

## BYLAWS OF THE NORDIX ASSOCIATION

### 1. Name, Purpose and Registered Office

- 1.1. The name of the international non-profit association is ‘Nordix Association’ (the “**Association**”).
- 1.2. The purpose of the Association is to:
  - a) encourage the growth of the open source community in Europe and internationally;
  - b) educate and support people and organizations in the beneficial use of open source innovation, and effective participation in the global open source ecosystem;
  - c) advance open source technology through collaborative research and development;
  - d) aid, support, and assist by grants, contributions, or otherwise, other persons or organizations, provided that such activities are consistent with the foregoing purposes.

The Association can perform all activities that are directly or indirectly related to its purpose.

In pursuing the activities of the Association, the Members seek no direct patrimonial benefits whatsoever, nor assign anything to the Association with the purpose of procuring a direct patrimonial benefit to the Members.

- 1.3. The registered office of the Association is located at [•]. By simple decision of the Board of Directors, the registered office of the Association can be transferred to any location in Belgium.

### 2. Membership

#### 2.1. Members

- a) The Association shall have three (3) classes of members (“**Members**”): Affiliate, Silver and Platinum.
- b) A resolution to create a new class of Members shall be subject to the amendment process set forth in Section 8.1.

#### 2.2. Affiliate Members

- a) Affiliate Members shall be either (1) entities organized as a non-profit corporation or who have a non-profit tax exemption in the country where the entity is formed or (2) academic institutions, such as colleges, universities and institutes, whose primary function is training or research on a non-commercial basis. The determination of eligibility for this class of Member by the Board of Directors shall be conclusive.
- b) There shall be no limit on the number of Affiliate Members.

#### 2.3. Silver and Platinum Members

- a) Silver and Platinum Members may be natural persons, business entities, government agencies, or any other legal person.
- b) There shall be no limit on the number of Silver Members.
- c) The General Assembly shall determine the limit on the number of Platinum Members.

- 2.4. All Members are entitled to attend and vote at the General Assembly of the Association. Optionally, Members may choose not to be included in the voting register, in which case they are entitled to attend but are not entitled to vote at the General Assembly of the Association.
- 2.5. Membership for Affiliate Members is free. Membership fees (“**Membership Fees**”) for Silver and Platinum Members are determined by the Annual General Assembly for the next financial year.
- 2.6. The Member Policy of the Association is attached as Appendix 1.

### **3. General Assembly**

- 3.1. The Association’s highest decision-making body is the General Assembly of the Association. The General Assembly possesses all necessary and useful powers to allow it to achieve the purposes of the Association.
- 3.2. The powers listed hereinafter will be exercised by the General Assembly and will not be delegated:
  - (i) Appointment of a member of the General Assembly that will act during the General Assembly as chairman;
  - (ii) Approval of the statutory accounts of the preceding financial year, the annual budget for the next financial year and the annual report of the Board of Directors;
  - (iii) Appointment and revocation of members of the Board of Directors, including the acceptance or refusal of their resignation;
  - (iv) Determining the amount of the Membership Fees, including any increase or decrease thereof;
  - (v) Determining the number of Affiliate Directors, Silver Directors, and Platinum Directors on the Board of Directors;
  - (vi) If applicable, the approval of the annual statutory auditor’s report and approval of the fees of the statutory auditor;
  - (vii) Discharge of the directors, and, if applicable, discharge of the statutory auditor;
  - (viii) Dissolution of the Association and amendment of the articles of association;
- 3.3. The Annual General Assembly shall be held no later than three (3) months after the end of the Association’s financial year, at a time decided by the Board of Directors. An Extraordinary General Assembly may be held at any time if requested by the Board of Directors or by a Member. If two members request an Extraordinary General Assembly the Board of Directors will ensure that such meeting will be held within one month following such demand.
- 3.4. The General Assembly shall be held at such place as may be determined from time to time by the Board of Directors, unless held by remote communication as provided in Section 3.8.
- 3.5. Written notice of the General Assembly shall be given not less than fifteen (15) days nor more than six (6) weeks before the date on which the General Assembly is to be held, to each Member.
- 3.6. The notice of a General Assembly shall state the place, date and hour of the meeting. If Members may attend by means of remote communication, the notice to attend shall include

information on such means. The notice to attend shall also contain a proposed agenda for the General Assembly. In the proposed agenda, the Board of Directors shall clearly state the matters to be addressed at the meeting. The main content of each proposal submitted shall be stated, unless the proposal involves a matter of minor significance to the Association. Where a matter relates to an alteration of the Articles of Association of the Association, the main contents of the proposed alteration shall always be stated.

