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1. Purpose

These Rules of Operation describe, in conjunction with the Statutes, the internal functioning and working methods of the EuroDIG Association. This document will be reviewed periodically. In the event of any conflict, the Statutes shall have precedence over the Rules of Operations.

2. Technical questions

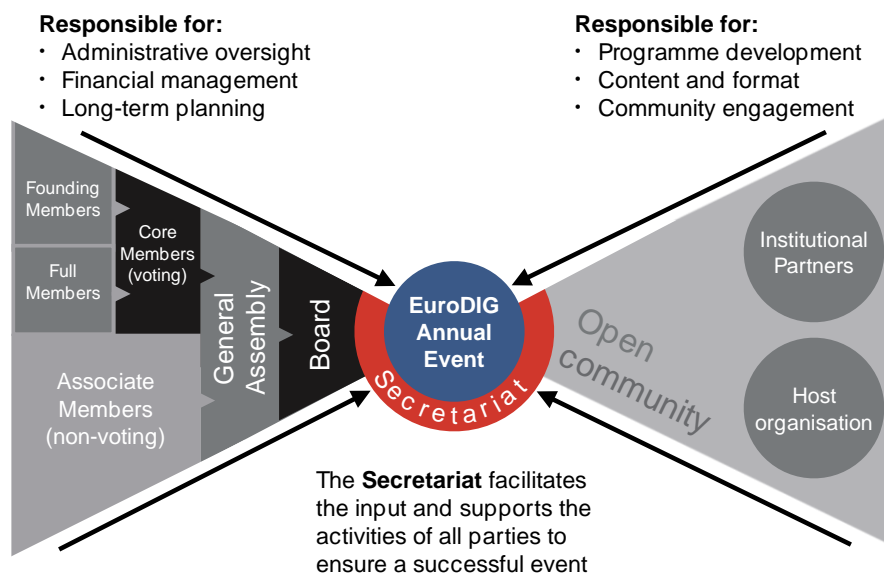
In order to become effective the Rules of Operations must be submitted to the Board and approved by a simple majority. A simple majority vote by the Board is also sufficient to modify or abolish these Rules of Operations.

3. Organisation chart

This chart shows the organisational structure of the EuroDIG Association and the planning of the annual EuroDIG event. Association matters (including administrative oversight of the EuroDIG events and budgetary matters) and the substantive EuroDIG event planning process (focused on content and meeting format) are separate processes that come together in the EuroDIG events.

The Secretariat is the connecting element serving both of these processes. The Secretariat is also able to follow up on recommendations from Institutional Partners and the community concerning the development of the EuroDIG event.

The role of Institutional Partners is further described in Annex A of this document.



4. General Assembly (GA)

In addition to the determinations in described in Article 8 of the Statutes the following rules and procedures apply.

4.1 Convocation

The convocation of the General Assembly (GA) complies with the Statutes. Resolutions on proposals and - where necessary – election documents are attached to the invitation or will be sent to all Members at least 5 days before the GA. The GA is public, and anyone with an interest may join.

4.2 Chairing the GA

According to Article 7a of the Statutes the GA is chaired by the (two Co-) President(s), but they can hand over the chairing of the GA to any other Board Member.

The Chair opens the meeting and verifies the convening of the meeting and the right to vote of those present.

When considering and voting on a subject concerning the Chair itself, a temporary Chair will be assigned for the period during which such matters are under discussion.

The Chair may take all necessary steps in order to preserve order (cutting off speakers, exclusion of participants, break of the meeting, termination of the meeting), and may speak on a procedural issue at any time.

4.3 Minutes of the GA

A keeper of the minutes is selected by the GA by consensus. The minutes shall include the time of the day, place of assembly, the number of voting members present (including proxies), apologies, the agenda, subjects of the resolutions in the order of approach, the voting results and decisions recorded verbatim by using the template for minutes. (Annex B of this RoO).

At request, personal statements will be included in the minutes or attached as a special attachment.

The Board will approve the minutes by a consensus decision, after which they will be sent to the Membership no later than two months after the GA.

4.4 Agenda

The agenda of a regular General Assembly must include the following items:

1. Assignment of the Chair of the GA, if other than the (two Co-) President(s)
2. Assignment of the minute keeper
3. Verification of the voting list (roll call of voting members in attendance)
4. Approval of the agenda
5. Approval of the minutes of the previous general assembly
6. Report on the activities in 20xx and outlook for planned activities in 20xx
7. Approval of new Members accepted by the Board in the preceding 12 months
8. Reporting on and approval of the 20xx annual financial accounts
9. Discharge of the Board and the Secretariat for the year 20xx
10. Discussion and approval of the 20xx expected costs and budget
11. AOB

The agenda will include those items proposed in the invitation. The GA may decide on modifications or additions to the agenda by simple majority. Additions made at this point may be discussed but may be not voted upon.

