of the Association.
- 20.3 The General Assembly decides the term of office of the members of the Managing Committee. The term of office of the Managing Committee members cannot exceed two years. Managing Committee members may stand for more than one term of office.
- 20.4 The members of the Managing Committee are not remunerated for their mandate unless expressly mentioned by the General Assembly.
- 20.5 All membership categories shall be equally represented in the Managing Committee (not counting the Secretary General), except for a membership category that has not sufficient available candidates for membership of the Managing Committee. In such a case, the membership category not having sufficient available candidates will simply be represented within the Managing Committee by fewer representatives than the other two membership categories. The rules regarding the call for candidacy for members of the Managing Committee are established in the Internal Regulations.
- 20.6 Managing Committee members can resign at any time.
- 20.7 In the event the mandate of a member of the Managing Committee expires or terminates prior to its replacement by the General Assembly, the Managing Committee can nominate a replacement to serve until the next General Assembly, when the position will become open. The replacement must represent a Member of the same membership category as the member of the Managing Committee it replaces. If the same membership category does not present a candidate for replacement, the position will remain vacant until the next General Assembly.
- 20.8 The General Assembly may, at any time, decide to replace or dismiss a member of the Managing Committee. The decision of the General Assembly will be taken at the majority required for a change of the Statutes in this case, without prejudice to Article 21.2.

### Article 21. Powers of the Managing Committee

- 21.1 The Managing Committee has the power to perform all acts necessary or useful for the realisation of the object and purpose of the Association, with the exception of those which the law or the present Statutes reserve to the General Assembly.

21.2 In an emergency the Managing Committee can suspend a member of the Managing Committee or the Secretary General from their mandate. Such a decision will stand until it is reported in writing to the next meeting of the General Assembly which shall decide to either ratify the decision or to lift the suspension. The Internal Regulations provide for specific criteria as regards the suspension of the rights of a member of the Managing Committee or the Secretary General.

21.3 Among other things, the Managing Committee is responsible for:

1. the strategic governance of the Association
2. considering and determining applications for membership and related procedures, including Member approval, withdrawal and exclusion
3. considering and determining applications for Observer status and setting out the entitlements and responsibilities of Observers in the Internal Regulations
4. determining the amount of the membership fee and the terms of payment thereof for each membership category and for the OpenPeppol Observers
5. setting out and approving a budget for each forthcoming year, for consideration by the General Assembly
6. setting out a broad programme of activities and initiatives for each forthcoming year to further the purposes of the Association, to be included in the budget for consideration by the General Assembly
7. ensuring the implementation of the decisions taken by the General Assembly
8. controlling and monitoring expenditure performed by the Operating Office under the supervision and when required, following the authorisation of the Secretary General in accordance with the approved budget, and keeping accounting and other related records
9. exclude any Member, according to the provisions of these Statutes
10. establishing a contingency fund, in accordance with the law, in order to cover any future expense, exceptional or not
11. establishing Internal Regulations according to the provisions of these Statutes
12. generally furthering the purposes, activities and initiatives of the Association.

21.4 Expenditure may only be authorised, and liability incurred, in accordance with the approved budget, or if required by law.

## **Article 22. The Secretary General**

22.1 The Secretary General chairs the Managing Committee and can be a representative of a Member belonging to any of the membership categories.

