**HISTORY OF THE ASSOCIATION**

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| April 23th, 2013 | Incorporation  Publication Belgian Official Gazette on 23/04/2013 under the number 2013-04-23/0063574 |
| July 14th, 2014 | Amendment of the articles of association  Publication Belgian Official Gazette on 01/10/2014 under the number 2014-10-01/0178960 |
| [datum] 2020 | Amendment of the articles of association  To be published in the Belgian Official Gazette |

## Article 1: Name

The Association has the form of a non-profit organisation (vzw) and bears the name “Trust in Digital Life”.

The name must appear on all deeds, invoices, announcements, announcements, letters, orders, websites and other documents, whether or not in electronic form, issued by the non-profit association, immediately preceded or followed by the words 'non-profit association' or by the abbreviation 'vzw', together with the following information: the exact indication of the registered office of the vzw, the enterprise number, the word 'register of legal persons' or the abbreviation 'RPM', the mention of the court of the registered office of the association, and in if applicable, the e-mail address and the website of the association.

## Article 2: Registered Office

The directors board is authorized to change the seat of the non-profit organization within the same language area.

If the articles of association have to be amended as a result of a transfer of the registered office, only the general meeting can take this decision takening into account the requirements for an amendment of the articles of association.

## Article 3: Duration

## The association is established for an indefinite period.

## Article 4: Objective and Purpose

The association pursues the following non profit purposes:

Trust in Digital Life is an industry-driven association that promotes innovation and collaboration to enable and leverage the development, provision and user acceptance of trustworthy ICT products and services stimulating the European competitiveness and the fundamental social issues raised by the introduction of digital technologies.

## Article 5: Communication

## The association can include an email address in its statutes. Any communication by means of this address by the members is deemed to have taken place. The e-mail address may be replaced, if necessary, by another equivalent means of communication.

## The directors board can change the address of the website and the e-mail address even if they appear in the articles of association. This amendment is communicated to members in accordance with article 2:32 of the Belgian Companies and Associations Code.

## Any member can at any time provide the association with an email address to communicate with him. Any communication to this e-mail address is considered valid. The association can use this address until the notification by the member concerned or of his wish to no longer communicate by e-mail.

## The members of the directors borad and, where applicable, the statutory auditor, can provide an email address at the start of their mandate to communicate with the association. Any communication to this e-mail address is considered valid. The association can use this address until the notification by the relevant mandate holder of another e-mail address or of his wish to no longer communicate by e-mail.

## The e-mail address may be replaced, if necessary, by another equivalent means of communication.

## It communicates with members or the board of directors and, where applicable, statutory auditor for whom the association does not have an e-mail address, by regular mail, which it sends on the same day as the communications by e-mail.

## Article 6: Members

The Association is open to European and other organisations. Members can have any legal personality. Members are usually organisations involved in research, development and support of ICT-related products with a demonstrated interest in promoting security, privacy and trustworthiness for the user of hardware, software, transactions and online services. Members may also be those addressing the social implications of ICT-related products related to security, privacy and trustworthiness.

The Association has four different categories of Members:

Category 1: Large companies. A large company is a company with more than 250 employees, and with an annual turnover of more than 50 MEUR, and/or the balance sheet total is more than 43 MEUR.

Category 2: SMEs. An SME is a company with less than 250 employees, and with an annual turnover not more than 50 MEUR, and/or an annual balance sheet total not more than 43 MEUR.

Category 3: Not-for-profit organisations (such as universities, knowledge institutes, consumer organisations, local and national governments, charitable institutions) whose activities or needs are related to the purpose described in Article 3.

A fourth category, students, can enter the association as an ‘joined member’. They don’t have any voting rights at the assembly . A student is a doctoral or post-doctoral student with a commitment to contributing to the activities of the Association. Students may only participate in one activity of the Association. Membership of the Association is initially limited to a year, extensible based on past and expected contributions to the activities of the Association.

The directors board will keep a register of the effective members at the registerd office of the association. This register states the name, first names and place of residence of the members and the date of accession and possible withdrawal. The administrative authority may decide that this register may be kept in electronic form. All members can consult the register of members at the registered office of the association. To this end, they shall send a written request to the administrative authority with which they agree on a date and time of consultation of the register. The register cannot be moved.

## Article 7: Accession, Removal and Exclusion

The accession of new Members is as follows:

Organisations that wish to become Members must send their request to join the Association in writing. The Board of Directors approves the accession of new Members.

Members who wish to resign notify the general meeting. If the dismissal of a member causes the number of members to fall below the legal or statutory minimum, the dismissal will be suspended until a replacement has been found within a reasonable period. Members must fulfill their existing financial obligations (such as membership fees) before their resignation can take effect.

Membership of an effective member automatically ends upon death.