All members are entitled to make proposals under the item “AOB”. The Chair may decide that the proposal must be forwarded in writing, stating the content of the proposal.

4.5 Quorum / Voting

As a fast-changing organisation with increasing membership, the Board judged that it was judicial to avoid setting a quorum for the time being and until further notice. The issue of quorum will be revisited periodically and no later than on a yearly basis.

Votes are usually taken by a show of hands. At request of at least one voting member the voting has to be by secret ballot. Members not present can assign a proxy; which has to be submitted to the Secretariat in advance. A member shall not have more than 3 proxies. Abstentions count as a “no” vote.

4.6 Final clauses (GA)

If a procedural issue is not clearly regulated by these Rules of Operation or the Statutes, the Chair will decide upon the course of action.

Deviations from these Rules of Operation are only acceptable if no Core Member objects.

5. Membership

Membership of the Association is open to any natural or legal person interested in supporting the activities of EuroDIG. There are three categories of members:

- a) Founding Members (voting): those that signed the act of foundation of the Association in Stockholm in 2012.
- b) Full Members (voting): those that joined the Association at a later stage but have been recognized for their particular contribution by the Founding Members and existing Full Members (otherwise known as the Core Membership).
- c) Associate Members (non-voting): those that have actively contributed over two or more years to the organisation of EuroDIG and related activities and wish to join the Association membership.

To become an Associate Member, a person should send an email to the Secretariat (office@eurodig.org) noting their interest and detailing their past contributions to EuroDIG activities. New Associate Members may be approved by the Board throughout the year, and will be presented to the GA for endorsement by the Core Membership. Alternatively, the Board may choose to pass an application for Associate Membership directly to the GA.

An Associate Member may be nominated by a Full or Founding Member to become a Full Member of the Association. A Full or Founding Member must forward notification of this nomination to the Secretariat (office@eurodig.org) no less than three months before the GA, and the nomination must be approved by the GA. Candidates that receive three or more objections from the Core Membership will not be granted Full Membership.

A full list of Association Members (from all three categories) will be maintained on the EuroDIG website.

6. Board

In addition to the determinations described in Article 9 of the Statutes, the following rules and procedures apply.

6.1 Selection and composition of the Board

The Board is elected by the GA as a whole for 3 years. Specific positions on the Board (including President or Co-Presidents) will be decided by the Board Members. The Board shall be drawn from a diversity of EuroDIG stakeholder groups and shall consist of 5-7 members, including a President or two Co-Presidents and the Secretary General.

A call for nominations for the Board shall be sent by the Secretariat to the Membership 3 month before the GA. Nominations shall be accepted by the nominee one month before the GA. In case of multiple nominations, the GA will conduct a vote.

See in ANNEX C a regulation on the presence of Swiss residents in the Board of the association.

6.2 Meetings

The Board is expected to meet in person at least three times per year. Additional meetings can take place either over telephone or physically, if possible in conjunction with related events and conferences where no additional travel costs will be incurred, for instance in conjunction with EuroDIG related meetings (Retreat, Public Planning Meeting, EuroDIG event, IGF).

6.3 Agenda

The Secretary General shall send a draft agenda to Board Members at least one week in advance of a Board Meeting, and will include all relevant documents. Any Board Member may request to add items to the agenda, even at short notice. The Secretary General is responsible for taking the minutes during the meeting.

6.4 Voting

If possible, the Board will take decisions by consensus. If consensus cannot be reached, decisions can be taken by a simple majority except assigning or dismissing the Secretary General for which 75 % majority of the valid votes are required. Abstentions count as a “no” vote.

Board Members can agree and decide during the meeting if a vote on a specific issue is necessary. Such a vote need not be announced on the agenda as long as all Board members agree and can be included in this vote (this may include electronic or proxy voting).

Board Members not present at a meeting may cast a vote up to 48 hours after the close of the meeting or may assign a proxy.

All Board Member votes (including those of the (Co-) President(s) and the Secretary General) count equally.

6.5 Travel reimbursement

Board Members who have no travel budget from their organisation can request the Association to cover travel costs. The principle of efficient and economic travel applies. No per diems will be paid.

6.6 Internal and external communication

The agenda and a summary of each meeting will be made available for Members of the Association no more than 4 weeks after the meeting.