- 3.7. The Secretary of the Board shall send a notice to each Member entitled to attend the General Assembly whose address is known to the Association. The list shall only include active Members per the date of the General Assembly, and shall not include any Members who have given notice of termination or whose membership has been terminated.
- 3.8. The General Assembly of the Association may be held by means of remote communication.
- 3.9. Ten percent (10%) of the Members registered to vote at the General Assembly, present in person or represented by proxy, shall constitute a quorum for the meeting. Members represented by proxy shall submit a dated written proxy, duly signed by the Member, before the meeting.
- 3.10. Each Member in the voting register shall have one (1) vote with regard to all matters at the General Assembly, with the exception of the election of members of the Board of Directors.
  - a) For the election of the Board of Directors, Affiliate Members shall each have one (1) vote regarding the appointment of members of the Board of Directors to represent the Affiliate Members (“**Affiliate Directors**”). The number of Affiliate Directors shall be determined by the General Assembly. Affiliate Members are not entitled to a vote in the election of Silver Directors or Platinum Directors.
  - b) For the election of the Board of Directors, Silver Members shall each have one (1) vote regarding the appointment of members of the Board of Directors to represent the Silver Members (“**Silver Directors**”). The number of Silver Directors shall be determined by the General Assembly. Silver Members are not entitled to a vote in the election of Affiliate Directors or Platinum Directors.
  - c) For the election of the Board of Directors, each Platinum Member may appoint and remove one (1) member of the Board of Directors (“**Platinum Director**”). The number of Platinum Members shall be determined by the General Assembly. Platinum Members are not entitled to a vote in the election of Affiliate Directors or Silver Directors.
- 3.11. All matters at the General Assembly shall be determined by a majority of the votes cast by the Members present in person or represented by proxy and entitled to vote on the matter, except when a different vote is required by these Articles of Association. In case of division of votes, the Chairman of the Board can vote to give the casting vote.
- 3.12. At every General Assembly, the Chairman of the Board, or such other person as may be appointed by the General Assembly, shall act as chairman. The Secretary of the Board, or such other person designated by the chairman at the General Assembly shall act as secretary of the meeting.
- 3.13. A Member who wishes to have a matter addressed at a General Assembly shall submit a written request to the Board of Directors. The matter shall be addressed at the meeting,

provided the request was received by the Board of Directors in due time for the matter to be included in the notice to attend the meeting.

- 3.14. The chairman will ensure that minutes of the General Assembly are established. The resolutions that will be adopted by the General Assembly need to be enacted in the minutes and the result of the vote needs to be signed by the chairman at the General Assembly and by at least one other person appointed by the General Assembly among the Members present during the General Assembly. The minutes are sent by simple letter, by fax or by e-mail to the Members and will remain available to the Members at the registered office.

#### **4. Board of Directors**

- 4.1. The business and affairs of the Association shall be managed by a Board of Directors. In particular, the Board of Directors is responsible for:
- a) The operations and finances of the Association.
  - b) Notices to and proposals for resolutions to the General Assembly of the Association.
  - c) The compliance with these Articles of Association and the execution of resolutions by a General Assembly of the Association.
- 4.2. The Board of Directors shall consist of not less than two (2) Directors. Directors are elected by the General Assembly for the period until the end of the next Annual General Assembly. Any Director may resign at any time by delivering notice to the Board of Directors.
- 4.3. The members of the Board of Directors are not remunerated for the exercise of their mandate.
- 4.4. The Chairman of the Board, or such other person as may be appointed by the Board of Directors, shall preside at meetings of the Board of Directors.
- 4.5. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by the Board of Directors, unless held by remote communication as provided in Section 8. The Board shall, on an annual basis, establish the dates and times of regular meetings.
- 4.6. Special meetings of the Board of Directors may be called by any Director and may be held at any time and place, unless held by remote communication as provided in Section 4.8..
- 4.7. Notice of any meeting of the Board of Directors shall be given to each Director. The notice shall contain an agenda for the meeting. In the proposed agenda, the matters to be addressed at the meeting shall be clearly stated. The convocations to attend the meeting of the Board of Directors are sent to each member of the Board at the latest five (5) working days prior to the meeting.
- 4.8. Meetings of the Board of Directors may be held by means of remote communication.
- 4.9. A majority of the total number of Directors in office shall constitute a quorum at any meeting of the Board of Directors.
- 4.10. At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of those present shall be sufficient to take any action, unless a different vote is specified in these Articles of Association.

