



EUROCLOUD ARTICLES OF ASSOCIATION



HISTORY

Emergence of Cloud Computing means the Opening of a new computing and Internet Era with lot of Consequences including the Increasing of the Impact of Globalization, ecosystem Partnerships, and especially international, and Integration between Applications and Infrastructures. These major Changes are calling to bring to life a new tool and strategy to Europe. It's on this Analysis that Pierre-José Billotte has totally imagined, designed and launched the EuroCloud project presented for the first time at the Aéroclub de France the 4th of June 2009 during an ASP Forum meeting in presence of Phil Wainwright and Rodolfo Lomascolo. The Call has been launched to European Players the 20th of October 2009.

1. DEFINITIONS -NAME -OBJECT -REGISTERED ADDRESS -DURATION FINANCE

1.1 Definitions

"Council Member" Means the Designated Representative of a Member of the Organization according to section 2.1. of this document.

"Email" Means electronic mail carried over the Internet using SMTP or some compatible protocol as defined in current IETF standards.

"The Organization" Means the European Organization 'EUROCLOUD' constituted by this Agreement and governed by these Articles.

"He"/"his" Means 'he' or 'she' or 'his' or 'her' as appropriate.

"Officer" Means the Council Member of the Member holding the office of President, Vice President, Treasurer and Secretary General of the Organization, as appropriate.

"Dismissal" Officers as Designated Representatives can be subject to Dismissal:

-A Dismissed Designated Representative cannot represent its Member within the Organization nor be an Officer, and has to be replaced by the Member of which he has been Representative.

-A Dismissed Officer cannot represent the Organization but remains the Designated Representative of its Member.

"Resignation" A Designated Representative who has Resigned cannot represent its Member within the Organization nor be an Officer, and has to be replaced by the Member of which he has been Representative.

A Designated Representative who has Resigned cannot represent the Organization.

"Suspension" A Suspended Member cannot vote, but can:

- Attend and participate in meetings
- Say it is a member of EUROCLOUD
- Use the EUROCLOUD logo
- Stay on and participate in the Organization's email lists

"Exclusion of a full Member" An Excluded Member:

- Cannot vote
- Is removed of and cannot participate in email lists
- Cannot use the EUROCLOUD logo
- Cannot attend EUROCLOUD meetings
- Is still committed to outstanding payments

"Voting supermajority" means 2/3 of the total of votes of the Council Members.
Suspended Members are not taken into account.

"Simple majority vote" means more than half of the total of valid votes.



1.2 Name

The Organization is named EUROCLOUD. Official documents originating from the Organization and intended for third parties must state: the name of the Organization and its registered address.

1.3 Objects

The non-profit-making objects of the Organization are:

- To act as the principal spokesman for the Cloud Computing in Europe.
- To encourage the use of the Internet and support the Internet industry in the interest of the Europe,
- To promote self-regulation by and contribute to the regulatory process on behalf of the Cloud Computing industry,
- To encourage the development of a free and open telecommunications market,
- To develop professional standards for the industry and contribute to the development of technical standards,
- To carry out and co-ordinate research,
- To provide services in the common interest of the Members of the Organization.

The Organization shall also be able to carry out any action useful or necessary for the fulfilment of these objects. The Organization's focus will be primarily at the level of the European Union and secondarily at the international level. On issues that have only local or national significance, EUROCLOUD may act only upon consultation and approval of the Member from that country, should there be such a Member.

1.4 Registered Address

The Registered Address of the Organization is at 114 bis rue Michel-Ange, 75016 Paris. It can only be transferred to another address by a decision of a voting supermajority of the Council.

1.5 Duration

The Organization is formed for an indefinite duration from the registration date. The Organization will cease to exist in accordance with the provisions of this Contract of Formation.

1.6 Finance

Members don't pay a subscription fee. Only Associate Members could pay an annual subscription Fees.

The financing of the Organization shall be provided by means of

- Payment for any service carried out by the Organization,
- And by any other resource authorised by the law.