For email communication a functional address shall be used: board@eurodig.org

7. Secretariat

In addition to the determinations described in Article 11 of the Statutes, the following rules and procedures apply.

7.1 Administrative Secretariat

The day to day work of the Secretariat is carried out on the basis of framework agreements and service contracts. Contractors have no claim of social, health or any other insurance towards to the EuroDIG Association. There is also no claim for vacation. When engaging single entrepreneurs, a document proving the status of self-employment must be presented to the association when signing the framework agreement or contract.

Contractors choose the place and time of fulfilling their tasks, in accordance with the agreed time lines and the nature of the task. They work generally from their own offices using their own equipment.

Specific tasks, obligations and remuneration of each contractor shall be specified in individual framework or service contracts including a work description. For short term contractors a written agreement is sufficient.

These service contract and written agreements are to be made between the Secretary General and the individual contractor.

7.2. Technical questions

All services concerning the Secretariats infrastructure the Association itself must be the contractor to any service provider or third party. Offers and invoices should be assigned to the legal address of the EuroDIG Association or, if that is not possible, to the address of the Secretary General. Exemptions are travel related costs.

Contracts with any third parties or service providers may be signed by the Secretary General up to the value stipulated in Article 12 of the Statutes.

7.3 Secretary General

The Secretary General oversees all processes with regard to the Association and the planning of the EuroDIG event. The Secretary General has responsibility for the day-to-day management of the Secretariat, including its budget and human resources. The Secretary General reports to the other Board Members on a regular basis.

The Secretary General is responsible for keeping the archives of the Association, according to the obligations which occur from grant agreements or service contracts with third parties, and must be able to surrender them upon demand.

The Secretary General will be assigned and dismissed by the Board (as per Article 9 of the Statutes) with a 75% majority.

The term of the Secretary General is not limited. The Secretary General has a framework contract with the Association signed by the Board.

7.4 Working principles, reporting and obligations

The Secretariat works on the "four eyes" principle; this should ensure continuity should a member of the Secretariat be prevented from working for any reason. Framework contractors that work for the

Secretariat on a long-term basis must be ready to take over the task from another member of the Secretariat in this case.

Each member of the Secretariat generally reports to the Secretary General, unless otherwise agreed and established by the Secretary General or the Board.

When communicating in the name of the Association an official EuroDIG email must be used (e.g. surname@eurodig.org) and access to the email account including all communication must be given in the event of longer absence, respectively after departure from the EuroDIG Secretariat.

The Secretariat must be kept informed of ongoing work and processes, generally by putting office@eurodig.org in copy for all communication. Exemptions might apply for privacy reasons or when the communication is not relevant to the overall work of the Secretariat. The Secretariat should be informed about communication over the telephone or other channels regarding ongoing work and decisions taken.

Upon completion of the task or at the end of a framework or service contract all communication, passwords and documentation must be made available to the Secretariat. No claim applies on patent or copyrights.

Further regulations are specified in the work description and contracts.

7.5 Remuneration / expenditures

Working hours and expenditures must be documented in the form provided and the remuneration/expenditure claim must be submitted to the Secretary General within 8 weeks of the purchase or the end of the work period.

Expenditures which are necessary to fulfil the work for EuroDIG and go beyond usual office equipment (computer, headset, printer, consumable supplies, phone) can be paid from the Association's budget as per request. This equipment is then property of the Association and must be returned upon completion of the agreed task.

Members of the Secretariat are paid by a rate per hour, which may be adjusted each year. Temporary contractors may also be remunerated on the basis of an agreed lump sum for a specific task or service.

7.6 Travel regulations

All EuroDIG-related travel for the Secretariat, Subject Matter Experts and supported Board Members must be agreed with the Secretary General before making arrangements. If not booked by the Secretariat, travellers will make their own arrangements for hotel and travel following the principle of efficiency and economy. Travel expenses will be covered for Economy fares only. If the traveller chooses to book in a higher class the price difference between Economy and the higher class must be documented on the day of booking for exactly the same itinerary.

All travellers will not receive per diems. Instead, related bills (for meals, taxi, local transportation etc.) will be reimbursed, according to the principle of efficiency and economy.

When extending travel for private reasons, the additional nights must be deducted from the EuroDIG-related expenses. On long distance travel official arrival is possible 24 hours before the start of the first EuroDIG-related activity. Official departure is the day after the event or related activity.

Travel time will be reimbursed as follows:

Upon 15 hours travel time according to the rate per hour, more than 15 hours travel time 600 EUR lump sum.

