

**Information Technology for Public Transport a.i.s.b.l.
ITxPT (IT for PT) a.i.s.b.l.
Rue Sainte-Marie 6,
1080 Brussels
Belgium**

STATUTES

DEFINITIONS

In these statutes (the "**Statutes**"), capitalised terms shall have the following meanings:

Associated Member(s): a level of membership of IT&PT as set forth in Article 12.5;

Back Office Module: a software owned by a Founding Member that simulates compatibility and interoperability of an On Board Module plugged into the Test & Integration Platform under several different utilization scenarios;

Compliance Service: the process of testing an Entity's On Board Module and validating it against the standards developed by the Members of ITxPT and related implementation guidelines, by performing certain operational and technical tasks;

Entity: any public transport authority, public transport operator, ICT provider to public transport, bus constructor interested to test one or more "plug-and-play" ICT solution(s);

Exploitation Manager: the Organization officially named and contracted by ITxPT with the aim to perform the Compliance Services;

Founding Member(s): a founding member of ITxPT, as set forth in the recitals of the incorporation deed of ITxPT;

Internal Regulations: a separate document, adopted by Executive Board in accordance with Article 28 and cosigned by all Strategic Members at the time of adoption.

ITxPT or the **Association**: the international non-profit making association governed by these Statutes and with the full name "Information Technology for Public Transport";

ITxPT Testing Facility: the physical place of the Test & Integration Platform;

ITxPT Label: a recognizable sign, owned by ITxPT and awarded by IT&PT, which clearly identifies ITxPT and confirms compliance at a given point in time of the Entity's On Board Module with the standards developed by the Members of ITxPT;

ITxPT Representative: any person or organization that performs communication on behalf of ITxPT under a written mandate;

English translation

Member(s): a member of ITxPT, of one of the following three levels of membership: Strategic Members (including Founding Members), Principal Members or Associated Members;

On Board Module: an on board ICT solution that can be combined to the Test & Integration Platform;

Principal Member(s): a level of membership of IT&PT as set forth in Article 12.4;

Strategic Member(s): a level of membership of IT&PT (including the Founding Members) as set forth in Article 12.3;

Testbench: part of the Test & Integration Platform simulating a public transport fleet. It is composed of two or more units, representing vehicles;

Test & Integration Platform: a set of physical devices and software dedicated to test "plug-and-play" IT systems applied to public transport, physically placed in the ITxPT Testing Facility;

Workplan: a budgeted plan adopted by the Executive Board describing the future activities of ITxPT.

CHAPTER 1 – Denomination, Registered Office, Mission, Objectives, Duration & Ethical Conduct

Article 1 – Denomination

An international non-profit making association is hereby incorporated under the name "*Information Technology for Public Transport*", abbreviated "*ITxPT*". Both the full name and the abbreviated name can be used interchangeably.

All acts, bills, announcements, publications and other documents issued by the Association shall mention its denomination preceded or followed immediately by the initials "*AISBL*" and the address of its registered office.

The Association shall be governed by the provisions of the Title III of the Belgian Act of 27 June 1921 on non-profit making organisations, international non-profit making organisations and foundations (the "**1921 Act**").

Article 2 – Registered Office

The registered office of ITxPT shall be located at Rue Sainte-Marie 6, B-1080 Brussels (Belgium).

The registered office may be transferred to other premises in Belgium pursuant to a decision of the Executive Board. The decision to change the registered office shall not constitute an amendment to these Statutes and shall therefore not require a decision by the General Assembly. The Executive Board shall ensure that the decision to transfer the registered office is published in the Annexes to the Belgian Official Journal (*Moniteur belge/ Belgisch Staatsblad*) and that a coordinated version of the Statutes is filed with the register of the tribunal of commerce.

Article 3 – Language

These Statutes shall be drafted in the French and English languages. The French version is the official version and shall take precedence. The working language of ITxPT shall be English. All internal documents and information are written in English, unless required otherwise by Belgian law.

Article 4 – Purpose and Activities

4.1 The purpose of ITxPT is to support the deployment of standards and practices for on-board "plug-and-play" IT-systems for public transport and the relevant back-office features. Through the development, maintenance and evolution of these standards and practices, ITxPT seeks to stimulate integrated and standardized mobility services to the citizens, sustainable mobility for all, full interoperability between different IT systems and solutions, and to enhance the cost efficiency of IT systems and their deployment, while safeguarding openness and constant competition on the IT for public transport market.