The amounts and conditions shall be laid down by the Council. Any sum regularly charged to a Member shall legally give rise to delay interest of 12% per annum to the benefit of the Organization.

1.7 Capital and Contributions

The Organization is formed without capital.

2. ORGANISATIONAL STRUCTURE

2.1 Members

The Members of the Organization are the parties signing this document as well as those complying with its regulations and who will be approved in accordance with the clauses given below.

- a. Only organisations and not individuals whose functions include mainly the representation of the interests of those who have an interest in Cloud Computing are eligible for membership.
- b. Any Member wishing to belong to a similar international Organization shall obtain the agreement of a voting supermajority beforehand.
- c. Any Member must comply with the clauses of this contract as well as any decision or bylaw applicable to all the Members of the Organization.
- d. Any admission of new Members is subject to the simple majority approval of the Council, who shall not have to give grounds for their decision.
- e. All Members will provide the Secretary General of the Organization with the name of their Council Member.
- f. Only organisations coming from the following European countries are eligible for membership: Albania, Andorra, Armenia, Austria, Azerbaijan, Belarus, Belgium, Bosnia and Herzegovina, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Georgia, Germany, Greece, Hungary, Iceland, Republic of Ireland, Italy, Kazakhstan, Latvia, Liechtenstein, Lithuania, Luxembourg, Republic of Macedonia, Malta, Moldova, Monaco, Montenegro, Netherlands, Norway, Poland, Portugal, Romania, Russia, San Marino, Serbia, Slovakia, Slovenia, Spain, Sweden, Switzerland, Turkey, Ukraine, United Kingdom, Vatican City.
- g. A country can be represented by only one Member.
- h. A Member can be represented by only one Council Member.

2.2 Withdrawal from the Organization by a Member

Any Member can withdraw from the Organization by giving three month's notice by registered letter to the Secretary General at the registered address of the Organization.

2.3 Suspension and Exclusion

2.3.1 Suspension

A Member in arrears with payment despite two written warnings can be Suspended by decision of the Council and will lose his voting rights. The Council's decision must be notified to the member. In case of council meeting, the Suspended Member will not be taken into account for the calculation of the quorum.

The Officer who is the Designated Representative of a Suspended Member is automatically dismissed from his title as Officer. He/She remains the Designated Representative of the Suspended Member.

Suspension automatically ends with the payment of the outstanding invoices. Dismissal of the Officer automatically ends when the Suspension of the Member is he/she the Designated Representative of is over.

The Council must be informed immediately by a Member of the change of its Designated Representative.

2.3.2 Exclusion

A Member will be excluded:

- a. If its obligations to the Organization are seriously or repeatedly neglected,
- b. If it has joined a similar international Organization without the prior agreement of the Council,
- c. In the case of bankruptcy, creditors' composition proceedings, liquidation, rule of court or any other equivalent measure under the national law applicable,
- d. If the Member brings the Organization into disrepute,
- e. If the Member no longer complies with the conditions of Article 2.1(a) or fails to comply with the conditions of Article 2.1(b),

Exclusion is passed by Council ruling by a voting supermajority, the Member whose Exclusion is proposed not taking part in the vote. The Council shall give at least 30 calendar days notice to any Member whose Exclusion is to be proposed in a Council meeting and the Member shall have the right to present a defence at the Council meeting at which voting is to occur, should the Designated Representative of the Member attend that meeting. The Council has sovereign evaluation of the grounds for Exclusion. An Officer who is the Designated Representative of an Excluded Member is Dismissed as both as Officer and Designated Representative. The Excluded Member will not be able to apply for membership until the end of the current year.