In addition, a member is deemed to resign in the following circumstances and the membership will therefore expire immediately and automatically:

* bankruptcy, insolvency and liquidation;
* non-conformity policy and rules related to membership;
* conduct that is harmful to the interests of the association;
* change of control;
* failure to pay contributions or failure to rectify the situation after written notice of default.

The exclusion of a member must be indicated in the convening notice. The member must be heard. The exclusion can only be pronounced by the general meeting with due observance of the attendance and majority requirements prescribed for an amendment to the articles of association.

A resigning or excluded working member is not entitled to the possession of the association and cannot recover paid contributions.

## Article 7: Contributions

Members will pay an annual financial membership compensation (contribution) that has been determined by the General Assembly on the proposal of the Board of Directors.

The annual financial contribution may not exceed 15000 € for large corporations and 5000 € for SMEs and not for profit organisations.

Students do not have to make a financial contribution.

## Article 8: General Assembly

* 1. **Powers of the General Assembly**

The General Assembly has the broadest powers with a view to fulfilling the purpose and activities of the Association.

The following decisions shall be exclusively taken by the General Assembly:

* Modifications to the statutes;
* Appointment and exclusion of Members of the directors board;
* Determination of the remuneration, if applicable of the directors board;
* The appointment and removal of supervisory directors and the determination of their remuneration, if applicable;
* Discharge to directors and supervisory directors and, if necessary, to file an association claim against them;
* Approval of the budget and the annual accounts;
* Voluntary dissolution of the Association;
* exclusion of a member;
* conversion into a non-profit association, a cooperative society recognized as a social enterprise or a recognized cooperative social enterprise;
* contribution of a universality;
* any other authority assigned to the general meeting by these articles of association or the law.
  1. **Composition**

The General Assembly consists of representatives of the Members.

Each Member in categories 1 to 3 has one vote in the General Assembly.

The joined member (fourth category) does not have any voting rights.

* 1. **Meeting and announcement of meeting(s)**

The General Assembly will be convened once a year.

The general meeting will be convened once a year (the ordinary general meeting) to approve last year's accounts and next year's budget. This meeting will be held no later than 6 months after the closing of the past financial year.

The chairman shall inform members of the date, time and place of the next general meeting, together with the agenda, at least 15 days before the meeting.

The general meeting is convened by the chairman whenever the purpose or interest of the association so requires.

When requested by at least one fifth of the members, the directors board is obliged to convene a general meeting within 21 days of the request and the general meeting is held no later than the 40th day after this request.

* 1. **Decision-making process**

Each Member of the General Assembly may appoint another Member as its representative or proxy.

Unless agreed otherwise by all Members present or represented, the General Assembly can only validly deliberate and decide on the items on the agenda.

Unless otherwise agreed in these statutes, decisions will be taken by a simple majority of votes of Members present or represented.

The minutes of the meetings will be drawn up by the chairman of the directors board, signed by the chairman and at least two directors and kept at the registered office of the Association.

The members can participate in the meeting remotely by means of electronic communication provided by the association. With regard to compliance with the requirements of attendance and majority, members who participate in the general meeting in this way are deemed to be present at the place where the general meeting is held.

For the purposes of remote participation, the association must be able to verify the status and identity of each member by means of the electronic means of communication used.

For the purposes of distance participation, the electronic means of communication must at least enable the member to directly, simultaneously and uninterruptedly take note of the discussions at the meeting and to exercise their voting rights on all matters on which the meeting is concerned should pronounce. In addition, it should be possible to participate in the deliberations and to ask questions.

The convocation of the assembly contains a clear and accurate description of the established procedures with regard to remote participation.

Members can also vote remotely electronically before the general meeting, that is to say before the start of the meeting. They must use the modalities form that the association makes available to the member for this purpose. The electronic means of communication must allow the association to check the status and identity of the member who votes remotely by electronic means.

## Article 9: Amendments to the articles of association

The directors board shall give written notice with its proposal to the Members 15 days before the date of the extraordinary Assembly at which the proposal to amend the statutes and the dissolution of the Association.

A decision to amend the statutes will only be taken if two-thirds of the Members present approve it. A decision to dissolve the Association will only be taken if four-fifths of the Members present approve it. The extraordinary Assembly can only validly deliberate and decide when two-thirds of the Members are present or represented. In the event that two-thirds of the voting members are not present or represented at the first meeting, a second meeting shall be convened at the earliest fifteen (15) days after the first meeting.

If the attendance requirement is not fulfilled, a second convocation is required and the new meeting deliberates and decides validly, regardless of the number of members present or represented. The second general meeting may not be held within 15 days of the first meeting.

## Article 10: Board of Directors

* 1. **Powers of the Board of Directors**

The Board of Directors is competent for all matters of execution, with the exception of the powers that belong to the General Assembly.

The general meeting decides whether or not mandate of the director is remunerated.

* 1. **Composition**

The Board of Directors consists of a maximum of seven (7) Directors. Only natural persons can be members of the Board of Directors. The Directors act in the interest of the Association, and not of the Members who have nominated/elected them.