4.2 To further the above purpose, ITxPT will conduct the following activities to the benefit of its members and of third parties:

- Support the IT-systems purchasers, e.g. public transport operators and public transport authorities with the necessary specifications in order to achieve certified "Plug-and-Play" functionality when they purchase IT-systems for public transport use;
- Share experience and best practices of "Plug-and-Play" standard for public transport;
- Support the evolution of the working standard towards its adoption within international common mechanisms, standard rules and protocols;
- Maintain in operating conditions the Testbench and implementing new evolutions and/or implementations;
- Perform Compliance Services for the benefit of Members and third parties and issue the ITxPT label;
- Specify, test, qualify and showcase IT solutions on the Testbench;
- Cooperate in dedicated working groups and contribute to the Association's Members knowledge and expertise;
- Coordinate the Association's Members submissions to the standardization process;
- Provide a common strategy and implement policy actions on ITxPT issues at an international level;
- Organize seminars, congresses and/or conferences or other dissemination activities.

ITxPT may carry out all operations and conduct all activities, in Belgium and abroad, relating directly or indirectly to its purpose.

The Association may also exercise, lend its support to, or take an interest in, all similar, comparable, accessory or connected activities or profit or non-profit organisations, that would foster directly or indirectly the accomplishment of its purpose.

Article 5 – Duration

The Association shall be constituted for an indefinite period and may be dissolved at any time subject to and in accordance with the conditions foreseen by these Statutes.

Article 6 – Non Disclosure of Information

6.1 All information in whatever form or mode of transmission, which is disclosed by a Member (“the **Disclosing Member**”) to any other Member or the Association (“the **Recipient**”) in connection with ITxPT and its activities and which has been explicitly marked as “confidential”, or when disclosed orally, has been identified as confidential at the time of the disclosure and has been confirmed and designated in writing within 15 days from oral disclosure at the latest as confidential information by the Disclosing Member, is "confidential information".

The Recipients hereby undertake:

- Not to use confidential information otherwise than in connection with the ITxPT purpose and activities as set out in Article 4, and for the purpose for which it has been disclosed;
- Not to disclose confidential information to any third party without the prior written consent by the Disclosing Member, except if that third party is an affiliate of a Member and provided the Recipient causes the affiliate in question to comply with all obligations set out in this article;
- To ensure that internal distribution of confidential information by a Recipient shall take place on a strict need-to-know basis;
- To return within a period of no more than 30 days to the Disclosing Member on written demand all confidential information which has been supplied to or acquired by the Recipients, including all copies thereof and to delete, to the fullest extent reasonably possible, all information stored in a machine readable form. If needed for the compliance with ongoing legal obligations, the Recipients may however request to keep a copy for archival purposes only.

6.2 The Recipients shall be responsible for the fulfilment of the above obligations on the part of their employees, agents and directors and shall ensure that their employees, agents and directors remain so obliged, as far as legally possible, for the entire duration of the Member's membership of ITxPT and until five (5) years thereafter.

The above shall not apply for disclosure of use of confidential information, if and is so far as the Recipient can show that:

- The confidential information becomes publicly available by means other than a breach of the Recipient's confidentiality obligations;
- The Disclosing Member subsequently informs the Recipient that the confidential information is no longer confidential;
- The confidential information is communicated to the Recipient without any obligations of confidence by a third party who is in lawful possession thereof and under no obligation of confidence to the Disclosing Member;
- The disclosure or communication is foreseen by the provisions of these Statutes;
- Disclosure due to applicable laws or order of a court or administrative authority;
- The confidential information, at any time, was developed by the Recipient completely independently of any such disclosure by the Disclosing Member; or
- The confidential information was already known to the Recipient prior to disclosure.

6.3 The Recipient shall apply the same degree of care with regard to the confidential information disclosed within the context of ITxPT as with its own confidential and/or proprietary information, but not in no case less than reasonable care.

English translation

6.4 Each Member shall promptly advise the other Disclosing Member(s) in writing of any unauthorised disclosure, misappropriation or misuse by any person of confidential information as soon as practicable after it becomes aware of such unauthorised disclosure, misappropriation or misuse.

6.5 If any Member becomes aware that it will be required, or is likely to be required, to disclose confidential information in order to comply with applicable laws or regulations or with a court or administrative order, it shall, to the extent it is lawfully able to do so, prior to any disclosure:

- Notify the Disclosing Member, and
- comply with the Disclosing Member's reasonable instructions to protect confidentiality of information.