2.3.3 Duties

Member subscribing to the Organization accept:

- to transmit to the Organization all the data relatives to his own members, including their electronic addresses and phone numbers
- for the provision of Mailings/newsletters of the Organization, members will provide contact details of their own members to a database of the organization, as far as national data protection regulations allow
- to keep informed the Organization of all his national actions
- to allow the Organization to list on its communication materials the Name of its own members
- use as unique public Name Eurocloud in association with the country's name he represents
- to take into account the interest of the other Members coming from different European Countries and promote a real European spirit
- to not compete with the Organization's activities

2.4 Clauses Regarding Withdrawal, Exclusion or Loss of Status of Member

When a Member leaves the Organization for any reason whatsoever, including Exclusion, the value of the dues reverting to the Member shall be determined on the basis of the assets of the Organization as present at the time when membership ceases. A Member leaving the Organization shall not be entitled to reimbursement of any contributions that may have been made. In order to avoid the interests of the Organization being endangered by the withdrawal of a Member, the Council shall also be able to decide, in the case of a contribution in kind, to reimburse the Member with the value of this contribution rather than return it. It shall also be able to decide on the date when the sums due to the withdrawing or Excluded Member shall be returned. This period cannot, however, be greater than two years from the withdrawal or Exclusion. Members withdrawing or excluded or having lost status remain bound by all the obligations contracted by the Organization up to the date of their withdrawal or Exclusion or loss of status of Member. The leaving Member shall continue to owe the Organization all contributions called for, under whatever heading, and due up to this date.



2.5 Continuation of the Organization

The Organization shall continue legally with the remaining Members, notwithstanding withdrawal or Exclusion of a Member or the loss of status by a Member.

2.6 Associate Members

The Council may admit Associate Members into the Organization. Such Associate Members shall not have the right to attend Council meetings but shall participate in other activities of the Organization under such conditions as may be set from time to time by the Council. The Council may also permit such Associate Members to use trademarks of the Organization and to identify themselves as Associate Members of the Organization under conditions set from time to time by the Council. The Council may charge an entry fee and a subscription fee to Associate Members.

An Associate Member may at any time cease being such by sending a registered letter to the Secretary General of the Organization stating an intention to do so. The Council may at any time, and for whatever reason, by a voting simple majority decision, Exclude an Associate Member; such Excluded Associate Members shall immediately lose any and all rights accorded to them by their Associate Membership, including the right to use trademarks of the Organization. The Council may at its discretion choose to retain or to refund in whole or in part any subscription fees paid by an Associate Member who has been Excluded or is in some other way ceasing to be an Associate Member.

3. OPERATION

3.1 Council

The Council will be made up of the Council Members, who are the Designated Representatives of each Member. The Council will meet on a regular basis at least four times a year and in special sessions, as required by the Council Members. Council Members shall not be entitled to any remuneration but the Council may at its discretion choose to reimburse Council Members for expenses incurred while acting on behalf of the Organization. The Organization shall be bound only by the joint action of the Council Members. The Organization may not recruit or employ any person without a voting simple majority decision of the Council approving such action.

3.1.1 Annual General Meeting

The President shall call an annual general meeting when the previous year's annual accounts are ready for inspection by the Council, for as soon as it can be practically arranged, giving notice to Members of the Organization consistent with Article 3.6.1. The Annual General Meeting is not open to the public.

3.2 Vote

Each Member, acting through its Council Member, has a number of votes in proportion to the size of the country he represents. This number is the same than the number of deputies representing this country at the European Parliament.

If the Member's country is not represented at the European parliament, the Council will decide to give a number in correspondence with the number of the country represented at the European Parliament which is the closest in term of size, means number of citizens.

By default, quorum and voting are governed by rules in Article 3.6.

In exceptional cases the Council can with a supermajority voting decide otherwise.

The following decisions require supermajority:

- Modification of the objectives of the Organization,
- Modification of the number of the votes allocated to each Member,
- Modifications for the conditions for taking decisions,
- Modification of any other obligation of a Member,
- Adoption of the budget,
- Any change to the start and end of the financial year.
- Any Subsidiaries creation

3.3 Officers

The President, Vice-Presidents and Treasurer must be the Designated Representative of a Member but are elected as individuals. They can be dismissed according to the rules of article 2.3 and 3.4.