- 22.2 The Secretary General is elected by the General Assembly for a maximum term of 2 years. Failure by the General Assembly to specify the term of office of the Secretary General shall be construed as an election of a term of office of 2 years.
- 22.3 The Secretary General may resign at any time.
- 22.4 In the event the mandate of the Secretary General expires or terminates prior to its replacement by the General Assembly, the Managing Committee can appoint a replacement to serve until the next General Assembly.
- 22.5 The Secretary General can be replaced or dismissed at any time by means of a resolution adopted by the General Assembly. The decision of the General Assembly will be taken with the majority required for a change of the Statutes in this case, without prejudice to Article 21.2.
- 22.6 The responsibilities of the Secretary General include:
1. nomination of the Operating Office Manager, who will be in charge of the day-to-day management of the Association, which nomination will be submitted to the Managing Committee for final appointment. The day-to-day management encompasses:
    - a. any actions and related decision not extending beyond the daily transactions of the Association,
    - b. any actions and related decisions that are necessary for the implementation of the approved programme of activities and initiatives that, because of their lower importance or because of their urgent nature do not require the intervention of the Secretary General or the Managing Committee.
  2. ensuring the implementation of the decisions of the General Assembly and the Managing Committee, by supervising the day-to-day management of the Association performed by the Operating Office Manager and the Operating Office members (as defined in the Internal Regulations). The scope of the day-to-day management can be further specified from time to time in the Internal Regulations.
  3. promoting the purposes and the approved programme of activities and initiatives of the Association
  4. acting on behalf of the Association as directed by the General Assembly and/or the Managing Committee
  5. authorising, controlling and monitoring expenditure done by the Operating Office in accordance with the approved budget
  6. representing the Association in accordance with Article 26.
- 22.7 The Secretary General is accountable to the General Assembly regarding the implementation of the mandate given by the General Assembly.

## **Article 23. Frequency of Meetings and Convening of the Managing Committee**

- 23.1 The Managing Committee shall meet at least twice a year.
- 23.2 The meetings of the Managing Committee are chaired by the Secretary General.
- 23.3 Members of the Managing Committee shall be notified of a meeting of the Managing Committee at least one week in advance, via email or letter, by the Operating Office upon request of the Secretary General or upon request of, or by three members of the Managing Committee acting jointly, each nominated by a different category of membership.

This notification shall contain the date, venue, time and agenda of the meeting. For especially urgent matters, the Secretary General may call Managing Committee members to an extraordinary meeting on a notice of 3 days.

## **Article 24. Decision making at the Managing Committee**

- 24.1 The Managing Committee may not validly deliberate and decide unless at least the simple majority of its members are present or represented.
- 24.2 Any member of the Managing Committee may give a proxy to another member of the Managing Committee to represent him/her at a given meeting of the Managing Committee and to vote in his/her place. This power of attorney must be given in writing.
- 24.3 The Managing Committee can only deliberate and take valid decide on items that are not on the agenda unless all members of the Managing Committee are present or represented and agree to consider additional items.
- 24.4 The meetings of the Managing Committee may be held remotely via any electronic means of communication that allows participation in the discussions and deliberations in a direct and simultaneous manner.
- 24.5 The Managing Committee shall strive to reach a consensus when making decisions. In case no consensus is reached by the Managing Committee on a decision, or in case the attending members of the Managing Committee are requesting a formal vote, the decisions will be submitted to a vote by majority, calculated on casted votes. Abstentions will not be considered for the calculation of the votes. Decisions are then taken with a simple majority unless the law or these Statutes provide for a specific majority. In the event votes are equally divided, the Secretary General shall have a casting vote.
- 24.6 Decisions of the Managing Committee may also be taken by unanimous consent of all members of the Managing Committee, expressed in writing.



## **Article 25. Minutes of the Managing Committee**

- 25.1 The decisions of the Managing Committee are recorded in minutes by the minute taker. These minutes are validated by the Secretary General and approved by the Managing Committee.
- 25.2 These minutes, as well as the agendas, voting records, related papers, reports and accounts are recorded in a special register held either at the registered seat of the Association or electronically, and shall be made available to members upon request.

## **Article 26. Representation of the Association**

- 26.1 The Managing Committee represents the Association towards third parties and in court as plaintiff or defendant. The Association is also validly represented towards third parties and in court, as plaintiff or defendant, by the Secretary General acting alone or his appointed representative or by two members of the Managing Committee acting jointly, each nominated by another category of membership.
- 26.2 The Association is also, within the limits of their mandate, validly represented by special proxy holders appointed by the Managing Committee or the Secretary General.

## **Article 27. Audit**

- 27.1 The Managing Committee can appoint an internal auditor, internal controller or other type of internal risk or control functions as it considers appropriate. The role of the internal auditor shall be specified in the Internal Regulations.
- 27.2 When decided by the General Assembly and in any event when required by law and within the limits provided by law, the General Assembly can appoint a statutory auditor.