Article 7 – Ethical conduct

Each Member of ITxPT is committed to unyielding integrity and to respect confidentiality on the Associations' internal documents. They shall maintain and enforce adherence to lawful business practice and shall act in good faith and transparency to other Members.

Each Member commits to comply with European Union's regulations in the field of competition, anti-trust, and to fight against bribery and corruption.

CHAPTER 2 – MEMBERSHIP

Article 8 – Eligibility Criteria

Membership of ITxPT is open to any legal entity or person – be it a company, a non-profit legal entity, university or an organisation (public or private) which:

- pays a membership fee;
- has relevant activities in the field of information technology for public transport;
- shares and supports the objectives of ITxPT.

In addition, all Members must:

- be validly incorporated under the laws and customs of their country of origin and
- agree in writing to abide with the Statutes, the Internal Regulations, the objectives and policies of the Association and the decisions of its bodies.

Article 9 – Member Categories

9.1 There are three levels of membership:

- Strategic Members (including the Founding Members);
- Principal Members;
- Associated Members

Each membership level is open to all eligible members.

9.2 Members have to pay a fixed annual fee, which is different depending on the membership category. The mode of calculation and/or the amount of the fixed annual fee for each membership category is proposed by the Executive Board and approved by the General Assembly on a yearly-basis, being understood that the fixed annual fee amount shall in no event exceed the amount of 30,000 EUR per Member, regardless of the level of membership. The fixed annual fee is intended to cover the cost of ITxPT.

Article 10 – Application Procedure

10.1 Any entity that is not a Founding Member and wishing to join ITxPT shall apply for a specific category of membership set out in Article 9.1.

10.2 All applications for membership of the Association shall be sent in writing to the ITxPT Secretariat which will submit it to the Executive Board. Upon receipt of the written application, the Executive Board of ITxPT will check the eligibility criteria listed under Article 8 and, on this basis only, will decide on admission for membership.

Decisions regarding the admission for membership are taken at a majority of at least 60% of the total votes expressed by the Executive Board.

10.3 In addition to the criteria in Article 8, an entity will be deemed ineligible for membership only if the Executive Board has material reasons to believe that the candidate does not meet eligibility criteria or that its membership would damage the reputation on the work of ITxPT. The decision of the Executive Board sets forth the grounds on which a decision to reject an application is based but, this apart, the decision does not need to be justified and is final.

10.4 Decisions regarding admission of new Members shall be communicated in writing to the candidates within six months of receipt of said application by the Secretariat. Membership will take effect from the date of the approval of the membership admission by the Executive Board.

Article 11 – Resignation and Exclusion

11.1 Any Member wishing to resign from ITxPT must send a written notice by registered letter to the Secretariat at least three months prior to the Association's financial year-end. The resignation will take effect at the end of the financial year. Resigning Members remain liable for their financial obligations vis-à-vis the Association until the end of the said financial year.

Any Member, who fails to pay the annual fee for a period exceeding six months after they become due, despite a written warning sent by the Secretariat, will be deemed resigning from the Association and, as the case may be its voting powers will be deemed suspended by the Executive Board. The resignation will come into effect at the end of the ongoing financial year, without prejudice to the outstanding financial obligations which still have to be met. The Executive Board may readmit the failing Member deemed to have resigned on condition that it meets all outstanding financial obligations.

11.2 Exclusion from membership shall be proposed by the Executive Board and decided by the General Assembly. Any member who (i) fails to meet the criteria for membership, (ii) fails to fulfil its duties under the Statutes, the Internal Regulations, the objectives and policies of the Association or the decisions of its bodies, (iii) acts in a manner which is seriously injurious to the interests of the Association and/or (iv) acts

contrarily to the common values and ethics of the Association, may be expelled by a resolution of the General Assembly which shall take its decision with a majority of two-thirds of the votes cast, which majority shall include a majority of the votes expressed by the Founding Members and Strategic Members combined with a majority of the votes expressed by the Principal Members, with the Member considered for exclusion not taking part in the vote. The expulsion decision sets forth the grounds on which the expulsion is based but, this apart, the decision does not need to be justified and is final.

11.3 Prior to the vote regarding the exclusion, the Member will have the right to explain itself to the General Assembly.

11.4 The decision of exclusion will be notified to the Member by registered letter sent by the Secretary General. Exclusion shall take immediate effect as of the date of the resolution deciding the exclusion but the expelled Member will remain liable for its financial obligations to the Association until the end of the financial year.

