
" ONCE-ONLY.ORG "

Association internationale sans but lucratif

CONSTITUTION

FOUNDERS

- The foreign Company « Tallinn University of Technology », in abbreviated form "TALTECH", with registered office in 12616 Tallinn (Estonia), Ehitajate tee 5, registered under the Estonian commercial register under the number 74000323
- The foreign Company « European Institute of Interdisciplinary Research », in abbreviated form "EIIR", with registered office in 00-020 Warsaw (Poland), Chmielna, 2/31, registered under the Poland commercial register under the number 000352518

PART I: NAME, SEAT, PURPOSE, DURATION

Article 1 : Name

The Association has the status of an international non-profit association (in French "association internationale sans but lucratif") and it is governed by Title III of the Belgian law of June 27, 1921 on the non-profit associations, the international non-profit associations and the foundations (in these Statutes further on referred to as "the Law").

The name of the Association is "ONCE-ONLY.ORG".

The name must always be preceded or followed immediately by the words "association internationale sans but lucratif" or the initials "AISBL".

Article 2 : Registered office

The seat (registered office) of the Association is established in Avenue Marnix 30, 1000, Bruxelles, Belgique. It may, by a decision of the Board of Directors, be transferred to another location in the Brussels-Capital Region.

Any transfer of the registered office must be published in the annexes to the Belgian State Gazette under the responsibility of the Board of Directors.

Article 3 : Purpose and activities

- (1) The Association's non-profit international purpose shall be to facilitate and promote international cooperation of public and private stakeholders aiming to advance and enhance the once-only principle and other underlying principles for e-Governance and the interoperability solutions and practices that support them.
- (2) Its scope of activity covers all possible interactions between administrations, businesses and citizens in areas of Digital Government and Digital Business, focusing on the aims of the European Digital Single Market and its extension on a global scale.

A parallel wider field of activities of the association involves the advancement of interdisciplinary research and capacity-building in systems of innovation and sustainable development at regional, national and European levels. In this context, its central research activities engage three broad strategic areas that play a crucial role in the process of innovation and sustainable development: science and research, industry and organizations of civil society, and systems of governance, public policy and regulatory frameworks.

The Association is an associative network organizational structure that leverages knowledge, expertise and cooperation of top-range talent of diverse scientific origins and compositions of skills and competencies. This network is composed of research scientists and decision makers spanning the worlds of academia /

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- research, the private sector and different levels of public governance across the European Union and internationally. Its modus operandi involves the composition of skills and competencies and their deployment according to specific research projects and scientific objectives.
- (3) The Association shall pursue its purpose through initiatives involving research, development, stakeholder engagement and cooperation and related activities.
- (4) In the scope of its activities as defined in this article, the Association may, either on its own or, where appropriate, in collaboration with other institutions, inter alia:
- a. stimulate actively the development application of policy, facilitate best practice and contribute to the development of new legislation that concerns the public or private sector or the cooperation between them;
 - b. ensure the sustainability of state-of-the-art solutions, specifications, technological building blocks and services, as well as related governance schemes and frameworks;
 - c. support basic principles, like the Once-only principle, digital by default, Cross-border by default (where applicable), Interoperability by default and other similar concepts in the public and private sector;
 - d. undertake international cooperation activities including, but not limited to, the participation in projects that relate to the application of the Once-only principle and other principles in the public and private sector at an international or national level;
 - e. provide a supporting environment that enables piloting of new and possibly disruptive technologies, including, but not limited to, blockchain and artificial intelligence;
 - f. involve and liaise with stakeholders from private and public sector; and
 - g. provide a forum, for discussion, cooperation and involvement of experts spanning an interdisciplinary field of competence, inter alia academics, technicians, civil servants or other kind of professionals, who take an active interest in the fields of interest to the Association.
- (5) The Association may receive funding, grants, or other forms of financial support under the conditions determined by law and in compliance with its Internal Regulations. Members of the Association can be considered as legally linked third parties that can also receive funding through the Association's engagement in funded initiatives, if they are deemed necessary for conducting the work undertaken by the Association and the fulfilment of its obligations under such initiatives.

