

Statutes

– **English** machine non official translation – only the French version is the official one

Cloud Infrastructure Services Providers in Europe (CISPE)

Non-profit Association

Avenue Louise 87, 1050 Brussels (Belgium)

Company number: VAT 666.662.093 RPM Brussels

Version of the statutes as adopted by the general assembly of members on October 31, 2016, and last amended by the general assembly on February 13, 2025 .

Title I: Legal Form - Name - Registered Office - Duration

Article 1: Name and Legal Form

1.1 Legal Form:

The association is established as a non-profit association under Belgian law ("association sans but lucratif" abbreviated as "ASBL") and is governed by the Code of Companies and Associations of March 23, 2019, as amended from time to time (hereinafter the "Law").

1.2 Name:

The association is named "Cloud Infrastructure Services Providers in Europe," abbreviated as "CISPE" (hereinafter the "Association").

The name may be used in full or in abbreviated form, and must always be preceded or followed by the mention "association sans but lucratif" or its abbreviation "ASBL."

Article 2: Registered Office

The registered office of the Association is located in the Brussels Capital Region, Belgium. The Board of Directors may transfer the registered office anywhere in Belgium provided that such transfer does not entail the need to change the official language of the Articles of Association on the basis of the applicable linguistic regulations. However, if, following the transfer of the registered office of the Association, the language of the Articles of Association must be changed, this would require a decision of the General Assembly.

Any transfer of the registered office must be published in the Annexes to the Belgian Official Journal at the initiative of the Board of Directors.

Other administrative or operational offices may be established in Belgium or abroad by decision of the Board of Directors.

Article 3: Duration

The Association is established for an indefinite duration.

Title II: Objectives and Activities

Article 4: Objectives and Activities

4.1 Objective:

The non-profit objective of the Association (hereinafter the "Objective") is to develop understanding and promote the use of cloud infrastructure services in the European Economic Area (EEA) and in the United Kingdom.

4.2 Activities:

The Association will carry out actions, take measures, and engage in all activities it deems useful or appropriate to achieve its Objective, including but not limited to:

- Developing and promoting the understanding of cloud infrastructure services among customers, European institutions, national administrations, relevant supervisory authorities, and professional organizations.
- Developing, managing, and updating a Code of Conduct for Cloud Infrastructure Service Providers (hereinafter the "Code of Conduct" or "Code") aimed at helping customers determine whether cloud infrastructure services are suitable for the processing of personal data they wish to perform.
- Promoting and adopting the "10 principles for fair software licensing for customers using the cloud."
- Promoting and implementing climate neutrality of cloud infrastructure services, including through participation in and support of the "Climate Neutral Data Center Pact."

More generally, the Association may undertake all activities directly or indirectly related to achieving its Objective. The Association may acquire, lease, or exchange all movable and immovable property, operational or equipment assets, and generally engage in any complementary commercial, industrial, or financial operations directly or indirectly related to its Objective, including subcontracting in general and the acquisition and exploitation of all intellectual property rights and industrial or commercial property rights related thereto; all such activities must be carried out within the limits authorized by law, and their proceeds will systematically be allocated to the achievement of the non-profit Objective.

Title III: Membership

Article 5: Members

5.1 Composition:

5.1.1 Members:

The Association is composed of founding members identified as such in the incorporation deed as well as non-founding members (collectively referred to as "members").

The number of members cannot be less than six (6), and only entities with legal personality can become members, excluding natural persons.

At all times, at least seventy-five per cent (75%) of the members must be (i) SMEs as defined under Article 8 (Dues); and (ii) members whose global headquarters are legally located in a member state of the European Union, the European Economic Area or in the United Kingdom and Switzerland.

Members globally headquartered outside the EU with a global cloud sales turnover exceeding €10 billion are eligible to participate in the Association as Adherent Members, even if referred to as 'Founding Member' in the incorporation deed. Members in the above category are not eligible to the Board.

5.1.2 Adherents:

The Association is also composed of adherents (collectively referred to as "adherents"), namely:

- Companies linked to existing members of the Association and having joined the Association in accordance with these Statutes (collectively referred to as "linked adherents").
- Any other third-party company having a connection with the Association or its members and having joined the Association in accordance with these Statutes (collectively referred to as "third-party adherents").
- Large non-European providers, meaning companies globally headquartered outside the EU with a global cloud sales turnover exceeding €10 billion.

5.2 Rights:

5.2.1 Rights of Members:

Members have the following rights:

- Participate in the General Assembly.
- Vote at the General Assembly.
- Convene an Extraordinary General Assembly when the conditions of Article 13.2 are met.
- Participate in the activities of the Association, including the Special Team in charge of the Code of Conduct (ESCC) and working groups and special teams.
- Resign from the Association in accordance with Article 7.2.

5.2.2 Rights of Adherents:

Adherents have the following rights:

- Attend the General Assembly as an observer without the right to vote.
- Participate in the activities of the Association, including the ESCC and working groups and special teams.
- Resign from the Association in accordance with Article 7.2.

5.3 Obligations:

Members and adherents have the following obligations:

- Always comply with the Statutes (including continuous compliance with Article 6.1.1 throughout their membership), the Internal Governance Rules (as referred to in Article 34), and all decisions of the Association's bodies.
- Pay an annual nominal fee determined by the Board of Directors in accordance with Article 8.