8. Collaboration with the annual Host

Main contact point for the Host is the Secretary General, however the Host Agreement must be co-signed by the President (or one of the Co-Presidents) and the Secretary General.

The Host shall ideally be identified around 18 months before the actual event takes place in order to become familiar with the participatory nature of the EuroDIG event. If possible, at the end of a EuroDIG event, the Host of the following meeting will be publicly announced.

Any European country, institution or stakeholder group can apply to host a subsequent EuroDIG event. Substantiated applications should be submitted to the Secretariat, ideally two years in advance.

Applications to host a EuroDIG event will be discussed and decided by the Board, in consultation with relevant stakeholders (including EuroDIG Institutional Partners). The Board will make its decision based on a range of criteria, including regional diversity, financial sustainability, relevant political considerations and broad stakeholder involvement, as well as organisational aspects and considerations.

The Host operates with a separate budget covering the costs of the 2-3 days of the EuroDIG event (venue, technical equipment, catering) and the planning meeting. The Secretariat's budget covers all process related costs over the course of the year, including website maintenance, travel support, stakeholder engagement (including IGF participation) and documentation.

Specific regulations with the host will be made in the Host Agreement.

9. Financial regulations and competences

In addition to the determinations described in Articles 3, 10 and 12 of the Statutes, the following rules and procedures apply.

9.1 Approaching sponsors

All financial resources are based on sponsorship contributions from various organisations and companies. With respect to the neutrality of EuroDIG it is important that the organisation is not dependant on any single entity. All outreach activities to sponsors are coordinated by the Secretary General.

At the end of each year the Secretariat will develop a donor's handout, in coordination with the coming year's Host. The donor's handout includes beside some basic information about EuroDIG, including an overview of costs related to past year and estimation for the coming year.

All EuroDIG Association Members and the Secretariat are welcome to reach out to sponsors, but it is mandatory to inform the Secretary General about any activities before entering into any concrete negotiations. The basis for all outreach activities should be the donor's handout. To ensure efficiency, the annual Host and the Secretariat will agree upon an outreach strategy to sponsors early in the planning process.

9.2 Reporting

The financial year is from 1 January to 31 December and spans two event cycles. The Secretariat will keep a record of every year's budget and will make it available for potential Hosts. Furthermore, the Secretariat will report on the budget in detail to the GA and publish a transparency report on www.eurodig.org. In addition, the Secretary General will inform the Board regularly about the financial situation of the Association.

The GA can request a third party audit with a simple majority. Such an audit must start no more than four weeks after the GA.

9.3 Regulations for financial transactions

The bank account of the Association is based in Switzerland, and the Association is established in Switzerland. At least three individuals (Full Members of the Association) must have signature rights for the bank account, at least one of whom must be based in Switzerland to have easy access to the bank in person. Each transaction, except ATM wire and card payment, needs the approval of two signatories.

9.4 Call for tender - threshold

For expenditures concerning the functioning of the association (i.e. services like web design and hosting, tax accountancy, legal consultancy, etc...) expenditures above an amount of 5.000 EUR should be based and validated on a call for tender unless there is a good reason to refrain from doing such a call.

Expenditures that occur in relation to the EuroDIG annual event (i.e. hotel, captioning, technical services) are not subject to this regulation.

10. Final clauses

If a procedural issue is not clearly regulated by this Rules of Operation, the Board will decide on the appropriate course of action.

11. Annexes

- A. Paper to describe the relation with Institutional Partners
- B. Template: General Assembly meeting minutes
- C. Regulation on the presence of Swiss residents in the Board of the association as per decision taken during the General Assembly on 8 October 2021 GA

ANNEX A

(Annex A is still to be drafted)

ANNEX B: Template: General Assembly meeting minutes

EuroDIG General Assembly

The annual General Assembly of the non-profit EuroDIG Support Association having its registered seat in Schächlistrasse 19, 8953 Dietikon / Switzerland, was held on dd/mm/yy in ...