11.5 If any entity becomes bankrupt or enters into a judicial reorganisation with its creditors or any similar insolvency proceeding under any applicable law, its membership shall automatically end.

11.6 Any Member which ceases to be part of ITxPT for any reason will no longer have any right or claim to access to ITxPT Test & Integration Platform or documentation and shall discontinue all reference to ITxPT membership in their business relations, including the use of the ITxPT logo, and, in general, shall have no claim against the assets of the Association. However this Member remains liable for all outstanding fees in respect of their period of membership.

Article 12 – Rights and Obligations

12.1 Each Member must abide by these Statutes, the Internal Regulations (both, as amended from time to time), the objectives and policies of the Association, and the decisions of its bodies. All Members, except the Associated Members, shall have the right to vote in the General Assembly.

12.2 Each Member is obliged to pay the amount of the dues approved annually by the General Assembly in accordance with Article 9.2, but is not liable for any other financial or other commitments of ITxPT.

12.3 In addition to the rights and duties under Articles 12.1 and 12.2 above, Founding Members and Strategic Members have the following rights and duties:

- Attending or being represented at the meetings of the General Assembly;
- Voting at the General Assembly;
- Proposing candidates for the Executive Board in accordance with Article 15;
- Reviewing the strategy action proposed by the Executive Board pursuant to Article 15.2 and setting objectives and activities, providing a technical contribution and validating the strategy, all before the strategy action is adopted by the Executive Board;
- Participating to the activities of the Association, such as being involved and delivering contributions to consultation processes for establishing documents ;
- Using the communication materials of ITxPT (such as documentation or electronic communications that aim to explain ITxPT's activities and the standards it promotes to the public).

12.4 In addition to the rights and duties under Articles 12.1 and 12.2 above, Principal Members have the following rights and duties:

English translation

- Attending or being represented at the meetings of the General Assembly;
- Voting at the General Assembly;
- Participating to the activities of the Association, such as being involved and delivering contributions to consultation processes for establishing documents;
- Using the communication materials ITxPT.

12.5 In addition to the rights and duties under Articles 12.1 and 12.2 above, Associated Members have the following rights:

- Attending the General Assembly without the right to vote and with a consultative voice only;
- Using the communication materials of ITxPT.

CHAPTER 3 – BODIES OF THE ASSOCIATION

Article 13 – Structure

The bodies of the Association shall be:

- the Executive Board, which shall be the body in charge of the management of the Association as meant in article 48, 6° of the 1921 Act,
- the General Assembly, which shall be the body in charge of the general direction of the Association as meant in article 48, 5° of the 1921 Act,
- the Secretary General.

Article 14 – Executive Board

14.1 Composition, dismissal, resignation and vacancy of directors

The Executive Board shall consist of a minimum of 7 and maximum of 13 members, carrying the title "**directors**", appointed among the Strategic Members by simple majority vote (at least half the votes plus one) of the General Assembly upon proposal of the Strategic Members.

Unless specifically decided otherwise by the General Assembly, the term of office of the directors will be two years, renewable, and will take effect immediately. Unless specifically decided otherwise by the General Assembly, the office of director is not remunerated. The General Assembly may dismiss directors with due cause at all times.

Any director wishing to resign must send a written notice of his or her resignation to the Secretary General. Nonetheless, the resignation will only come into force on the date of the next meeting of the Executive Board or the General Assembly providing for his or her replacement.

In the event that a vacancy occurs (including as a result of a resignation), a new director can be appointed by the Executive Board upon proposal of the Member who proposed the leaving director. The term of office of the new director shall expire at the same time as the term of the replaced director would have expired. The confirmation of the appointment of the new director is submitted for approval to the next meeting of the General Assembly.

English translation

The appointment, resignation and dismissal of the directors must be published in the Annexes to the Belgian Official Journal.

14.2 Powers

The Executive Board has the broadest possible powers for the management and administration of the Association, except for the powers reserved by law or by the Statutes to the General Assembly.

The Executive Board's powers include the power to propose resolutions to the General Assembly, execute the General Assembly decisions and set policies on the Association matters. The Executive Board also proposes a strategy of action to the Founding Members and Strategic Members, who can review the set objectives and activities, provide a technical contribution and validate the strategy, before it is adopted by the Executive Board. The Executive Board approves all the policy and strategy positions on ITxPT issues. The Executive Board approves and amends the Internal Regulations as specified in Article 28.