5.4 Register of Members and Adherents:

The Board of Directors maintains the register of members and adherents at the Association's registered office.

Article 6: Membership Application

6.1 Eligibility Conditions:

6.1.1 Members and Linked Adherents: Any legal entity meeting the following conditions may apply for membership as a member or linked adherent:

- This entity or any other linked entity of the same group provides cloud infrastructure services to customers within the European Economic Area or the United Kingdom.
- At least one of its cloud infrastructure services offers the client the ability to store and process its data entirely within the European Economic Area or the United Kingdom.
- If applicable, for entities engaged in software commercialization, an express commitment to the "10 principles for fair software licensing for customers using the cloud."

Only one legal entity meeting the above conditions per group of linked companies can be validly considered for membership as a member, while other entities within the group may apply for membership as linked adherents.

6.1.2 Third-Party Adherents:

Any legal entity not meeting all the conditions set out in Article 6.1.1 may still apply for membership as a third-party adherent.

The Board of Directors has the power to accept or reject an application as a third-party adherent at its sole discretion without having to justify its decision.

6.2 Application:

Applicants must submit a written application to the Board of Directors providing the following information:

- Their identity, address, and legal form (if applicable).
- Information demonstrating that they meet the criteria set out in Article 6.1.
- If not already done, a written confirmation reflecting their intention that one or more of their cloud infrastructure services be declared compliant with the Code of Conduct within six (6) months following their membership in the Association. This condition does not apply to third-party adherents.

Subject to Article 7.2, paragraph 3, the Board of Directors has the power to accept or reject any application for membership as a member, linked adherent, or third-party adherent at its sole discretion without having to justify its decision.

The Board of Directors may also decide to extend the aforementioned six (6) month period for new members' cloud infrastructure services to be declared compliant with the Code of Conduct.

Article 7: Termination of Membership

7.1 Termination:

Membership may be terminated by resignation of the member or adherent concerned or by their exclusion by the General Assembly. Membership may also be temporarily suspended by the Board of Directors in accordance with Article 7.3.

Furthermore, membership automatically ends in the event of liquidation of a member or adherent.

7.2 Resignation:

Members and adherents may resign under the following conditions:

- The resignation of a member or adherent must be notified in writing to the Board of Directors by registered letter or email.
- The resignation of the member or adherent will take effect upon receipt of the resignation notification by the Board of Directors.
- Resigning members and adherents must have paid all their outstanding dues, including those due during the notice period, provided that a resigning member or adherent will not be required to pay the annual fee for the financial year following the end of the aforementioned notice period, even if it is due during the notice period.

Founding members may resign as a member under the same conditions. However, any resigning founding member may designate in their resignation notice another company from the same group or otherwise linked to replace them as a founding member of the Association, who will be considered for the purposes of these Statutes as—and will have the same rights as—a founding member.

The Board of Directors will acknowledge the replacement of the resigning founding member by the new designated member and grant them the same rights and obligations as any other founding member of the Association.

7.3 Suspension:

The Board of Directors may at any time by written resolution suspend any member or adherent in accordance with the Internal Governance Rules for the following reasons:

- The member or adherent remains persistently in default of paying their dues after the expiration of a thirty (30) day period following the receipt of a written payment reminder sent by the Board of Directors.
- After the first six (6) months of membership in the Association (or any other longer period decided by the Board of Directors), the member or linked adherent has not had at least one of its cloud infrastructure services declared compliant with the Code of Conduct.
- The member or adherent substantially breaches the Code of Conduct and does not remedy this substantial breach within thirty (30) days following receipt of a written notice sent by the Board of Directors.

- The member or adherent commits a criminally sanctioned or fraudulent act.
- The member or adherent engages in conduct that severely affects the reputation of the Association.
- The suspension is motivated by the best interest of the Association as described in the Internal Governance Rules.

The Board of Directors may at any time by written resolution lift the suspension of a member or adherent in accordance with the Internal Governance Rules. This suspension must be lifted, particularly if the reason for the suspension has been remedied, where possible.

The suspension will be maintained until the next annual General Assembly unless otherwise indicated in the Board of Directors' decision, unless the member or adherent is excluded before that date or if the suspension is extended or lifted in the meantime. Suspended members and adherents may be excluded at this annual General Assembly. An extraordinary General Assembly may also be convened to vote on the exclusion of the suspended member or adherent as stipulated in Article 7.4 below.

7.4 Exclusion:

When the Board of Directors has suspended a member or adherent in accordance with Article 7.3, the General Assembly may vote in favor of the exclusion of the concerned member or adherent by a special resolution in accordance with the Internal Governance Rules.

The General Assembly may also exclude a member or adherent even without prior suspension by the Board of Directors in accordance with the Internal Governance Rules. In this case, a member or adherent may be excluded by a special resolution of the General Assembly for the same reasons as those indicated in Article 7.3. This exclusion may be pronounced at the next annual General Assembly or at an Extraordinary General Assembly convened to vote on this matter.

The exclusion of the concerned member or adherent must be placed on the agenda of this General Assembly, and this member must have the opportunity to present their defense at the latest during the concerned meeting before the resolution vote. Any decision to exclude a member or adherent takes immediate effect unless otherwise indicated in the General Assembly's resolution.