Officers shall be elected for a term of office of three years, unless agreed otherwise at the time of election. For the avoidance of doubt, the three-year term will expire at the closest scheduled Council meeting to the anniversary of the election.

3.3.1 The President

The President is responsible for representing the Organization, notwithstanding the rules set out in Article 3.7. The President is also responsible for calling and chairing Council meetings. If the President fails to attend a Council meeting, the meeting will be chaired by a Vice President or, in his absence, the Treasurer or, in his absence, the Secretary General.

3.3.2 The Vice President

The Vice President is responsible for assisting the President and acting in the capacity of the President in the latter's absence. The Vice President may have other functions set from time to time by the Council. If all Members decline the Vice Presidency or simply do not ask for it, the seat will be vacant until the Council elects a Vice President. Only up to five Vice Presidents can be appointed.

3.3.3 The Treasurer

The Treasurer shall be generally responsible for oversight over the financial affairs of the Organization; shall act as President in the absence of the President and Vice Presidents; and may have other functions set from time to time by the Council.

3.3.4 The Secretary General

The Council may appoint a Secretary General. The Secretary General will be responsible for the day to day administration of the Organization's affairs.

If the Secretary General is not a Council Member, he shall have the right to attend Council meetings and speak at such meetings, but he shall not have a vote.

The Secretary General may at any time be removed or replaced by the decision of a supermajority voting of the Council. No justification shall be necessary for such removal or replacement.

3.3.5 The Honorary President

The Council may appoint with a voting supermajority decision an Honorary President. Only a former President who had demonstrated by his ambitious action his devotion to the Cloud Computing in Europe could be appointed as Honorary President. This function is granted as individual, for life. The Honorary President can't vote.



3.4 Powers and Functions of the Council

The Council is in charge of applying the general policy of the Organization within the framework defined by these Articles. In particular the Council:

- Shall elect Officers;
- Shall decide on the plan of action and activities within the scope of a provisional budget;
- Shall alone be empowered to modify the amount of the annual subscription payable by the Associate Members;
- Shall alone have the authority to appoint, Suspend or Exclude Members of the Organization;
- Shall alone have the authority to Dismiss Designated Representatives;
- Shall alone have the authority to appoint, Suspend or Exclude Associate Members of the Organization;
- Shall approve the annual accounts;
- Shall, by a decision of a voting supermajority, set budgets for all activities of the Organization;
- May establish Directorates for managing specific activities of the Organization by setting out the charter for the Directorate and establishing a budget where appropriate;
- May create wholly owned limited liability subsidiaries to achieve its objectives as defined in section 1.3 where so doing will not bring it into competition with its own Members. Such operating companies will be managed by the relevant Directorate under the general control of the Council.

3.5 The Directorates

The Council may, by the decision of a simple majority, establish Directorates responsible for certain types of activities of the Organization. Such Directorates shall be created by publishing a charter for the Directorate, setting a commencement date and lifetime for its activities, approving a budget where appropriate, and appointing a Directorate's Chairman. The charter shall set out the Directorate's purpose and the scope of its activities. Should no budget be set then the Directorate may neither spend money nor authorise the spending of money. In no case may a Directorate spend money or authorise the spending of money in excess of its budget. The charter or budget of an established Directorate may be amended or the Directorate abolished by the decision of a voting supermajority. Each Directorate will be managed by a Chairman appointed by a simple majority of the Council. The Council may at its discretion appoint one or more Vice Chairman. Unless otherwise stipulated when the appointment is made, appointments will be for a period of one year or the lifetime of the Directorate, whichever is shorter. A Chairman or Vice Chairman may at any time be removed or replaced by a voting simple majority decision of the Council; no particular justification shall be required for such removal. The Vice Chairman will manage the Directorate in the absence of the Chairman and perform any other duties as may be assigned from time to time by the Chairman or the Council. The Council may at its discretion reimburse legitimate expenses of a Chairman or any Vice Chairmen either from the general budget of the Organization or from the budget of the Directorate. Chairmen and any Deputy Vice Chairmen may at the discretion of the Council be paid a salary or fees charged to the budget of the Directorate.