4.11. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent to the action in writing. Such consent shall have the same effect as a unanimous vote.

4.12. The Board of Directors represents the Association against third parties and has the power to sign in the name and on behalf of the Association. The Board of Directors can grant its signature powers to one of the directors or to special proxy holders. These signature powers can be revoked at any time by the Board of Directors.

Unless provision to the contrary, two directors acting jointly can validly represent the Association vis-à-vis third parties. Legal actions, both as defendant and as plaintiff, can be commenced or continued in name of the Association by two directors acting jointly.

4.13. The Board of Directors may appoint a managing director or persons in charge of daily management for the purpose of coordinating the daily management of the Association.

## **5. Committees**

5.1. The Board of Directors may appoint such committees as they deem necessary or appropriate to conduct the business and further the objectives of the Association. The Board of Directors shall retain the right to delegate or limit the powers and duties of any committee that it has created and to disband any such committees at its sole discretion.

5.2. The Technical Committee shall have the authority and responsibility to govern the technical activity of the Association, as delegated by the Board of Directors. The Technical Committee shall determine its process and procedures, provided that such process and procedures must be published in such a manner that they are readily accessible to all Members of the Association.

## **6. Chairman and Secretary**

6.1. If the Board of Directors elects a Chairman of the Board, he/she shall have, subject to the direction of the Board of Directors, general supervision, direction and control of the business and any officers of the Association and shall report to the Board of Directors. If a Chairman is not elected, any references to such chairman in these Articles of Association shall be a reference to the Board of Directors.

6.2. If the Board of Directors elects a Secretary, he/she shall keep a record of the proceedings of all meetings of Members and the Board of Directors, prepare the voting register and lists of active Members, and be custodian of corporate records. If a Secretary is not elected, any references to such officer in these Articles of Association shall be a reference to the Board of Directors.

6.3. The Association shall maintain insurance to the extent available at reasonable costs, at its expense, to protect itself and any such Director, employee or agent of the Association.

## **7. General Provisions**

7.1. The financial year of the Association shall be the calendar year unless otherwise determined by the Board of Directors.

7.2. Notices to the General Assembly, meetings of the Board of Directors and any other notices that may be given under these Articles of Association are to be sent to the email or postal

address last notified by the Member to the Secretary. It is the responsibility of each Member, Director and officer to notify a change of email or postal address to the Association.

- 7.3. A resolution to liquidate, dissolve or otherwise wind-up the Association requires an affirmative resolution at a General Assembly in accordance with the majority and quorum of Section 8.1. In case of a voluntary dissolution, the General Assembly will appoint one or more liquidators whose powers it will determine. If no liquidators are appointed, the Members of the Board of Directors will be considered to have been appointed as a collegiate body of liquidators with the broadest powers in view of the dissolution and liquidation of the Association.
- 7.4. In case of a resolution to liquidate the Association according to the above, the assets of the Association shall be distributed, by the Board of Directors, to a nonprofit fund, foundation or organization.
- 7.5. Directors and committee members shall not be entitled to any compensation except for reimbursement of verified expenses as determined by the Board of Directors. Nothing herein shall be considered to preclude any Director, officer, or committee member from serving the Association in any other capacity, including as an employee, consultant or otherwise, and receiving such salaries, compensation, or reimbursement as shall be fixed or allowed from time to time by the Board of Directors.
- 7.6. The Intellectual Property Policy of the Association is attached as Appendix 2.
- 7.7. The working language of the Association is English.
- 7.8. Any matter which is not covered by the present articles of association or by any other rule possibly enacted by the Association shall be governed by the provisions of the Belgian Companies and Associations Code.