7.5 Consequences of Suspension/Exclusion

Notwithstanding their suspension or exclusion, the suspended or excluded member or third-party adherent remains liable for all outstanding dues (including those due during the year of their suspension or exclusion), as well as all expenses borne by the Association to recover these contributions.

Resigning, suspended, or excluded members and adherents and their successors have no rights to the Association's assets. Suspended members and adherents and their successors are deprived of all their rights as members or adherents during the suspension period.

Title IV: Dues and Compliance Labels

Article 8 Dues

8.1 Members and Linked Adherents

Members and linked adherents of the Association must share the expenses of the Association through the payment of dues by each of them; this amount is set annually by the General Assembly upon the proposal of the Board of Directors and cannot be less than three hundred (300) euros nor more than three hundred thousand (300,000) euros per fiscal year. The Board of Directors will determine the amount of dues for the next fiscal year at least two (2) months before these dues are due.

When proposing the amount of dues, the Board of Directors will take into account:

- The total revenue of cloud related sales of each member as well as that of the group to which they belong as certified yearly by the CEO or CFO of the relevant member, except for linked adherents, for whom the Board of Directors may consider their own revenue; and
- If the member or linked adherent is an SME (in which case this member may – within reasonable limits – be required to contribute more modestly to the Association's expenses).

For the purposes of the preceding paragraph, an "SME" refers to a member or linked adherent:

- Who employs fewer than five thousand (5,000) people (if the member is part of a group of companies, the number of employees is the number of people employed by the group); and
- Who generates revenue, based on published annual accounts, of less than one (1) billion euros (if the member is part of a group of companies, the revenue is the group's revenue).

This limitation on the amount of dues set by the General Assembly is without prejudice to:

- Any agreement between members or linked adherents, in accordance with the Association's Internal Governance Rules, regarding the sharing of other costs related to the Association's activities; or
- Any unilateral decision by a member or linked adherent to contribute more broadly to expenses related to the Association's activities.

8.2 Third-Party Adherents

Third-party adherents of the Association must also share the Association's expenses through an annual fee paid by each of them; this amount is set annually by the Board of Directors based on special criteria decided and adopted by the Board of Directors at its sole discretion, with a maximum of three hundred thousand (300,000) euros per fiscal year.

Article 9 Compliance Labels and Certification Marks

The Association will develop and adopt labels and/or certification marks to be used as symbols to the public of a cloud infrastructure service's compliance with the Code and the maintenance of this compliance.

The Association will own all rights, titles, and interests in these marks and/or labels, including all intellectual property rights.

Subject to specific rules to be adopted by the Board of Directors within the framework of the Internal Governance Rules, members and adherents will be granted a license for the duration during which they are authorized to use these marks or labels under the Code.

The costs associated with the license will be included in the fees charged to members and adherents for their declaration of compliance with the Code.

Title V: Organization

Article 10 Structure

The governance of the Association is ensured by the following bodies:

- General Assembly (Title VI) ;
- Board of Directors (Title VII); and
- Secretary General (Title VIII)

Title VI: General Assembly

Article 11 Composition

The General Assembly is composed of all effective members (i.e., those listed as such in the register mentioned in Article 5.4 at the time of the General Assembly meeting).

Adherents have the right to attend the General Assembly meetings as observers (without the right to vote).

Article 12 Powers

A decision made by resolution of the General Assembly is required for:

- The modification of the Code of Conduct;
- The modification of the Statutes;
- The appointment and dismissal of directors;
- The appointment and dismissal of auditors (commissaires) and the determination of their remuneration, if applicable;
- The granting of discharge to directors and auditors;
- The approval of the budget and annual accounts;

- The voluntary dissolution of the Association;
- The exclusion of a member;
- The allocation of any budget surplus; and
- Any other case where such a decision is required by law or these Statutes.

Article 13 Meetings

13.1 Annual General Assembly Meeting

The annual General Assembly meeting of the Association will be convened each year within six (6) months following the closing date of the fiscal year by the President of the Board of Directors (or a designated replacement) and will be held at the location, date, and time determined by the President of the Board of Directors (or a designated replacement).

13.2 Extraordinary General Assembly Meetings

An extraordinary General Assembly meeting is convened:

- By decision of the Board of Directors; or
- Upon a written request to the Board of Directors by at least one-fifth (1/5) of the members of the Association, indicating the reasons for requesting this extraordinary General Assembly meeting.

13.3 Notice and Invitation

13.3.1 Notice to Members

The Board of Directors will send all members at least fifteen (15) days in advance the notice for a General Assembly meeting, by postal or electronic mail.

The notice will specify the date, time, and location of the meeting as well as the agenda, as finally determined by the Board of Directors.

An item must be added to the agenda if it is supported by at least one-twentieth (5%) of the members. This item must be submitted to the Board of Directors at least seven (7) days before the meeting.

In this case, the President of the Board of Directors will communicate the revised agenda to the members no later than the day of the General Assembly meeting.

All documents required by law and other appropriate attachments will be sent to the members, directors, and auditor without delay and no later than ten (10) days before the date of the General Assembly meeting, so they can prepare for the meeting. In exceptional cases of urgency, these documents and attachments may be sent to the members no later than seven (7) days before the General Assembly meeting or within any other shorter timeframe reasonably justified by the circumstances.