Article 4 : Duration

The Association is created for an unlimited duration.

PART II. : MEMBERS

Article 5 : Categories of members - Rights

The Association is composed of effective members' and 'associate members'.

The Association is composed of an unlimited number of 'effective members' and of 'associate members'. The minimum number of effective members may not be less than two (2).

The members shall not be individually liable for any commitments entered into by the Association.

Effective and associate members must actively engage by their activities to support the aims of the Association.

a) Effective members

The effective members are the founding members signatories of the incorporation deed of the Association and any legal person later admitted in such capacity. Only the following legal persons can become effective members of the Association:

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- a. Public organizations that have a mission relevant to the purpose of the Association
 - b. Academic or research organizations with competences that are relevant to the purpose of the Association
 - c. Private companies that have activities relevant to the purpose of the Association

Only the effective members have the right to vote at the General Assembly meetings. They shall also have those rights which are expressly granted to them by these Statutes.

b) Associate members

The associate members can be legal entities or natural persons who take an active interest in the aims of the Association.

The number of associate members is unlimited.

The associate members shall have only those rights which are expressly granted to them by these Statutes. They are not entitled to vote and are invited to participate at the General Assembly meetings but only in an advisory capacity. They cannot hold any positions in the Association.

Article 6 : Admission

The Board of Directors determines the member application process. Admissions of new members shall be decided with a two third (2/3) majority by the Board of Directors, at its sole discretion. Its decision shall be final and need not be justified.

The initiative of the admission process of new members into the Association belongs either to the Board of Directors which can, when it deems it appropriate in the interest of the Association, invite any person to become a member, or to the candidate him/her- or itself who will then address a written application to the Chairman of the Board of Directors.

Membership of the Association automatically entails acceptance of the Statutes of the Association and its possible Internal Regulations.

Article 7 : Resignation – Suspension - Exclusion

Membership ends by:

- voluntary resignation, subject to a notice of thirty (30) days notified in writing by registered letter to the Board of Directors;
- death;
- voluntary dissolution;
- bankruptcy, insolvency, civil incapacity or provisional administration;
- exclusion decided by the General Assembly decided by a majority of two thirds (2/3) of the members present or represented; the concerned member will have the opportunity to explain his defence before the General Assembly prior the decision on the exclusion is taken; this exclusion will have immediate effect; the Board of Directors may suspend the concerned member until the decision of the General Assembly;

Failing to abide with these Statutes or the Internal Regulations, such as for example a failure to pay the membership fee within prescribed delay, will automatically result in may result in forfeiture of membership of the Association.

Members who resigned or were excluded, as well as their successors shall have no rights, whatsoever, on the assets of the Association and shall not be entitled to claim any reimbursement of any nature whatsoever.

A resigning Member remains liable for any due and unpaid membership fees and cannot claim reimbursement of any membership fee or any other expenses that have been paid prior to its resignation

Article 8 : Membership fees

The effective and associate members shall pay an annual membership fee, the amount and payment method of which are determined by the Board of Directors.

PART III. : GENERAL ASSEMBLY

Article 9 : Composition – Powers

The General Assembly is composed of all the effective members.

The associate members who wish to do so, can attend the General Assembly meetings with advisory capacity. The associate members can be invited, upon the initiative of the Board of Directors or its chairperson, to participate to the General Assembly meetings but only with advisory capacity.

The General Assembly shall have the following exclusive competences:

- amendments to the Statutes;
- appointment and revocation of members of the Board of Directors;
- as the case may be, the appointment, the determination of the remuneration and the revocation of the auditor(s);
- discharge of the Directors and of the auditor(s), if any;
- approval of the budgets and accounts;
- the voluntary dissolution of the Association and the appointment of one or more liquidators;
- exclusion of members of the Association;
- the merger of the Association with an other association, such merger being decided by a majority of at least four fifth of the votes;
- all other issues provided in these Statutes or the Law.

Article 10 : Meetings - Notices - Representation

The General Assembly meets upon notice of the Board of Directors on the day and time that it determines, each time the interests of the Association so require and at least once a year within six months of the closing of the financial year, the latter being called "Annual Assembly".