The Executive Board may delegate, under its responsibility, a part of its powers for particular or specific purposes to a third party.

Upon decision of the Executive Board and under its responsibility, committees and project teams may be formed to tackle specific areas of activity of the Association. Committees and project teams will have an advisory role to the Executive Board but no powers of decision or representation of the Association.

14.3 Meetings and notices

The Executive Board convenes at least twice a year. Meetings of the Executive Board shall be called by the Chairman of the Executive Board, any two directors, or the Secretary General.

The meetings of the Executive Board will be chaired by its Chairman or, in his/her absence, by the vice-Chairman, or failing same, by another director designated by the Chairman.

The notice calling the meeting indicates the place, date, hour and agenda of the meeting and is sent by letter, facsimile or any other written means (including electronic format) at least fifteen calendar days prior to the date of the meeting; in case of urgency, this can be reduced to seven calendar days. As the case may be, the working documents are attached to the notice.

The validity of the notice cannot be challenged if all directors are present or validly represented.

14.4 Proceedings, quorums and votes

At least half of the Members of the Executive Board must be present or represented at each meeting of the Executive Board. When this quorum is not reached, a new meeting of the Executive Board shall be called no earlier than seven calendar days after the first meeting. The second meeting of the Executive Board shall be entitled to take valid decisions, irrespective of the number of directors present or represented.

The Secretary General as well as any third party invited by the Executive Board, shall attend the meetings of the Executive Board.

English translation

Each director has one vote. Unless otherwise provided in these Statutes, all decisions within the Executive Board are taken by a majority of at least 60% of the votes cast. If the vote is tied, the Secretary General shall have a casting vote except for the vote on the appointment of the future Secretary General.

Abstentions shall not be taken into account and, in the case of a written vote, blank and mutilated votes will not be counted in the votes cast. All votes will be taken by a show of hands, unless at least two directors request a secret ballot.

Any director may designate another director of ITxPT or a legal representative of his own organisation by letter, facsimile or e-mail to represent him/her at the meeting. Any director may hold two proxies at most. The proxies must be sent to the Secretary General at least one calendar day before the date of the meeting.

14.5 Meetings and decision-making by telephone, videoconference and written procedure

Decisions can also validly be taken by circular letter, conference call or video conference.

Such decisions are deemed to be taken at the registered office of the Association and come into effect on the date mentioned on the circular letter or, for conference calls or videoconferences, on the date of the meeting. Decisions taken by conference calls or videoconferences are reported in minutes which are approved at the next meeting of the Executive Board.

14.6 Minutes

The decisions taken by the Executive Board shall be recorded in minutes. The minutes shall be signed by the chairman of the Executive Board and the Secretary General and sent out to each director. The minutes are kept in a register, at the disposal of the directors at the registered office of the Association.

Article 15 – Chairman of the Executive Board

15.1 The Chairman of the Executive Board is elected for a mandate of 2 years among its members, renewable once, by decision of the Executive Board adopted with a majority of at least 60% of the total votes cast. The Executive Board shall also appoint a vice-chairman to replace the Chairman in the event of unavailability. In the event that both the chairman and vice-chairman are prevented from fulfilling their duties, their duties shall be exercised by another director designated by the Executive Board.

15.2 The Chairman presides over the Executive Board's meetings and is responsible for ensuring the effective operation and activities of the Executive Board. In particular, the Chairman will ensure effective communication with the Members of the Executive Board in order to prepare and report about the meetings to the Members, in coordination with the Secretary General. The Chairman will set the agenda to promote constructive debate and effective decision-making. The Chairman will support the Executive Board in the development of the ITxPT strategy and its relevant objectives and activities.

Article 16 – General Assembly

16.1 Composition and powers

English translation

The General Assembly shall consist of all Members (it being understood that the Associated Members attend with a consultative voice only and without vote). Other persons (including the Secretary General) may be invited to attend a meeting of the General Assembly, on proposal of the Executive Board.

The resolutions passed at the meetings of the General Assembly shall be binding on all Members, including those absent or dissenting.

The following powers are restrictively reserved to the General Assembly:

- a) approval of (i) the annual accounts, and, as the case may be, (ii) the auditor's report, (iii) the budget and (iv) the membership fees;
- b) appointment, dismissal and release from liability of the members of the Executive Board;
- c) appointment, dismissal and discharge of the auditors and determination of their remuneration;
- e) amendments to the Statutes;
- f) dissolution and liquidation of the Association.