13.3.2 Invitation to Adherents

The Board of Directors will send all adherents at least fifteen (15) days in advance an invitation to attend a General Assembly meeting, by postal or electronic mail.

This invitation will specify the date, time, and location of the meeting as well as the agenda, as finally determined by the Board of Directors.

All documents and other attachments communicated to members in accordance with Article 13.3.1 will also be sent to adherents before the General Assembly meeting.

13.4 Presidency

General Assembly meetings are presided over by the President of the Board of Directors or, in the absence of the President, by the Vice-President, if applicable, or in the absence of the Vice-President, if applicable, by the most senior director present.

13.5 Remote Participation

In accordance with Article 9:16/1 of the Law, the Board of Directors may offer members the possibility to participate remotely in the General Assembly through electronic communication means provided by the Association. Concerning quorum and voting majority requirements, members who participate in the General Assembly in this manner are considered present at the location where the General Assembly is held.

13.6 Remote Voting

If the notice provides for it, any member may, before the General Assembly meeting is held, vote by mail or electronically using forms whose content will be specified in the notice and which will be made available to the members.

The remote voting form contains at least the following information:

- The agenda of the General Assembly meeting and the proposed resolutions, and
- The deadline by which the Association must receive the form to vote remotely.

The form, as returned by the members, must include the member's identity, the address of the member's registered office, as well as their vote or abstention on each of the proposed resolutions on the agenda, and must include the member's signature (which can be done by electronic signature within the meaning of Article 8.13° of the Belgian Civil Code). Non-compliant forms will be considered null and void.

The dated and signed remote voting form must be returned by letter, fax, email, or any other communication method referred to in Article 2281 of the former Belgian Civil Code to the Association's registered office or the address indicated in the notice and must be received by the Association at least six (6) working days before the date of the General Assembly meeting, except in exceptional urgent cases, in which case the deadline will be reduced to the third (3rd) working day or any other shorter timeframe reasonably justified by the circumstances and provided for in the notice.

It is possible to vote electronically on the day of the General Assembly meeting. The Board of Directors may organize remote voting electronically through one or more websites. It will

determine the practical procedures for such electronic voting to ensure that the system used allows for the inclusion of the information referred to in the second paragraph of this article and the verification of compliance with the prescribed deadline.

Article 14 Unanimous and Written Decisions

When urgency and the interest of the Association require it, the General Assembly may make unanimous and written decisions without being convened for a General Assembly meeting.

The President then sends a circular letter to each member with a proposed decision, asking each member to sign the proposal and return it within a certain period. Unanimous and written resolutions are effective as at the date when the last member signs them.

Unanimous and written decisions cannot be made for amending the Statutes, approving the annual accounts or the draft annual report, or preparing and approving the budget.

Article 15 Decision-Making Process

15.1 Voting Rights

Each member has one vote for the resolutions of the General Assembly.

15.2 Proxies

Any member may be represented at the General Assembly meeting by a proxy. This proxy must be a member of the Association. Each member can hold a maximum of two (2) proxies. A proxy template will be attached to the notice, with the request to return the signed proxy no later than five (5) days before the General Assembly meeting. In exceptional cases of urgency, the proxy may be presented to the President of the General Assembly at the beginning of the meeting. The proxy must be signed by the represented member, which can be done by electronic signature within the meaning of Article 8.13° of the Belgian Civil Code, and must be returned by letter, fax, email, or any other communication method referred to in Article 2281 of the former Belgian Civil Code.

15.3 Quorum

If all effective members are present or represented at the meeting, the General Assembly will be considered validly convened, and no further evidence of the regular convening of the meeting will be required.

If the quorum provided in Article 15.4 is not reached by the members present or represented by proxy at the General Assembly meeting, a new General Assembly may be convened. At this second meeting, the members present or represented will have the right to deliberate validly, even if the quorum requirements mentioned above are not met, and the members may adopt resolutions according to the appropriate majority threshold defined above.

The second General Assembly meeting cannot take place less than fifteen (15) days after the first meeting.

15.4 Majorities

A resolution of the General Assembly is adopted if the following conditions are met:

- **For ordinary resolutions,**
 - **Quorum:** At least one-third (1/3) of all General Assembly members voting in person or represented by proxy; and
 - **Majority:** At least a simple majority (50% + 1 vote) of the votes of the members present or represented by proxy.
- **For special resolutions (resolutions concerning amendments to the Code of Conduct, these Statutes, or the Objective, as well as the exclusion of a member),**
 - **Quorum:** At least two-thirds (2/3) of the General Assembly members present or represented by proxy;
 - **Majority for amending the Code of Conduct:** A majority (i) of at least two-thirds (2/3) of the members present or represented by proxy;
 - **Majority for amending the Statutes:** A majority (i) of at least two-thirds (2/3) of the members present or represented by proxy;
 - **Majority for amending the Objective:** At least four-fifths (4/5) of the members present or represented by proxy;
 - **Majority for the exclusion of a member:** At least two-thirds (2/3) of the members present or represented by proxy.

Blank or invalid votes and abstentions are not counted in calculating the majorities. In the event of a tie, a new vote will take place. In the event of a tie in the second vote, the vote of the President of the General Assembly meeting (determined in accordance with Article 13.4) will be decisive.

Article 16 Minutes

The resolutions of the General Assembly meetings must be recorded in minutes. The minutes of the General Assembly meetings are prepared by any person designated by the Board of Directors and are signed by the President of the Board of Directors and by all members who request it.