It must be convened upon request of at least half of the directors or upon written and justified request of at least one fifth (1/5) of the effective members.

The meetings of the General Assembly are held at the registered office or at any other place indicated in the notice. They shall be chaired by the Chairperson of the Board of Directors or, in his absence, by the Vice-Chairperson or, in the absence of both, by the most ancient director present.

Effective members and associate members can participate remotely in the General Assembly through an electronic means of communication made available by the Association. With regard to compliance with the conditions of quorum and majority, the effective members who participate in this way in the General Assembly are deemed present at the place where the General Assembly is held.

The notice contains the detailed agenda and if any, a clear and precise description of the procedures relating to the remote participation is notified by letter sent by postal mail, electronic mail or by telefax, at least thirty (30) days prior to the date of the meeting.

All of the members shall be convened.

If the General Assembly is invited to approve the accounts and the budget, these are attached to the notice. Any proposal signed by one fifth (1/5) of the effective members received from a effective member must be added to the agenda.

However, the General Assembly can be validly convened by means of any modes and time limits which appear appropriate to the Board of Directors, even orally, when the latter will have gathered the prior unanimous consent of the effective members. Similarly, if all the effective members have agreed to meet and all are present or represented or have cast their votes in writing, the General Assembly shall be validly constituted without observing any time limit nor sending any notice.

Any member is allowed, by means of a document carrying his signature, including the digital signature as defined in article 1322 of the Civil code, transmitted by letter, telefax, electronic mail or by any other means of communication provided for in article 2281 of the same Code, to give a proxy to another member, to represent him at a given General Assembly meeting and to vote in his name. A member proxy holder cannot hold more than five (5) proxies.

Article 11 : Voting rights

Each effective member has an equal right to vote at the General Assembly pursuant to the general rule “one member one vote”.

To be admitted to General Assembly meetings, any effective member legal person will have to inform the chairperson, in writing, at least three (3) working days before the date of the foreseen meeting, of its intention to attend the meeting by indicating the name and function of the person representing it.

Article 12 : Deliberations

The General Assembly can only decide on the items which are not in the agenda if all effective members are present or represented and provided it is decided unanimously. The unanimity so required is established if no opposition was recorded in the minutes of the meeting.

a) Quorum

Unless otherwise provided in these Statutes, the General Assembly can validly deliberate and decide regardless of the number of members present and represented.

b) Majorities

Unless otherwise provided in these Statutes, the decisions shall be adopted by a majority of the votes of the members present and represented.

Null blank votes, or abstentions are not taken into account for the calculation of the majorities.

In case of a tie, the vote of the chairperson of the meeting is decisive.

The members can, unanimously, take all decisions in writing for which the General Assembly is competent, according to practical guidelines eventually specified in the Internal Regulations.

c) Vote in writing (electronic)

Upon special authorization of the Board of Directors mentioned in the notice, each member having a voting right has the right to vote in writing, by means of a form ad hoc attached to said notice. In order to calculate the quorum, only those forms received by the Association at least fifteen (15) days prior to the date of the meeting will be taken into consideration.

However, such written procedure cannot be used for the Annual Meetings of the General Assembly or any decision of the General Assembly to be recorded in a notarial deed.

Article 13 : Minutes

Each meeting of the General Assembly shall be recorded in minutes drafted by the Secretary. A draft of the minutes shall be sent to each member within thirty (30) calendar days after the date of the meeting for possible comments. The minutes shall be considered as approved if within fifteen (15) calendar days following its notification, no objections have been notified, in writing or by electronic mail, to the Secretary. In case of objections, the chairperson will solely decide on the final version of the minutes, within fifteen (15) days after the deadline for objections. Once approved, the minutes are signed by the chairing person and the Secretary. These minutes - except those to be executed by a notarial deed - and their attachments shall be kept at the registered office by the chairperson, either in their original material form, in a special register, or in a secure electronic form, on any support and under conditions guaranteeing durability, readability, integrity, reliable and durable reproducibility. Each effective member will receive a copy thereof. They can be consulted at the registered office by all the other members and third parties who shall justify the reason, which needs to be accepted by the Board of Directors.