3.6 Meetings of the Council

The Council will meet on convocation by the President on a regular basis each quarter and in special sessions if so required by 40% or more of the Council Members, stating the agenda. The membership meeting is not open to the public.

3.6.1 Notice

Convocations can be sent by email. However, notice must be sent to the Council Members at the email addresses registered for notices to Members 21 days prior to the date laid down for the meeting and contain the specific details of the agenda, including at least any items requiring a voting supermajority decision. In the case of emergency duly justified by the President in the convocation, the period of notice can be reduced.

3.6.2 Quorum

Council meetings and decisions are only valid if the necessary quorum is present, i.e. at least one half of the votes of the Council Members are present or represented.

3.6.3 Voting

Except for the exceptional cases listed in the beginning of this Article, for which a supermajority is required, all decisions shall be taken by a simple majority of votes, representing at least $\frac{1}{2}$ of the members (Suspended Members not being taken into account). In the case of a draw, the President will have the casting vote.

10% of Council members present can require secret voting.

For the Officer's election if there are a number of candidates and none has a simple majority, a run-off shall take place between the candidates, the winner to be the candidate receiving the most votes. In the event of a tie, the chair of the meeting shall draw lots.

3.6.4 Proxy

Any Council Member who is prevented from attending can be represented by a representative named in a proxy in a form acceptable to the Council. This proxy can be given by registered letter, by electronic mail, by facsimile or by hand to the Secretary General.

One member may act as proxy for three other members in maximum.

3.6.5 Minutes

The decisions of the Council shall be recorded in minutes signed by two signatories, both of whom must be Officers of the Organization. The minutes must be sent by email to Council Members within 30 days.

3.6.6 Electronic Meetings

Meetings of the Council may be held by telephone conference call or any other means that permits all participating Council Members to hear one another. In such cases the meeting will be deemed to have been held at the location of the majority of Council Members present or if there is no such majority at the location of the chair of the meeting.

3.7 Representations of the Organization to Third Parties

The Organization shall only be validly represented in relation to third parties by the signatures of two signatories, both of whom must be Officers of the Organization. Notwithstanding the above, the President shall be empowered to carry out any formalities in the name of the Organization, in particular with a view to its registration and publication of its legal documents.

4. ACCOUNTING AND INSPECTION

4.1 Inspection

The control of the financial situation, the annual accounts and conformity in relation to the statutes of operations to be verified in the annual accounts shall be carried out in accordance with the Law.



4.2 Budgets

No Council Member or Directorate's Chairman or employee of the Organization may exceed the budget or authorise the exceeding of the budget of the Organization or any Directorate as appropriate. This shall not be interpreted as preventing the Council from altering budgets as provided for elsewhere in these articles.

5. FINANCIAL YEAR -LOSSES-PROFITS

5.1 Financial Year

The financial year shall commence on 1 February and end on 31 January each year.

5.2 Annual Accounts

Each year the Council shall arrange for accounts and statements to be prepared for the approval by the Members of the Organization. Each Member with the exception of the Associate Members will have full access to all accounting and other books and records of the Organization.

5.3 Surpluses

The purpose of the Organization does not include the making of profit.

6. BYLAWS

6.1 Bylaws

As well as the rights and obligations for the Members from the clauses of this contract, a bylaw can also be adopted by decision of a voting supermajority of the Council. Such a bylaw shall be able to govern the internal operations of the Organization and the relationships of the Members with each other or with the Organization.

7. WINDING UP -LIQUIDATION

7.1 Winding Up

The Organization can be wound up only by a decision of a voting supermajority of the Council.

7.2 Liquidation and Devolution of the Assets of the Organization

The winding up of the Organization shall lead to its liquidation but the status of the Organization shall remain for the purpose of this action. The Council shall lay down the means of liquidation and appoint one or more liquidators.