The minutes are kept in a minutes register at the Association's registered office. They are available to members and third parties with a legitimate interest, upon request. The Board of Directors may, at its sole discretion, grant or deny (without justification) this access to third parties.

Title VII: Board of Directors

Article 17: Composition, Nomination, and Revocation

17.1 Composition

The Association is managed by a Board of Directors composed of a minimum of five (5) and a maximum of ten (10) directors. Directors are appointed by the General Assembly from among the candidates presented by the Eligible Members (as stipulated in Article 17.2) and may be revoked by it at any time, without cause (as stipulated in Article 17.5).

At all times, the Board of Directors shall be solely composed of directors, including the President of the Board, the Vice-President and the Treasurer, representing companies or being companies, whose global headquarters are located in a member state of the European Economic Area or in the United Kingdom.

To reflect the priorities of European Cloud Providers and the importance of SMEs, large providers with global cloud revenue equal or higher than 10 billion are not eligible to the Board.

For the purposes of this Article, “**Eligible Members**” mean: (i) the founding members; and (ii) the non founding members who (x) have been members of the Association for at least 24 (twenty-four) consecutive months since the date of acceptance of their application by the Board; and (y) have contributed regularly to the work of the Association.

At all times, the Board of Directors must be composed of as many directors elected from among the candidates presented by the founding members as there are founding members in the association (as stipulated in Article 17.2) (hereinafter referred to as "Founding Member Directors"). The other directors, if any, will be elected from among the candidates presented by any non-founding member (hereinafter referred to as "Non-Founding Member Directors," and together with the Founding Member Directors, the "directors").

The number of directors must, in any case, be less than the number of members of the Association.

The directors cannot contract any personal obligations as part of their function and are only responsible, vis-à-vis the Association, for the exercise of their mandate.

Furthermore, the non-executive members of the Board of Directors appointed in accordance with Article 17.8 may also sit on the Board of Directors when duly invited to do so by the directors.

17.2 Nomination Procedure

Except for the first term of the Founding Member Directors, elected in accordance with—and for a term determined in—the initial resolution of the founding members, directors are elected and appointed by the General Assembly for a renewable term of three (3) years, from among the candidates presented by the members.

The presentation of candidates for the Board of Directors by the members follows these rules:

- **For Founding Member Directors:** The President, following a decision of the Board of Directors, communicates to all the founding members of the Association (a) the vacant positions of Founding Member Directors on the Board of Directors that will be subject to election at the next General Assembly, and (b) the deadline for submitting applications (this deadline cannot be less than one (1) calendar month following the date on which the President first communicated the vacant positions on the Board of Directors to the founding members).

Outgoing Founding Member Directors will be replaced by new Founding Member Directors elected at the General Assembly from among the candidates presented, seat by seat, by the founding members who originally presented the candidacies of the outgoing Founding Member Directors.

Applications for the Board of Directors must:

- Be submitted in writing,
- Be addressed to the President of the Board of Directors within the deadlines set by the President; and
- Specify the main reasons and motivations of the candidate for this application, and the name of the founding member presenting the candidate.

The Board of Directors acknowledges receipt of the applications and establishes, for each vacant Founding Member Director seat, the list of candidates meeting the above requirements. At this stage, the applications are irrevocable.

For Non-Founding Member Directors: The President, following a decision of the Board of Directors, communicates to all members of the Association (a) the vacant positions of Non-Founding Member Directors on the Board of Directors that will be subject to election at the next General Assembly, and (b) the deadline for submitting applications (this deadline cannot be less than one (1) calendar month following the date on which the President first communicated the vacant positions on the Board of Directors to the members).

To be able to present candidates for the Board of Directors, a non-founding member must, directly or through a company in its group, meet the following two cumulative conditions:

- Derive a significant portion of its income from the provision of cloud infrastructure services; and
- Own or have effective control over the physical IT infrastructure underlying its cloud infrastructure services (in other words, an IaaS provider using hosting/colocation services is eligible, but IaaS providers dependent on other IaaS providers are not).

For the purposes of the preceding paragraph, a "significant portion" means that:

- At least thirty percent (30%) of the company's revenue comes from the provision of cloud infrastructure services; or
- The company's revenue from the provision of cloud infrastructure services amounts to at least one hundred (100) million euros; or
- The company is recognized as a major cloud infrastructure services provider by at least two renowned market analysts.

Each non-founding member eligible to present candidates for the Board of Directors can present candidates for only one vacant Non-Founding Member Director seat per election.

Applications for election to the Board of Directors must:

- Be submitted in writing,
- Be addressed to the President of the Board of Directors within the deadlines set by the President; and
- Specify the main reasons and motivations of the candidate for this application, the name of the non-founding member(s) presenting the candidate, and evidence of the compliance of the member(s) with the two eligibility conditions mentioned above.

The Board of Directors acknowledges receipt of the application(s) and establishes, for each vacant Non-Founding Member Director seat, the list of candidates meeting the above requirements. At this stage, the applications are irrevocable.

Applications are strictly confidential until they are communicated by the Board of Directors to the General Assembly.