Unless otherwise provided by law and except in case of a special delegation by the Board of Directors, copies or excerpts of these minutes to be delivered to third parties or used in the courts or elsewhere are signed by one director.

PART IV. : ADMINISTRATION

Article 14 : Board of Directors

The Association shall be managed by an administration organ (herein designated as the "Board of Directors"), consisting of at least two (2) and a maximum of thirteen (13) persons, members or not of the Association, natural or legal persons, who must be individuals, appointed by the General Assembly and dismissible at all times by it.

The Directors are appointed for a term expiring at the issue of the third Annual Assembly following the year of the appointment. Any Director can be re-elected.

The Directors shall incur no personal obligation because of their office and shall be liable only for the performance of their office.

The Board of Directors shall elect, from among its members, a chairperson and eventually, two vice-chairperson, a treasurer and a secretary.

Unless otherwise decided by the General Assembly, the Director's office shall be performed free of charge.

Article 15 : End of mandate – Vacancy

The Director's office shall end by:

- voluntary resignation by written notice of thirty (30) days to the Board of Directors;
- expiration of its term;
- death;
- voluntary dissolution;
- bankruptcy, insolvency, civil incapacity or provisional administration;
- removal by the General Assembly, upon a decision taken by a majority of two thirds (2/3) of the vote of the effective members present or represented;

In the case of vacancy of one or several Director's offices, the remaining Directors must provide for a temporary replacement(s) by cooptation .

The Director so appointed shall complete the office of the Director he replaces. The next meeting of the General Assembly shall proceed with the possible final appointment.

Article 16 : Powers of the Board of Directors – Daily management

The board of directors has the broadest powers to administrate and manage the Association within the limits of its purpose. Everything that is not expressly reserved to the general assembly is the competence of the board of directors.

The board of directors appoints and revokes, either itself or by proxy, all employees and members of the personnel of the Association and determine their attributions, salary and fees.

The board of directors can, under its responsibility, delegate the daily management or part of its powers, to one or several directors or third parties. The board of directors will determine in writing the extent of the powers so delegated, the way to exercise them and the duration of the mandate so conferred.

The Board of Directors may create committees and ad hoc work groups of which it defines the composition, the powers and the operating procedures. Members of such committees and work groups must be individuals. The conditions and terms of payment of remunerations and expenses of the Board of Directors and of all the employees and members of the personnel of the Association might be defined in the Internal Regulations.

The instruments relating to the appointment and end of offices of the directors and as the case may be, the persons empowered to represent the Association, must be filed and published in accordance with the legal provisions regulating this matter.

Article 17 : Meetings of the Board of Directors

The Board of Directors shall meet on a regular basis at least three (3) times a year, upon notice of the chairperson, as often he deemed it necessary, and each time at least two (2) Directors request to do so.

The notice contains the agenda and is sent by letter, electronic mail or any other means of (tele)communication that can be materialized in a written document, at least fifteen (15) days before the date of the meeting.

The meetings are held at the registered office or at such location as indicated in the notice.

They shall be chaired by the chairperson of the Board of Directors or, if the latter is prevented from attending, by the vice chairperson or, in his absence, by the oldest Director present.

No formal notice shall be necessary if all Directors are present or duly represented at the meeting or if they each have waived the requirement to do so in writing by mail, facsimile or any means of electronic communications.

Article 18 : Deliberations of the Board of Directors

The Board of Directors can only validly deliberate if the majority of its members is present or represented.

Each Director is allowed, by means of a document carrying his signature, including the digital signature as defined in article 1322 of the Civil code, transmitted by letter, telefax, electronic mail or by any other means of communication provided for in article 2281 of the same Code, to give a proxy to another director to represent him at a given Board of Directors meeting and to vote in his name. No Director, however, may represent more than one other Director.

Decisions of the Board of Directors are taken by a majority of votes. In case of a tie and except when the board is composed by only two (2) Directors, the vote of the chairperson shall prevail.