The Directors are appointed by the General Assembly for a period of two years. Each Member has the right to propose candidates. A Director may serve for more than one term.

The Board of Directors appoints one of the Directors as Chairperson.

The Directors lose all powers within the Board of Directors in the event of death, resignation, civil incompetence or being put under administration, dismissal or expiry of term.

The General Assembly has the authority to dismiss one or more of the Directors. Such decision will be taken with a simple majority of the Members present or represented.

In the event of a vacancy in the course of the mandate of a Director, the Board of Directors can appoint a provisional replacement to finish the remainder of the mandate of his predecessor.

All actions relating to the appointment, resignation and termination of the mandate of the Directors, drawn up in accordance with the applicable law(s), shall, at the expense of the Association, be deposited and communicated to the Federal Government Institution of Justice and published in the annexes to the Belgian Official Gazette.

* 1. **Meetings and announcements of meetings**

The directors board shall meet at least twice a year at the location indicated in the invitation and after prior written convocation from its chairman. The meetings can take place remotely by means of an electronic means of communication made available by the association.

The notification including the agenda will be delivered at least 15 days before the meeting.

A decision can also be taken without a meeting if the chairman delivers a written document to all Members of the Board of Directors that is subsequently discussed and agreed upon by all Members of the director board, with the exception of the decisions that are excluded from this possibility.

* 1. **Decision-making process**

The directors board can not validly deliberate and decide unless a majority of its Members are present or represented.

Each Director may designate another Director as its representative or authorised proxy.

Decisions of the directors board shall be taken by a simple majority of votes of the present or represented Members. In a tie of votes, the proposal is not approved.

* 1. **Minutes of the decisions of the directors board**

The minutes of the meetings shall be drawn up by chairman and by two other directors. The chairman keeps the minutes at the registerd office.

* 1. **Representation of the Association to third parties**

Except in the case of specific powers of attorney, all actions and writings that bind the Association, must be the director board.

The association is also valid represented by two directors, acting jointly.

* 1. **Daily management**

The director board may appoint one or more daily directors, who are not necessarily members of the director board or association, which are charged with the daily management. Day-to-day management includes both actions and decisions that do not go beyond the needs of the association's daily life, as well as actions and decisions, either because of their lesser importance or because of their urgency, do not justify the intervention of the director board.

The daily director takes care of current affairs and the daily correspondence, signs validly with respect to banking institutions and makes all possible commitments to ensure the day-to-day operation of the association. He can also represent the association in all judicial and extrajudicial acts.

The executive director reports monthly to the administrative body and participates in the general meeting, without, however, his capacity giving voting rights.

* 1. **Conflict of interest**

If a director has an interest of a financial natura that conflicts with the interests of the association, he must report this to the director board and the conflicted director may not participate in the deliberation or vote on this point. If a majority of the directors have an interest of a property law nature, the general meeting must decide on this.

* 1. **Internal regulation**

The director board can issue an internal regulation.

## Article 11: Budget and annual accounts

The fiscal year starts on 1 January and ends on 31 December.

## The accounts are kept in accordance with the provisions of the Companies and Associations Code and the relevant implementing decrees. The board of directors submits the annual accounts of the previous financial year and the budget to the general meeting for approval.

## The annual accounts are filed within 30 days of their approval.

## Article 12: Dissolution and liquidation

## Upon dissolution of the association, the remaining capital will be spent on a *non profit* purpose that most closely matches the purpose of the current association. The association can be dissolved at any time by a resolution of the general meeting taken under the same conditions as for the modification of the object or the selfless purpose of the association. In case of voluntary dissolution, the general meeting, or failing that, the court, appoints one or more liquidators. A dissolution and liquidation in one deed is only possible if the following conditions are met:

## 1) no liquidator has been appointed;

## 2) all debts to members or third parties specified in the statement of assets and liabilities have been repaid or the funds necessary to meet them have been paid; the statutory auditor who draws up a report, or, if there is no statutory auditor, a company auditor or an external auditor, confirms this payment or consignment in the conclusions of his report; however, repayment or consignment is not required as regards debts to members or third parties whose claim is included in the statement of assets and liabilities and who have confirmed their consent in writing; the statutory auditor who draws up a report, or, if there is no statutory auditor, a company auditor or external auditor, confirms this in writing in the conclusions of his report;

## 3) all members are present or represented at the general meeting and decide unanimously.

## The remaining asset is intended for the selfless purpose designated in the articles of association, or in the absence thereof, the selfless purpose designated by the general meeting, with due observance of the attendance and majority requirements prescribed for an amendment to the articles of association.

## Article 13: Miscellaneous

Topics that has not been regulated by these articles of association is subject to the legislation in force, the law of March 23, 2019 introducing the Code of companies and associations, published in the Belgian Official Journal of April 4, 2019 and the (future) implementing decrees.