Subject to the minimum requirements applicable to the composition of the Board of Directors below, the General Assembly appoints the candidates presented by the Board of Directors based on a simple majority (50% + 1 vote) through an ordinary resolution. If there are more candidates than vacant positions, the candidate(s) elected by a simple majority, having received the highest number of votes, will ultimately be appointed as director(s), provided that if two (2) or more candidates receive the same number of votes, the oldest of these candidates will be appointed as a director.

If, at the end of the election process, the total number of directors on the Board of Directors is between six (6) and ten (10) inclusive, then the Directors must:

- Represent a balance representation between SME members; and
- Larger providers whose global headquarters are legally located in a member state of the European Union or the European Economic Area or in the United Kingdom.

It being understood that at all times, the Directors together must represent members whose global headquarters are legally located in at least three (3) different member countries of the European Union or the European Economic Area including the United Kingdom.

For the purposes of the preceding paragraph, an "SME" has the same meaning as given in Article 8 (Dues).

17.3 Guests

The Board of Directors may decide to invite representatives of the European Commission to attend Board of Directors meetings as non-voting observers.

17.4 Remuneration

The mandate of directors is not remunerated unless otherwise decided by a resolution of the General Assembly.

17.5 Termination

A director's mandate ends in the event of:

- Resignation,
- Death,
- Legal incapacity or placement under temporary judicial administration,
- Termination of the employment contract, independent contractor agreement, or any other contractual relationship of the director with the member who presented them as a candidate for the Board of Directors or with another company in that member's group,
- Termination of the membership of the member who presented the director as a candidate for the Board of Directors, except if (i) this termination is the result of the resignation of a founding member in accordance with Article 7.2, first paragraph, and (ii) the new member designated in accordance with Article 7.2, second paragraph, informs the Board of Directors of their wish to keep the same director in place until the end of their mandate,
- Revocation, or
- Expiration of the term of their mandate.

Directors may be revoked at any time by a decision of the General Assembly.

In the event of resignation, the resigning director must provide a written notice of fifteen (15) days to the Board of Directors. The remaining directors may provisionally appoint an interim director who will continue the mandate of their predecessor until the members have had a reasonable time to replace them at an extraordinary General Assembly meeting. This extraordinary General Assembly meeting must be convened no later than three (3) months following the date of the resignation notice. At this extraordinary General Assembly, the interim director's mandate will end, and the vacant Board of Directors seat will be filled in accordance with the process outlined in Article 17.2.

In the event of the premature vacancy of a mandate due to death, legal incapacity, placement under temporary judicial administration, termination of the employment contract, independent contractor agreement, or any other contractual relationship, termination of membership, or revocation, the remaining directors may provisionally appoint an interim director until the next extraordinary General Assembly; this extraordinary General Assembly meeting must be convened by the Board of Directors no later than three (3) months following the date of the resignation notice. At this extraordinary General Assembly, the vacant seat will be filled in accordance with the process outlined in Article 17.2, so that a new director will be appointed for the initial term of the mandate of the director they are replacing.

17.6 President, Vice-President, and Treasurer

The Board of Directors elects a President from among its members and, at its discretion, a Vice-President and a Treasurer for a period of three (3) years, unless otherwise decided and always striving to achieve a rotation of two years' mandates for these roles. The President, Vice-President, and Treasurer may be appointed for an additional three (3) years, provided that their mandate as a director of the Association is also renewed. The election of the President, Vice-President, and Treasurer of the Board and their revocation are subject to a three-quarters (3/4) majority vote of the members of the Board of Directors. When electing the Vice-President, the Board of Directors will consider the recommendation of the President.

17.7 Delegation of Powers

The Board of Directors may delegate the day-to-day management of the Association, the management of one or more of its business areas, or the implementation of the Board of Directors' decisions, to one or more directors or other persons.

17.8 Non-Executive Members of the Board of Directors

The Board of Directors has the power to appoint, in accordance with Article 20, up to three non-executive members of the Board of Directors, who may be elected honorarily (without representation or voting power).

The Board of Directors defines the term of office (including renewable and/or fixed terms), powers, and functions of the non-executive members so appointed. The mandate may be remunerated or not and may be associated with an advisory role. The directors have the power to revoke any non-executive member of the Board of Directors at any time and without cause.

The mandate of a non-executive member of the Board of Directors may end, including but not limited to, in the event of:

- Resignation
- Death
- Legal incapacity or placement under temporary judicial administration
- Revocation, or
- Expiration of the non-executive member's term of office.

17.9 Working Groups, committees and Special Teams

The Board of Directors has the power to create one or more working groups, committees and special teams, permanent or temporary, such as an audit committee, a special team on policy or a special team on marketing and public communication, to examine specific topics of common interest relevant to the Association's Objective. It defines their composition and powers.

Article 17.9bis: Sovereignty and Strategic Autonomy Committee

All voting members of the Association are eligible for the Sovereignty and Strategic Autonomy Committee if they meet the following criteria:

- (i) They have their registered office and global headquarters located in a state within the European Economic Area (EEA);
- (ii) At least 85% of their ultimate beneficial owners are either companies with their registered office and headquarters in an EEA state, or individuals who hold European or EEA nationality;
- (iii) No third-party entities headquartered outside the EEA hold, individually or collectively, a veto right by virtue of a contract or statutory clauses;
- (iv) No third-party entities headquartered outside the EEA have the power to appoint the majority of the member's administrative, management, or supervisory bodies by virtue of a contract or statutory clauses;
- (v) The CEO or CFO of the member certifies that the member fulfils these criteria to participate in the Committee. The Committee shall establish its own internal governance rules.