16.2 Meetings and notices

An ordinary meeting of the General Assembly shall take place at least once a year.

The ordinary meeting of the General Assembly shall be called by the Chairman of the Executive Board, any two directors or the Secretary General.

An extraordinary meeting of the General Assembly shall be called by the Chairman of the Executive Board, any two directors or the Secretary General, where the interests of the Association so require or at the request of one quarter of the Members. Any request for an extraordinary meeting of the General Assembly shall state the items to be considered. If the extraordinary meeting of the General Assembly is called at the request of one quarter of the Members, any Member may send a request to the Secretary General for a point to be added to the agenda at the latest seven calendar days before the date of the meeting of the General Assembly.

The notice calling the meeting indicates the place, date, hour and agenda of the meeting and is sent by letter, facsimile, or any other written means (including electronic format) at least twenty calendar days prior to the date of the meeting. As the case may be, the working documents are attached to the notice.

The validity of the notice cannot be challenged if all Members are present or validly represented.

The meetings of the General Assembly will be chaired by the Chairman of the Executive Board or, in his/her absence, by the vice-chairman, or failing same, by the Secretary General.

16.3 Representation

Members are represented at the General Assembly by one single representative who must be a natural person entitled by that Member to represent it. At least seven calendar days before the date of the meeting, the identity of the representative must be notified to the Secretary General, if since the last meeting the representative has been changed.

English translation

A representative may act on behalf of one other Member. The proxy must be submitted in writing to the Secretary General at least one calendar day before the date of the meeting.

As an exception to the previous rule, a representative may act on behalf of an unlimited number of other Members, in addition to his/her capacity of representative of its own Member, in the event that the law provides that the decisions of the General Assembly need to be taken by notarial deed.

16.4 Proceedings, quorums and votes

a) Quorum

An attendance list, indicating the Member's name, shall be signed prior to the meeting by the representative.

Unless otherwise provided for in these Statutes, a General Assembly may validly proceed if the majority of its Members (half of Members plus one) are present or represented.

When this quorum is not reached, a new meeting of the General Assembly shall be called, no earlier than twenty calendar days after the first meeting. The second meeting of the General Assembly shall be entitled to take valid decisions, irrespective of the number of Members present or represented.

b) Votes

Each Member has one vote.

Unless otherwise provided for in these Statutes, decisions of the General Assembly shall be taken by a simple majority (at least half the votes plus one) of the votes cast.

For all decisions of the General Assembly:

- (i) abstentions shall not be taken into account and, in the case of a written vote, blank and mutilated votes will not be counted in the votes cast;
- (ii) all votes will be taken by a show of hands, unless at least two members request a secret ballot.

The General Assembly may only deliberate on the matters set out in the agenda, unless all Members are present or represented and unanimously decide to discuss other matters.

c) Written decision-making

Decisions may also be taken by written resolutions provided (i) that each Member has been informed at least twenty calendar days in advance of the decisions to be taken and (ii) that the written resolutions are immediately dispatched to each Member. The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the Association.

16.5 Minutes of meetings

The decisions taken by the General Assembly shall be recorded in minutes, which are sent out to each Member.

Once approved, the minutes shall be signed by the chairman of the meeting and the Secretary General, and are kept in a register at the Members' disposal at the registered office of the Association.

Article 17 – Secretary General

The Executive Board may delegate the daily management, under its supervision, to a Secretary General. The Executive Board shall fix the extent and limitations of his or her powers. The Executive Board can put an end to the mandate of Secretary General in accordance with the law and the Association's contractual obligations.

The Secretary General shall be convened and shall attend:

- with an advisory voice, the meetings of the General Assembly,
- with a casting vote, the meetings of the Executive Board,

as well as all meetings of the committees and project teams, and, generally, all meetings of the Association, except in the event of a conflict of interest

The Secretary General is specifically in charge of:

- Developing and presenting for approval to the bodies all strategies for the implementation of the ITxPT tasks as defined in the Statutes, Workplan set up proposition to the ITxPT relevant body and Workplan execution with ITxPT Members;
- Coordinating the development of all the action plans needed to ensure the implementation of strategies approved by the bodies of ITxPT;
- Ensuring the daily management of ITxPT including administrative and financial management of ITxPT, budget preparation, presentation to the relevant ITxPT bodies and execution thereof;
- Providing tactical, operational management and marketing actions of key events that ITxPT is to organize or to be represented at as part of its mission;
- Developing memberships and products aiming at cost covering;
- Ensuring the representation of ITxPT in all contacts with Members, relevant international and national organisations and third parties in general.