The Directors can also deliberate and take all decisions, either by unanimous written consent, either in writing or by electronic mail without physically meeting, either by means of a conference call or a video conference.

In the first hypothesis (unanimous written consent), a proposal of resolution preceded by a detailed explanatory memorandum will be considered as a resolution, provided that such proposal, after having been simultaneously communicated to the Directors, it is unconditionally approved in writing by the latter.

The vote in writing or by email without physically meeting is authorized provided that each Director (i) was informed and invited to vote on the decisions to take and (ii) agrees with the written or electronic procedure.

The minutes will mention this agreement. The decisions will be taken in accordance with the deliberation rules given in this article. The minutes must be signed by the number of Directors which would have been required

to adopt the decision at an effective meeting of the Board of Directors. The Directors have the choice between (i) printing and sending the minutes with their original signature or (ii) to send an email with the attached minutes provided with their electronic signature, both to the attention of the chairperson.

Decisions can be taken by conference call or video conference provided (i) that each Director was informed and invited to express his vote on the decisions to be taken, (ii) that none of the Directors disagree with the conference call, and (iii) that the decisions are immediately recorded in minutes, addressed the same day to each Director for signature.

Article 19 : Minutes of the Board of Directors meetings

The decisions of the Board of Directors are recorded in minutes signed by the chairing person and the secretary, as well as by those Directors who wish to do so.

The minutes and their attachments are kept by the secretary at the registered office, either in their original material form entered in a special register, or in a secure electronic form, on any support and under conditions guaranteeing durability, readability, integrity, reliable and durable reproducibility.

Each member of the Association and Director shall have the possibility to consult the minutes at the registered office and to receive a copy thereof. Copies or excerpts to be used in the courts or elsewhere shall be signed by the chairperson or, if the latter is prevented, by two Directors.

Article 20 : Internal Regulations

Internal Regulations which detail the provisions of these Statutes and define the practical modalities for the functioning of the Association shall be, if necessary, adopted by the General Assembly upon proposal of the Board of Directors. Their amendments are of the sole competence of the General Assembly. Each year the Board of Directors shall re-examine the Internal Regulations in force and shall proceed with propose any amendment it deems appropriate or necessary.

Article 21 : Representation

Notwithstanding the general powers of representation of the Board of Directors as a collegial body, the Association shall be validly represented towards third parties, including any public officer (including the mortgage registrar – “conservateur des hypothèques”):

- either by the chairperson of the Board of Directors, acting alone;
- either by two Directors, acting jointly;
- or, within the limits of the day-to-day management, by the person(s) to whom such management has been delegated.

They need not to provide any evidence of a prior decision of the Board of Directors.

Any legal proceeding, as a plaintiff or defendant, shall be conducted by the Board of Directors, through the Chief Executive Officer or another Director especially appointed for that purpose by the latter.

PART V. : ACCOUNTING YEAR – ANNUAL ACCOUNTS – BUDGET – CONTROL

Article 22 : Accounting year – Annual accounts

The accounting year shall begin on January first and end on December 31 of each calendar year.

Each year, the Board of Directors draws up the annual accounts of the past accounting year, in accordance with the legal provisions regulating this matter, as well as the budget for the forthcoming year. Both shall be submitted for approval to the General Assembly at its nearest annual meeting.

The approved annual accounts shall then be filed by the Board of Directors with the clerk's office of the competent Commercial Court.

The accounting shall be conducted in accordance with the legal provisions regulating this matter.

Article 23 : Control – Auditor

To the extent the Association is so legally required, the audit of its financial situation, the financial statements and the compliance with the Law and these Statutes of the operations to be entered in the annual accounts, must be entrusted to one or more auditors, appointed by the General Assembly among the members of the Institute of Company Auditors.

PART VI. : AMENDMENTS TO THE STATUTES - DISSOLUTION

Article 24 : Special provisions for amendments to the Statutes

The Statutes may be amended at any time by a decision of the General Assembly. The notice to such a meeting contains a detailed agenda of the proposed amendments and must be sent to all members at least (1) month before the meeting date.