# **SECTION 6. OPERATING OFFICE**

## **Article 28. Composition**

- 28.1 The Operating Office is staffed with a combination of employees or contractors, and donated resources by third parties or Members of the Association if made available. The Operating Office is managed by the Operating Office Manager.
- 28.2 The Operating Office Manager is nominated by the Secretary General to support him/her in the implementation of decisions by the General Assembly and the Managing Committee by managing the day-to-day transactions of the Association. The Managing Committee must approve the appointment of the Operating Office Manager.

28.3 The Operating Office Manager can resign at any time.

28.4 The Secretary General may dismiss the Operating Office Manager upon approval by the Managing Committee. The aforementioned is without prejudice to the contractual provisions agreed upon.

## **Article 29. Powers**

29.1 The Operating Office Manager is in charge of the day-to-day management (as defined above under Article 22.6,1) of the Association under the supervision of the Secretary General.

29.2 The Operating Office Manager is responsible for the recruitment and contractual engagement of the Operating Office members, and can agree upon a specific work orders, if any.

29.3 The Operating Office Manager is responsible for the day-to-day management of the Operating Office members.

29.4 Once a year, the Secretary General and the Managing Committee decide upon the granting of discharge to the members of the Operating Office for the work performed.

## **Article 30. Terms and conditions**

30.1 The terms and conditions applicable to the Operating Office Manager and the Operating Office members can be further specified in the Internal Regulations and the contracts engaging the Operating Office members.

# **SECTION 7. FISCAL YEAR – INTERNAL REGULATION – LANGUAGE**

## **Article 31. Fiscal year**

31.1 The fiscal year begins on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of each year.

On the latter date, the Association's accounts are closed, and the Managing Committee draws up the annual accounts in accordance with the applicable legal provisions. The Managing Committee shall also draw up a budget proposal for the following financial year.

31.2 The Managing Committee submits the annual accounts for the previous fiscal year and the proposed budget for the following financial year to the annual General Assembly.

## Article 32. Language

- 32.1 The working language of the Association is English.
- 32.2 The Statutes and other formal documents regarding the Association are translated into French.
- 32.3 In case of conflict the English documents prevail.

## Article 33. Internal Regulations

- 33.1 The Managing Committee can draft Internal Regulations.
- 33.2 The Internal Regulations are divided in two parts:
  - 1. Part I: Functioning of the Association
  - 2. Part II: Use of the Peppol Network.
- 33.3 The Internal Regulations can be amended from time to time. Any modification of the Internal Regulations is communicated to the Members and made available to the Members on the website of the Association.
- 33.4 The Statutes refer to the latest approved version of the Internal Regulations. In the event of a change in the Internal Regulations, the Managing Committee may adapt the reference to the latest version of the Internal Regulations in the Statutes and publish this change itself.
- 33.5 The last approved version of the Internal Regulations is dated [X].

# SECTION 8. DISSOLUTION AND LIQUIDATION

## Article 34. Dissolution

- 34.1 The Association can be dissolved at any time by a decision of the General Assembly under the same conditions as those for the modification of the purpose of the Association. The reporting obligations, if any, applicable according to the law will be observed in this context.
- 34.2 Notice of intent to dissolve the Association shall be circulated to Members no less than 120 days prior to the meeting of the General Assembly at which a resolution to dissolve the Association is to be voted upon.

## **Article 35. Liquidators**

In the event of dissolution of the Association, for whatever reason and at whatever time, the members of the Managing Committee in office are appointed as liquidators by virtue of these Statutes if no other liquidator has been appointed, without prejudice to the right of the General Assembly to appoint one or more liquidators and to determine their powers and emoluments.

## **Article 36. Allocation of the net assets**

In the event of dissolution and liquidation, the special General Assembly decides on the allocation of the Association's assets, which must in any case be allocated to an entity with disinterested purpose pursuing the purposes and activities of the Association.

This allocation is made after all debts, charges and liquidation expenses have been settled or after the necessary amounts have been deposited.

# **SECTION 9. MISCELLANEOUS PROVISIONS**

## **Article 37. Election of domicile**

For the execution of these Statutes, any Member, member of the Managing Committee, auditor or liquidator domiciled abroad, elects domicile at the registered office where all communications, summonses and notifications can be validly made if the Member has not notified the Managing Committee of an alternative address for service.