The Board of Directors shall consult with the Sovereignty and Strategic Autonomy Committee on all decisions that involve discussions on Sovereignty and Strategic autonomy relating to cloud

computing. Cloud sovereignty aspects cover, among others, elements pertaining to the immunity of data from access by entities in non-European jurisdictions.

The Board of Directors must take into account the Committee's recommendations before making any decisions on the topics covered by this Article.

17.10 Representation

Without prejudice to the general power of the Board of Directors as a collegiate body, the Association is validly represented to any third party and before the courts or outside them, either by:

- Mandate holders, acting within the limits of the powers conferred upon them;
- The President of the Board of Directors, acting alone; or
- Two (2) directors mandated by the President, acting jointly.

For day-to-day management, the Association is also validly represented before the courts or outside them, including with regard to banking institutions, by one or more persons in charge of day-to-day management, acting alone or jointly, in accordance with the delegation decision of the Board of Directors.

Article 18 Powers

The Board of Directors has the power to perform all actions that are useful to or aim to achieve the Objective, except for those that, according to the law or these Statutes, are reserved for the General Assembly.

More specifically, but without limitation, the Board of Directors is responsible for:

- Preparing the annual report;
- Any decision on membership applications and their suspension;
- Setting the date and agenda for General Assembly meetings;
- Controlling the use of the Association's funds;
- Renting offices and opening agencies as needed for the Association's activities;
- Hiring administrative staff and setting their remuneration;
- Drafting and adopting the Internal Governance Rules.

The Board of Directors may, under its responsibility, delegate day-to-day management or part of its powers to one or more directors or third parties who are not directors. The Board of Directors will define the scope of these powers in writing.

In pursuing the Association's Objective, the Board of Directors is particularly competent to carry out the following tasks:

- Approving and, after adoption by the General Assembly, submitting amendments or updates to the Code of Conduct to the competent national supervisory authorities and/or associations representing the interests of cloud infrastructure service users;
- Approving guidelines for adherence to the Code of Conduct;
- Approving compliance labels or marks that can be used by adhering cloud infrastructure service providers, and the measures ensuring that these labels and marks are respected;

- Approving the issuance of compliance mark licenses by the Association to cloud infrastructure service providers adhering to the Code of Conduct;
- Approving or rejecting the admission of new members;
- Proposing to the General Assembly the amount of dues for members (financial contribution);
- Appointing a special complaints committee (elected by a simple majority of directors) that will propose and implement procedures to rule on complaints regarding non-compliance with the Code of Conduct, taking into account the need for impartiality and fairness in the procedure;
- Suspending or revoking a cloud infrastructure service provider's declaration of adherence to the Code based on the recommendation of the special complaints committee for non-compliance with the Code of Conduct;
- Undertaking a review of the Code of Conduct (if applicable, by adopting an annual work program in collaboration with the European Commission); this may be done on its initiative (by a joint request from at least two (2) board members) or at the request of at least ten percent (10%) of the members; and
- Developing and improving the governance of the Code of Conduct.

A director or ten percent (10%) of the members may propose that the Board of Directors consider a substantive issue or a new initiative.

When such a proposal is made, the Board of Directors must consider it and decide whether to pursue it within a maximum of six (6) months from the date of the proposal.

Article 19 Meetings

19.1 Notice

The Board of Directors meets at least three (3) times a year. The Board of Directors also meets whenever the interests of the Association require it, at the request of three (3) directors, who will submit their request in writing to the President, or at the request of the President.

At least fifteen (15) days before the meeting, a notice must be sent by the President to each director by letter, email, or any other means of communication producing a written document, except in exceptional cases of urgency, where the notice period will be reduced to seven (7) days or any other shorter period reasonably justified by the circumstances.

The notice must include the agenda of the meeting, the time, date, and location where it will be held, which may be the registered office or any other location indicated in the notice.

19.2 Presidency

The President or, in the absence of the President, the Vice-President, if any, or in the absence of the Vice-President, if any, the most senior director, presides over Board of Directors meetings.

19.3 Remote Participation

Board of Directors meetings can be transmitted or broadcast in real-time via videoconference or by any other means of communication and/or telecommunication.

19.4 Unanimous and Written Decisions

When urgency and the interest of the Association require it, the Board of Directors may make unanimous and written decisions without being convened for a meeting.

The President then sends a circular letter to each director with a proposed decision, asking each director to sign the proposal and return it within a certain period. Unanimous and written resolutions are effective as at the date when the last member signs them.

Unanimous and written decisions cannot be made for the approval of annual accounts or the draft annual report, nor for the preparation and approval of the budget.

Article 20 Decision-Making Process

20.1 Voting Rights

Each member of the Board of Directors has one vote for each resolution of the Board of Directors, except where the President's casting vote is necessary (as explained in more detail in Article 20.4).

20.2 Proxies

Each director may be represented at the Board of Directors meeting by a proxy. This proxy must be another director. A proxy may represent a maximum of two (2) directors. The proxy must be signed by the represented director, which may be done by electronic signature within the meaning of Article 8.13° of the Belgian Civil Code, and returned by letter, fax, email, or any other means of communication referred to in Article 2281 of the former Belgian Civil Code.