The General Assembly can only validly deliberate and decide on an amendment of the Statutes if at least two thirds (2/3) of the effective members are present or represented. If this quorum is not met, a second meeting can be convened with the same agenda and under the same conditions as the first one, which shall validly deliberate regardless of the number of effective members present or represented. The second meeting cannot be held earlier than fifteen (15) days, nor later than twelve (12) weeks after the first meeting.

Any amendment to the Statutes shall be adopted provided it is approved by a majority of two thirds (2/3) of the votes of the effective members present or represented.

However, any amendment to the purposes of the Association, as well as to the activities it intended to implement in order to achieve these purpose, must be approved by a majority of four fifth (4/5) of the votes of the effective members present or represented.

Any amendment to the purposes of the Association, as well as to the activities it intended to implement in order to achieve these purposes, must be approved by a royal decree. Amendments to the statutory provisions referred to in article 48, 5° and 7° of the Law must, as for them, be recorded in a notarial deed.

Article 25 : Dissolution – Liquidation – Allocation of asset

Without prejudice of the provisions of Articles 55 and 56 of the Law, the Association can be dissolved at any time by a decision of the General Assembly taken under the same conditions as for the amendments to the Statutes.

In the event of dissolution of the Association, for whatever reason, the liquidation shall be carried out by one or more liquidators who shall perform their duties, either by virtue of a resolution of the General Assembly or, in the absence thereof, by a court decision that may be initiated by any interested party.

In all events of voluntary or legal dissolution of the Association, at any time and due to any cause, (either) the allocation of the possible net assets after liquidation shall be determined by the General Assembly or, in the absence thereof, by the liquidators. This asset will have to be allocated for a disinterested purpose as close as possible to the purpose of the Association as described in Article 3.

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PART VII. : GENERAL PROVISIONS

Article 26 : Election of domicile

Any member, director, auditor or liquidator residing abroad who has not elected domicile (an official address for service) in Belgium, validly reported to the Association, shall be deemed to have elected domicile at the registered office where all instruments can be validly served or notified, with no other obligation for the Association than to keep such instruments available for the addressee. A copy of said documents and notifications shall also be sent, for information, to the addressee's residence abroad.

Article 27 : Legal reference

All issues not explicitly covered by these Statutes and by the Internal Regulations shall be governed by the Law. Consequently, the provisions of the Law which cannot be lawfully departed from shall be deemed enshrined in these Statutes and such clauses which contradict the imperative provisions of the Law or might become contradictory to same, shall be deemed as unwritten.

Article 28 : Language

The two working languages of the Association are French and English.
These Statutes are written in French and translated into English. In case of doubt, contradiction or interpretation problems between the two versions, the French version shall prevail.
All the instruments and documents of the Association required by the laws and regulations must be drawn up in the language of the Region in which the Association has its registered office. This includes, among others, when requested by these laws and regulations, the minutes of the meetings of the General Assembly and the Board of Directors, to be recorded or not by a notary, as well as any instrument subject to be made public through a legal publicity or to filing requirements with the clerk's office of the commercial court. All these instruments and documents must imperatively be drafted at least in French.

Decision

1. First financial year

The first financial exercise will begin the day the association is endowed with the personality and will close on December 31, 2019.

2. First Annual General Meeting

The first assembly is set in 2020.

3. Directors

The number of directors is four.

Are called to these functions:

- Mr Robert Krimmer, [REDACTED]
[REDACTED]

- Mr Panagiotis Damaskopoulos [REDACTED]
[REDACTED]

- Mrs Andriana Prentza, [REDACTED]
[REDACTED]
[REDACTED]

- Mr Vito Giannella, [REDACTED]
[REDACTED]

The directors have designated as:

- chairman: Mr Robert Krimmer, prenamed;
- Vice-Presidents: Mr Panagiotis Damaskopoulos, prenamed; and Mrs. Andriana Prentza, prenamed;
- Treasurer: Mr Robert Krimmer, prenamed;
- Secretary: Mr Vito Giannella, prenamed.