Agenda

1. Assignment of the Chair of the GA, if other than the (two Co-) President(s),
2. Assignment of the minute keeper
3. Verification of the voting list (roll call of voting members in attendance)
4. Approval of the agenda
5. Approval of the minutes of the previous general assembly
6. Report on the activities in 20xx and outlook for planned activities in 20xx
7. Approval of Associate Members accepted by the Board in the preceding 12 months
8. Reporting on and approval of the 20xx annual accounts
9. Discharge of the Board and the Secretariat for the year 20xx
10. Discussion and approval of the 20xx expected costs and budget
11. AOB

Meeting Minutes

1. Assignment of the Chair of the GA, if other than the (two Co-) President(s)
The GA was chaired by **Thomas Schneider, President of the EuroDIG Association**
2. Assignment of the minute keeper
xxx was assigned as the minute keeper.
3. Verification of the voting list (roll call of voting members in attendance)
Out of **xx voting members xx** where present or participated remotely, whilst **xx** of them holding proxy for members not present. **xx out of xx Associate Member** was present.
(See list of members in annex to this document.)
The GA is open to the public; guests signed up in presence list enclosed to these minutes.
4. Approval of the agenda
The agenda was sent to members 3 weeks in advance. **No additional points (AOB) have been suggested.** The agenda was approved.

5. Approval of the minutes of the previous General Assembly
The minutes from the last EuroDIG General Assembly which took place in **date, place** was approved by the General Assembly.
6. Report on the activities in **20xx** and outlook for planned activities in **20xx**
The Chair handed over to the Secretary General, Sandra Hoferichter who reported on the EuroDIG activities in **20xx** including outreach activities, the developments of EuroDIGs communications, governance and membership. Present Members were invited to comment. The **Secretary General** continued with an outlook of activities planned in **20xx**. Present Members were invited to comment.
On behalf of all EuroDIG members, the Chair thanked the Secretary General and all members of the Secretariat for their work.
7. Approval of Associate Members accepted by the Board in the preceding 12 months
There were no new Associate Members in the preceding 12 months. The Chair also reviewed the EuroDIG membership in **20xx**, noting that there are currently **xx** Full Members and **xx** Associate Members
8. Reporting on and approval of the **20xx** annual accounts
The **Chair / Secretary General** presented the **20xx** annual accounts previously reviewed by external auditors. **He / she** highlighted that the financial situation of the EuroDIG was sufficient and substantial financial reserves are in place. However, the long-term situation is challenging due to uncertainty of sponsor engagement. The General Assembly approved the annual accounts **20xx**.
9. Discharge of the Board and the Secretariat for the year **20xx**
The necessary quorum **of two-thirds of members present or represented being reached**, the General Assembly agreed to grant discharge to the Board and the Secretariat.
10. Discussion and approval of the **20xx** expected costs and budget
The **Chair / Secretary General** presented the financial forecast for EuroDIG in **20xx** and explained that the budget for **20xx** reflects the expected income and the expenses required to allow the continuation of activities as in the previous year, by including new projects as described above. Further financial considerations to be made by the Board may impact the budget with some adjustments. The General Assembly approved the annual budget estimation for **20xx**
11. **AOB**

Name of the minute keeper
place, date

List of participants (members) during the General Assembly in xxx on xxx

No	Founding Member (voting)	Present	Proxy assigned to:
1			
2			
3			
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12			
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23			

EuroDIG Association Rules of Operation

As of 11 April 2022



EuroDIG members present during the General Assembly in **xx**

No	Full Member (voting)	Present	Proxy assigned to:
...			
...			
...			
	Associate Member (none voting)		
1			
...			
...			

ANNEX C: Regulation on the presence of Swiss residents in the Board of the association

(as per decision taken during the General Assembly on 8 October 2021 GA)

RATIONALE:

“While Swiss law does not provide for residency requirements towards board members of Swiss associations, in practice, it is strongly recommended to have a Swiss resident authorised to represent associations and act on their behalf. Swiss tax authorities regularly require that the association appoints a local representative who holds sole signatory power. At least one representative residing in Switzerland is also an aspect of good corporate governance practices.”

(see also: https://www.nkf.ch/app/uploads/2018/06/038715_NKF_Publikation_17.pdf)

PROCEDURES TO BE IMPLEMENTED BY THE SECRETARIAT AND BOARD BEFORE AND AFTER EACH BOARD ELECTION:

In order to implement this statutory modification introduced in the 2021 GA of EuroDIG, the Secretariat and the Board –before to launch the procedures for new elections- will have to:

- Verify who among Board members is fulfilling the criteria of being Swiss resident or citizen and check if because of the posts going for renewal, there is the risk to remain without Swiss members in the Board
- If this is the case, include this information in the election’s documents and procedures

After the elections, in case among the elected Board members there is no Swiss resident, the Board will immediately start a process to identify possible candidates fulfilling the requirement of the Swiss Nationality or residence among the members of the association and beyond, among the personalities that are nearest to EuroDIG ideals and scopes. The candidate/s (one or possibly more) will run for the next year’s elections and one of the available 3 years seats will be reserved only to Swiss residents/citizens.