Article 18 – Secretariat

The Secretariat is in charge of the daily administration and book-keeping of the Association (convening of meetings, finance reporting, etc.) under the supervision of the Secretary General.

It supports all other bodies in their work, in particular the Secretary General, and serves as a contact point for all third parties.

CHAPTER 4 – COMPLIANCE SERVICE

Article 19 – Compliance Service and use of ITxPT label

The Executive Board shall grant a license to use the ITxPT label for commercializing an On Board Module if the said On Board Module complies with the standards developed by the Members of ITxPT.

The rules and compliance criteria underpinning the standards are regularly updated and made public by ITxPT through the official standardization bodies and / or other communication means like the ITxPT website.

The Exploitation Manager shall technically assess the compliance with the standards on the Test & Integration Platform.

Article 20 – Role of the Exploitation Manager

20.1 The Exploitation Manager is an organization selected by the Executive Board and contracted by ITxPT to perform all operational and technical tasks related to the Compliance Service. The Exploitation Manager shall physically host the Test & Integration Platform, directly in its premises or in a place owned by a third party. In this case the Exploitation Manager is responsible to set up and maintain a separate agreement with the aim to perform safely and confidentially all Compliance Services in a place that is not its own property.

20.2 The costs of the Exploitation Manager are budgeted annually in the Workplan of ITxPT.

20.3 The main duties of the Exploitation Manager shall be to:

- a) maintain the Test & Integration Platform;
- b) plan and organize the requests for Compliance Services;
- c) assist the Members from a technical point of view during the performance of the Compliance Services;
- d) validate the compliance of the On Board Module according to the standards developed by the Members of ITxPT;
- e) send the results of validation to the ITxPT Secretariat for the official grant of the ITxPT label;
- f) propose and participate to the implementation of new technical developments, rules and compliance criteria, procedures and services in line with what is agreed and reported in the Workplan;
- g) allow audits from other Members, under the approval of ITxPT secretariat, to show the status of the Test & Integration Platform with what pertains to operational procedures and documentation management;
- h) protect the Back Office Modules and On Board Modules, whether submitted by Members or by third parties, from access or use (through passwords or other means to avoid access an On Board Module's source code) by any third party, including any Member of ITxPT, with the exception of the activities strictly necessary to comply with the Test & Integration Platform use, maintenance and improvement;
- i) support ITxPT in the promotion of its goals and activities (through presentations, visits, exhibitions,...);

English translation

- j) maintain a neutral and impartial attitude towards all Members;
- k) other duties agreed in the Work Plan.

Article 21 – Certification of a third party performing Compliance Services

21.1 The Executive Board may identify a third party organization for performing Compliance Services on behalf of ITxPT. ITxPT shall certify the third party in order to have the reasonable guarantee that the third party is capable to perform tests according to the rules and the compliance criteria issued by ITxPT.

21.2 The Certification process may include:

- Supply of a Test & Integration Platform;
- Training on the use of the Back Office Modules;
- Signature of a partnership agreement containing among others: a confidentiality obligation, rules on the utilization of the ITxPT label and licensing fees to the benefit of ITxPT.

CHAPTER 5 – FINANCIAL AND LEGAL MANAGEMENT

Article 22 – Financial Year

22.1 The financial year shall commence on 1 January and end on 31st December.

22.2 The Executive Board shall submit the annual accounts for the Association's last financial year and propose the annual budget of the Association which it shall submit for approval to the General Assembly. The annual accounts shall be presented in the form of a statement of income and expenses accompanied by an inventory of the Association's assets and liabilities. The budget shall present the ordinary and extraordinary income and expenses for the following financial year.

22.3 The Executive Board shall draw up final accounts for each financial year, which it shall submit for approval to the General Assembly. Approval of the annual accounts by the general assembly grants a discharge to the directors for the operations listed therein as well as for those that have been communicated to the general assembly.

22.4 The Executive Board and the Secretary General shall be responsible for managing the funds of the Association and for maintaining the bookkeeping, assisted if required, by a professional accountant.

22.5 In case legal conditions requiring the appointment of statutory auditors are met, such an appointment shall be made by the General Assembly.

22.6 For meetings or physical visits to the platform in the frame of the ITxPT Association, travel and accommodation will be at members' expenses.