20.3 Quorum

The Board of Directors can validly pass a resolution if at least a majority of the directors are present or represented.

Votes are normally expressed by a show of hands or any other equivalent means, except when requested otherwise by a member of the Board of Directors at the beginning of the meeting.

In such a case, the votes will be cast by secret ballot, and their counting will be managed by a representative of the Board of Directors under the supervision of the President or, in the event of a conflict of interest, by any other member of the Board of Directors.

20.4 Consensus and Majorities

Provided the quorum is met, the decisions of the Board of Directors are made by consensus among all members of the board present or represented.

In the absence of consensus, the President may submit the resolution to a vote.

Provided the quorum is met, resolutions of the Board of Directors must then be passed by a qualified majority of two-thirds (2/3) of the votes of the directors present or represented by proxy. In the event of a tie, the President of the Board of Directors has a casting vote in addition to any other vote they may have.

Article 21 Minutes

The resolutions of the Board of Directors must be recorded in minutes. The minutes must be signed by the President and by any director who requests it.

The minutes and their attachments are kept in a special register at the Association's registered office, in their original form or in a secure electronic format, provided that the durability, readability, integrity, and fidelity of the reproduction are guaranteed.

Directors may consult the minutes at the registered office or receive a copy.

Extracts may be issued to third parties who can demonstrate a legitimate interest in them. Unless otherwise decided by law or the Board of Directors, when copies or extracts of the minutes are sent to third parties or must be used in legal proceedings, they must be signed by the President of the Board of Directors or by two directors.

Title VIII: Secretary General

(a) Staff: the Association shall employ or contract a person with the functions set out below ("Secretary General") and such other personnel or service providers as may be necessary for the fulfilment of the Secretary General's functions ("Staff") as described hereunder.

(b) Secretary General: The Secretary General shall be appointed and dismissed by the Board.

(c) Functions: The functions of the Secretary General shall be included in the contract concluded with the Association and, in any event, the Secretary General shall manage and control the affairs of the Association and shall have charge over its daily management.

Title IX: Other Provisions

Article 22 Fiscal Year and Annual Accounts

The fiscal year of the Association begins on January 1st and ends on December 31st of each year.

However, the first fiscal year begins on the date of the Association's formation and will end on December 31, 2017.

At the end of each fiscal year, the Board of Directors prepares the balance sheet, as well as the profit and loss account and its appendices. These must be submitted by the Board of Directors to the General Assembly for approval no later than six (6) months after the end of the fiscal year.

The approved annual accounts must be filed by the Board of Directors with the National Bank of Belgium within thirty (30) days following their approval.

The accounting must be carried out in accordance with applicable laws and regulations.

Article 23 Audit

If required by applicable law, the audit of the financial situation of the Association, the annual accounts, and compliance with applicable laws and these Statutes, which must be included in the annual accounts, will be entrusted to one or more auditors, who must be appointed by the General Assembly from among the members of the Institute of Company Auditors.

Auditors are appointed for a renewable term of three (3) years. The auditors' fees amount to a fixed sum, determined at the beginning of their term by the General Assembly. This amount cannot be changed without the agreement of the parties.

Article 24 Costs

The costs incurred for the Association's activities must be covered by the dues of members and adherents and the fees paid by cloud infrastructure service providers to obtain approval of a Compliance Declaration. The price for obtaining approval of a Compliance Declaration will be cost-based (kept as accessible as possible, taking into account only the actual expenses related to the review of the Compliance Declaration) and approved by the Board of Directors.

Each member and adherent, as well as their representatives, and each member of the Board of Directors, and its President, are required to bear all their own expenses in connection with the performance of their activities for the Association.

Article 25 Modification of the Statutes

The Statutes may be amended at any time by a special resolution of the General Assembly, in accordance with Article 15.4. The Board of Directors may propose amendments to these Statutes to the General Assembly.

The General Assembly can only validly adopt a resolution on a modification of the Statutes if this modification has been included in the notice of the meeting.

Article 26 Dissolution

In the event of dissolution of the Association, the General Assembly will establish the method of dissolution, appoint the liquidator(s), and determine their fees.

The liquidator(s) will determine the distribution of the Association's net assets. The assets must, in any case, be allocated to a non-profit purpose as close as possible to the Objective of the Association, as defined in Article 4.

No member or adherent of the Association can be held responsible for the Association's debts and liabilities before, during, or after the dissolution procedure. The members of the Board of Directors of the Association are not liable if they have acted within the limits of their powers. If the Board of Directors has exceeded its powers or neglected its obligations, it may be held personally liable.

Article 27 Internal Governance Rules

The Board of Directors will adopt the Internal Governance Rules, which will specify, implement, and complement the provisions of these Statutes.

The Internal Governance Rules will be adopted by a two-thirds (2/3) majority of the members of the Board of Directors present or represented by proxy.

Modifications to the Internal Governance Rules will be announced to all members and adherents with a list of differences from the last valid version.

In the event of a discrepancy between the Internal Governance Rules and these Statutes, the Statutes will prevail.

Article 28 Language

The official language of the Association is English. However, any official publication of the Association must be made in accordance with applicable legal language requirements.

These Statutes were prepared in French and translated into English. In case of doubt, discrepancy, or difficulties in interpretation between the two versions, the French version shall prevail.