## **8. Amendments**

- 8.1. These Articles of Association including the Membership Policy in Appendix 1, the Intellectual Property Policy in Appendix 2, and any other policies the Association may adopt, may be altered, amended or repealed, or new Articles of Association may be adopted by the General Assembly where at least half of the Members are required to be present or represented and any amendment of the Articles of Association is only approved with a two third of the votes. If not half of the Members are present or represented at the General Assembly, a second General Assembly will be convened which will then decide upon the amendment notwithstanding the number of members present. Any amendment is required to be approved with at least two third of the votes. All amendments to the Articles of Association need to be submitted to the Ministry of Justice and published in the *Annexes to the Belgian Official Journal*.

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## **Appendix 1**

### **MEMBER POLICY**

#### **Application for Membership**

Any natural person, non-profit organization, academic institution, business entity, government agency, or any other legal person may nominate itself to be a new Member, if any applicable Member positions are not filled.

Members must meet the criteria set by the Board of Directors prior to applying for membership.

The Board of Directors shall consider the application of the nominee at its next meeting. If the Board of Directors approves the admission, the entity shall become a Member. All applications for membership must be approved by the Board of Directors.

#### **Member Obligations**

1. The Member will provide complete and accurate information on the application on the date of submission. The Member will continue to update such information to ensure that it remains complete and accurate. In particular, the Member will promptly update any change in its email contact address.
2. The Member consents to making available to the public its name to promote the Association and its operations and purposes.
3. The Member consents to communication by electronic means to its email contact address.

#### **Payment Obligations for Silver and Platinum Members**

1. The Membership Fees are determined annually at the Annual General Assembly of the Association, as provided in Section 2.5. of the Articles of Association.
2. Membership Fees shall be paid within forty-five (45) days of receiving an invoice from the Association. If the Membership Fees are not paid when due, the Association may charge a late fee to the Member of one percent (1%) for each thirty (30) day period of delay.
3. Membership Fees are not refundable except for as provided below:
  - a) if termination is by the Board of Directors as provided in this Member Policy, or
  - b) the Member terminates its membership based on a material change in the purposes of the Association as provided in this Member Policy.

In such case, the Association shall refund to the Member within sixty (60) days of the effective date of the termination the pro rata amount for the remaining calendar year during which the termination is effective.

#### **Term of Membership**

1. The effective date for the membership of a Member shall be the date on which the Member has been approved by the Board of Directors and – in case of Silver and Platinum Members – the Membership Fees have been paid.
2. The term of the membership of a Silver or Platinum Member shall run through (i) December 31 of the same calendar year as the effective date of the membership if the effective date is on or earlier than July 1 of a calendar year and (ii) December 31 of the calendar year after the

effective date of the membership if the effective date is later than July 1 of a calendar year, and such term shall automatically renew for one year at a time unless terminated pursuant to this Section. For example, if the effective date of the membership is March 15, 2020, then the term of such Member terminates on December 31, 2020. However, if the effective date of the membership is September 15, 2020, then the term of such Member terminates on December 31, 2021.

3. A Silver or Platinum Member may terminate its membership upon three (3) months' notice before the end of the calendar year by written notice to the Secretary. For example, if the written notice is given on or before September 30, 2021, the membership ends on December 31, 2021. However, if the notice is given on or after October 1, 2021, the membership ends on December 31, 2022.
4. An Affiliate Member may terminate its membership at any time with immediate effect by written notice to the Secretary.
5. In addition, a Member may terminate its membership with immediate effect by way of written notice to the Secretary if the Association materially changes its purposes set forth in these Articles of Association.
6. The Board of Directors may, by an affirmative vote of a majority of the members of the Board of Directors, terminate a membership if a Member has materially breached its obligations to the Association. The Secretary shall give written notice to the Member of the decision and the termination shall be effective on the receipt of such notice.



## **Appendix 2**

### **INTELLECTUAL PROPERTY POLICY**

1. The Association shall generally accept contributions of software or documentation made under the same open source license as the work it modifies. The Association is not obligated to accept all contributions and may select contributions the Technical Committee or Board of Directors consider appropriate. The Board of Directors shall determine what licenses the Association will accept, and shall prefer licenses which the Open Source Initiative has approved and categorized as “popular and widely-used”.
2. Optionally, an individual or organization may choose to contribute software or documentation under the terms of a contributor agreement. The Board of Directors shall determine what contributor agreements the Association will accept, as may be appropriate for certain projects or contributions.
3. The trademark policy of the Association shall be determined by the Board of Directors and may be modified by the Board of Directors.