Article 23 – Funding

23.1 In order to pursue its aims, ITxPT will rely on its assets originating from:

- a) Its Members' fees;
- b) Grants from public or private institutions;
- c) Services and products for Members.

23.2 The Secretary General shall inform each Member in writing of the amount of the annual fixed fee owed by it. These fees shall be payable within thirty days that follow the written notification. Failing payment within this period, interest shall apply automatically at the legal rates without prior notice of the same.

Article 24 – Legal Representation

24.1 The Association shall be validly represented with respect to all acts, including court proceedings, by the signature of either the Chairman of the Executive Board or two directors, who shall not be obliged to offer proof to third parties of a prior decision of the Executive Board.

24.2 Without prejudice to Article 18, the Secretary General represents the Association towards third parties with respect to all acts of daily management and also in court proceedings within the limits of daily management, and shall not be obliged to offer proof to third parties of a prior decision of the Executive Board.

24.3 The Executive Board is empowered to delegate appropriate representative, administrative and management duties to any of its members and/or third parties. The Association shall also be validly represented by such attorney-in-fact, within the limits of his/her power-of-attorney.

CHAPTER 6 – AMENDMENT OF THE STATUTES AND DISSOLUTION OF THE ASSOCIATION

Article 25 – Amendment

Any proposal for the amendment of the Statutes shall be sent to the Chairman of the Executive Board who will submit it to the General Assembly in order to include it in the agenda for the next General Assembly meeting. In order to enable the General Assembly to consider this proposal, such a proposal has to come from at least 25% of the Strategic Members. The amendment of the Statutes shall be adopted by the General Assembly in accordance with Article 16, except that the amendment shall require a quorum of presence of two-thirds of the Strategic Members present and represented as well as a double voting majority: a majority of two thirds of the Strategic Members and which majority must include two thirds of the Founding Members.

Article 26 – Dissolution

26.1 Any proposal for the dissolution of ITxPT shall be sent to the Chairman who will submit it to the General Assembly in order to include it in the agenda for the next General Assembly meeting. In order to enable the General Assembly to consider this proposal, such a proposal has to come from at least 25% of the Strategic Members.

26.2 Decision regarding dissolution of the Association requires a quorum of presence of two-thirds of the Strategic Members present and represented.

26.3 In the event that the presence quorum is not met, the General Assembly meeting shall be convened a second time, with not less than two weeks' notice. In this case the General Assembly will be held without the quorum requirements.

26.4 In case of dissolution of ITxPT, the General Assembly shall appoint one or several liquidators, shall decide on their powers and shall indicate how to distribute the assets of ITxPT, taking into account that these assets cannot be given to the Members beyond the amount of their own contribution and that the beneficiaries must pursue aims similar to ITxPT. The liquidator(s) shall be charged with realising the Association's assets and settling its debts. Any net assets shall be disposed with a non-lucrative purpose.

Article 27 – Judicial actions

Judicial actions, both pursuant and defensive, will be undertaken by the Secretary General on behalf of ITxPT, or by an administrator designated by him/her. The Executive Board shall be immediately informed of any lawsuit made against IT&PT. Any lawsuit launched by IT&PT shall be previously submitted for prior approval to the Executive Board by the Chairman or the Secretary General.

Article 28 – Internal Regulations

Without prejudice to the present Statutes, the Executive Board may draw up and implement specific Internal Regulations of the Association, rules of ownership and intellectual property sharing, dealing with specific policies of the Association, governing the functioning or the day-to-day conduct and administration of the Association. The Executive Board may adopt the Internal Regulations and may change them by unanimity. The Internal Regulations may not conflict with these Statutes and, in case of conflict, the latter shall prevail.

The Association holds the rights on the ITxPT abbreviated name, logos and its social denomination. The Members of the Association are authorised to use these name, logos and social denomination but only in accordance with the Internal Regulations.

Article 29 – Liability of Members

No member of the Association shall be held personally liable for any debts contracted or obligations entered into by the Association.

Article 30 – Applicable Law

Anything that is not expressly covered in these Statutes or, as the case may be, in the Internal Regulations, shall be governed by the 1921 Act in particular and Belgian law in general.

Article 31 - Competent courts

Any dispute in connection with the Statutes of the Association, its internal regulations, its environmental charter, and/or any decision of one of its bodies, shall be governed by Belgian law and shall be submitted to the Brussels courts.