



**10th
OpenPEPPOL
General
Assembly
Brussels,
30.10.2018**

Agenda items and timeline

16:00 – 18:00 10th OpenPEPPOL General Assembly

1. Welcome, participation and agenda
 - a. Approval of agenda
 - b. Roll Call – Count of participation and valid representation
 - c. Appointment of scrutineer and minute taker
2. Changes to the OpenPEPPOL Statutes
 - a. Overview of the change management process and of the changes proposed
 - b. Approval of revised Statutes (vote)
3. Closing



1a. Approval of Agenda

Decision 1a

- ▶▶ The 10th General Assembly approves the proposed agenda



1b. Roll Call – Count of participation and valid representation

Participation and valid representation of Members

Members as of: **October 29th, 2018**

- ▶▶ **295** Members with the right to vote, **2** Observers, a total of **297**
- ▶▶ Quorum not needed, according to art.14 of the current Statutes, since:
 - ▶▶ The 10th General Assembly has been called with only one voting item on approving the revised AISBL Statutes
 - ▶▶ The same agenda item was included and discussed at the 9th General Assembly on March 21st, 2018 (Voting Items 5-7), but a decision that could not be taken due to lack of a sufficient quorum of 2/3 of Members being present or validly represented
- ▶▶ **97** Members validly represented at the 10th GA today, October 30th 2018
 - ▶▶ **41** Members represented physically
 - ▶▶ **56** Members represented by proxy
- ▶▶ All members representatives present are to sign the attendance log

Decision 1b

The 10th OpenPEPPOL General Assembly is held without a quorum, according to the provisions of art.14 of the current Statutes and can take decisions on the following agenda items:

1. Agenda item 2b – Voting item 1: Approval of revised Statutes (vote 1)



1c. Appointment of scrutineer and minute taker

Candidacies for the roles of scrutineer and minute taker

- ▶▶ Klaus Vilstrup Pedersen is proposed as a candidate for the role of scrutineer at the 10th OpenPEPPOL General Assembly
- ▶▶ Mairi Hayworth is proposed as a candidate for the role of minute taker at the 10th OpenPEPPOL General Assembly
- ▶▶ Any other candidates?

Decision 1c

- ▶▶ Klaus Vilstrup Pedersen is appointed as scrutineer of the 10th OpenPEPPOL General Assembly
- ▶▶ Mairi Hayworth is appointed as minute taker of the 10th OpenPEPPOL General Assembly



2. Changes to the OpenPEPPOL Statutes

- a. Overview of the change management process and of the changes proposed

The process so far

- ▶▶ GA9 on March 21st attempt was abortive; no 2/3 of members were present/validly represented
- ▶▶ GA10 set for October 30th, new version circulated to Members
- ▶▶ Member review of new Statutes over summer (circulation July 5th, 2018)
- ▶▶ Further legal assistance sought after summer for the revision of GA attendance procedures and improvement of legal clarity in representing the new governance bodies into the Statutes
- ▶▶ Latest version proposed for approval by the 10th OpenPEPPOL General Assembly, circulated October 9th

The background: Our new Governance model

Voting item 4 (I)

The 9th OpenPEPPOL General Assembly gathered 21st of March 2018 in Brussels approves the following principles for a revised Governance Model:

1. The following fundamental principles will be used as basis for the change of the governance model and the statutes:
 - a. Scalability: The new governance structure should support the need of the organisation to sustain fast growth, incorporate new communities and support a larger membership.
 - b. Flexibility: Details of governance functions should remain outside the Statutes, thereby allowing for necessary fine-tuning to fit evolving needs and day-to-day operations.
 - c. Simplicity: When, and to the degree possible, adopted procedures should aim to minimize administrative burden for the elected officials and hired personnel of the Association, as well as for the Members themselves.

The background: Our new Governance model

Voting item 4 (II)

2. The primary scope of the proposed changes is to simplify the way we describe the governance structure in the Statutes as follows:

Leaving out:

- a. Names and numbers of communities
- b. Details about coordinating boards and change management boards
- c. Details about functions covered in day-to-day Operations
- d. Details about how to prepare, plan and execute meetings in the Association

Adding in the possibility to:

- e. Expand boards and committees with representatives from relevant entities or communities, if required
- f. Pre-elect substitute representatives to roles, boards and committees

Establishing an unambiguous organisational structure by:

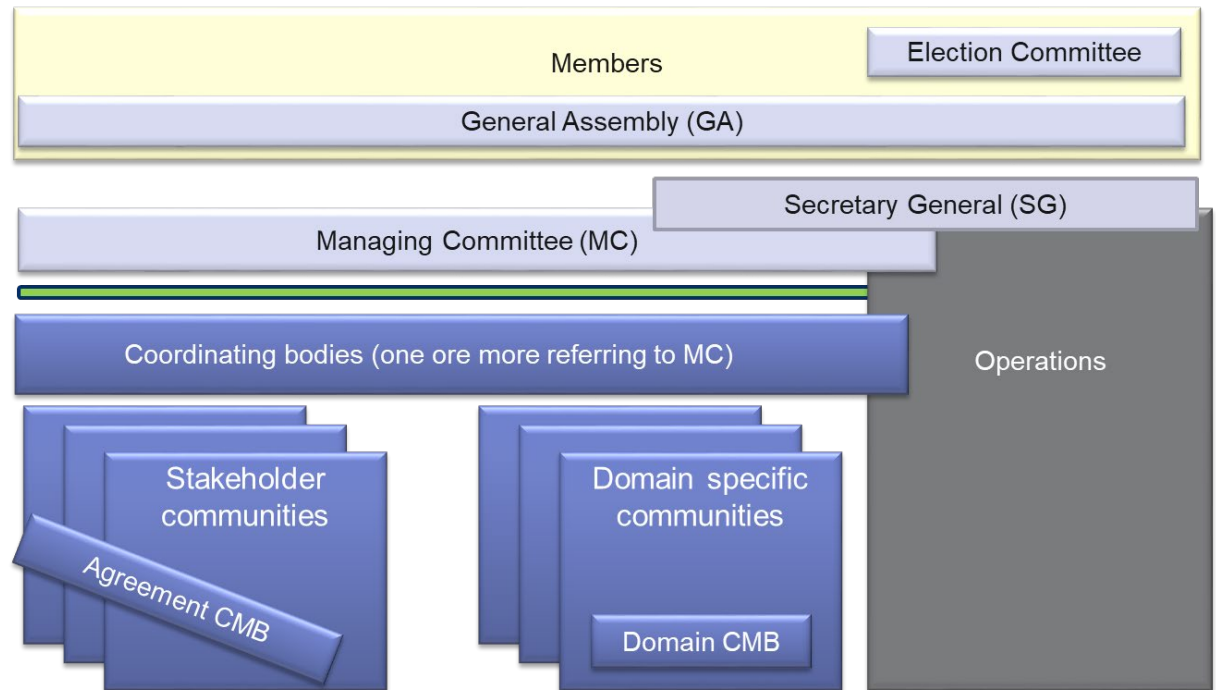
- g. Unifying the way committee and board members are elected
- h. Establishing an unambiguous split between management activities, member activities and operational activities
- i. Requiring a common governance structure to be used in all communities.
- j. Provide clear and unambiguous principles for delegations and escalations.

The background: Our new Governance model

Voting item 4 (III)

3. The statutory requirements of the OpenPEPPOL Governance structure operate with the following three main areas of governance (as illustrated below):

- a. Strategic governance; focusing on strategic dissemination, development of the association, business development and key stakeholder communication.
- b. Governance of sustainability and development; focusing on sustainability, development and dissemination of specifications, policies and artefacts.
- c. Operational governance: focusing on governance, administration and operation of the Association and the PEPPOL eDelivery Network



The background: Our new Governance model

Voting item 4 (IV)

4. Election principles

- a. The core principles for elections are that the Managing Committee and Secretary General are elected directly by the General Assembly, supported by the advice of the Election Committee, whereas any members elected for a position related to community work are elected by the community itself.

5. Collaboration, delegation, escalation and elections

- a. The core principles for collaboration, delegation, escalation and elections, as set out in the statutes, is member involvement, and the use of unified processes and procedures across the different entities/units/ bodies in the organisation.

Main changes implementing the new Governance Model

1. The Coordinating Communities are no longer prescribed in the Statutes – there is a general provision to enable the creation of Communities without changing Statutes
2. Only three Member Categories: PEPPOL Authorities, Service Providers and End Users
3. The Managing Committee will be elected entirely by the General Assembly and all three Member categories shall be equally represented
4. The Secretary General will be directly elected by the General Assembly
5. Additional existing and new bodies foreseen by the Governance model are clearly identified in the revised Statutes:
 - ▶▶ Election Committee
 - ▶▶ Coordinating Committee(s)
 - ▶▶ Change Management Boards

Highlights of changes after the Member Review

- ▶▶ **Articles 14, 16, and 17** contain new and revised provisions about the procedures involved in calling and running a General Assembly.
- ▶▶ There is no longer a mandatory quorum for a minimum number of Members to be present (or validly represented) for taking decisions in a General Assembly (except change of Statutes and dissolution of the AISBL)
- ▶▶ It is now not possible to add agenda items on the day of the General Assembly. This is a safeguard since a quorum for most agenda items no longer exists and Members must be aware of agenda items in advance so that they can decide on attendance or representation.
- ▶▶ It is now more clear that a General Assembly can be held virtually and that Members can participate and vote remotely on the day.
- ▶▶ Rules of representation by other Members when unable to be present at a GA:
 - ▶▶ More explicit and allow more flexibility to avoid dysfunctional situations seen in the past.
 - ▶▶ Possible to provide a proxy for more than one meetings



2b. Approval of revised Statutes

Vote

Decision 2

- ▶▶ The 10th OpenPEPPOL General Assembly approves the revised Statutes of the Association as proposed by the Managing Committee and revised on the day.
- ▶▶ The 10th General Assembly agrees to to grant a special power of attorney to lawyers, c/o PwC Legal,, each having the power to act individually and with the right of substitution, to take all actions required to formalize the new text of the articles of association as approved today by the General Assembly before a Belgian notary



3. Closing

Any other Business?



More information

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