BYLAWS "DATACOM INDUSTRY ASSOCIATION" AISBL

TITLE I: PURPOSE AND DEFINITIONS

1 PURPOSE OF THE BYLAWS

These bylaws (the '**Bylaws'**) of the Datacom Industry Association AISBL (the '**Association'**) are adopted by the board of directors of the Association (the '**Board of Directors'**) to implement the provisions of the articles of association of the Association (the '**Articles of Association**') and to specify operational and procedural details to the extent that is useful. In case of discrepancies with the Articles of Association, the Articles of Association shall prevail.

2 DEFINITIONS

Terms with a capital letter in the Bylaws have the meaning set out in the Articles of Association unless otherwise stipulated in these Bylaws.

TITLE II: MEMBERSHIP

3 TYPES OF MEMBERSHIP

3.1 Conditions for membership

In addition to Articles 4.1 and 4.2 of the Articles of Association, the following conditions must be met to be able to qualify as a respective type of Member, in accordance with the legal statuses laid out in https://ec.europa.eu/info/funding-tenders/opportunities/docs/2021-2027/common/guidance/rules-lev-lear-fca_en.pdf:

3.1.1 Industry Member: private for-profit entity, not qualifying as SME

3.1.2 SME Member: private for-profit entity qualifying as small or medium size enterprise

3.1.3 Research Member: research organization as well as ~~or~~ higher education establishment

3.1.4 Association Member: a non-profit, NGO, CSO, or IO organization.

3.1.5 Founding Member: any of the above member types, which applied within the timeframe laid out in Article 4.2.2 of the Articles of Association.

3.1.6 Associate Member: any natural person qualifying according to Article 4.2.3 of the Articles of Association.

3.2 Rights and obligations of the Members

In addition to Article 4.3 of the Articles of Association, the Members shall have the following rights and obligations:

3.2.1 Propose working groups, in collaboration with other Members, to the board for approval

3.2.2 Propose activities within proposed or existing working groups to the chair(s) of the working groups

4 MEMBERSHIP FEE

4.1 Each Member will be required to pay the Membership Fee, as determined yearly by the

General Meeting in accordance with Article 7.1 of the Articles of Association

4.2 Membership Fees will be used for general working purposes and running costs of the Association, including those of the Secretary General and the Association's Office (if any), as determined by the Board of Directors.

4.3 All Members shall pay Membership Fees in full within sixty (60) calendar days from the receipt of the invoice issued every year by the Association.

4.4 When determining the Membership Fees, the General Meeting, must respect the different types of members and organizational natures~~, including:~~

4.5 The amount of Membership Fees for an applicant joining the Association during the financial year is the following:

4.5.1 If a new Member joins the Association during the first half of the financial year, the Member shall pay the entire yearly Membership Fee.

4.5.2 If a new Member joins the association during the second half of the financial year, the Members hall pay 50% of the Membership Fee.

TITLE III: ORGANIZATION OF THE ASSOCIATION

5 ORGANIZATION OF ELECTRONIC MEETINGS

5.1 Practical arrangements

5.1.1 In addition to Article 10.3.5 and Article 11.5.6 of the Articles of Association, the following practical arrangements shall apply to electronic participation in General Meeting and meetings of the Board of Directors:

a) General Meetings and meetings of the Board of Directors may be conducted via teleconference, videoconference, or other appropriate communication methods, provided that all participants can hear and speak to one another in real time.

b) The chairperson shall ensure, in collaboration with the Association's Office, that:

i) Invitations to the meeting specify the communication method to be used; and

ii) Necessary technical arrangements are in place to facilitate effective participation.

5.2 All Members who intend to be present at a meeting must have confirmed their ability to access the designated communication method prior to the meeting.

5.3 Attendance

5.3.1 Attendance via remote communication methods shall be deemed equivalent to in-person attendance for the purposes of establishing quorum and voting rights.

5.3.2 All Members present are asked to identify themselves at the beginning of the meeting.

5.4 Minutes

5.4.1 Resolutions adopted during a remote meeting shall be recorded in the minutes in the same manner as those adopted during in-person meetings.

5.4.2 Any technical disruptions affecting participation or voting shall be noted in the minutes.

5.5 Confidentiality and security

5.5.1 All Members present are responsible for ensuring the confidentiality of discussions conducted via electronic meetings.

5.5.2 In the event of a technical failure preventing a quorum from being maintained, the chairperson may suspend the meeting and reschedule it at the earliest convenience.

6 WORKING GROUPS AND COMMITTEES

6.1 Composition

6.1.1 In accordance with Article 9.3 of the Articles of Association, any Member Representative may propose the establishment of a working group for approval by the Board of Directors.

6.1.2 The chair(s) of proposed working groups shall consist of Members Representatives appointed by the Board of Directors, based on their expertise, experience, and representation of relevant stakeholder groups.

6.1.3 The chairs of a working group oversee activities and ensure compliance with the defined objectives and timelines.

6.1.4 The chairs of a working group oversee the workings of the working group, composed of Member Representatives and DIA-external experts, as the chair(s) of the working group deem necessary for the advance of the activities in the working group.

6.1.5 The composition of each working group shall reflect the need for diverse perspectives while ensuring a manageable group size for effective functioning.

6.1.5.1 Any reason for limiting participation in a WG activity shall be communicated to Members seeking participation in such activity.

6.2 Competences

6.2.1 Each working group shall operate within the mandate and competences given by the Board of Directors, which shall include:

a) Objectives and deliverables, together with associated timelines;

b) Decision-making authority (if any);

c) Reporting.

6.2.2 Working groups shall act in an advisory capacity unless explicitly granted decision-making authority by the Board of Directors.

6.3 Operations

6.3.1 A working group proposal to the Board of Directors shall include a proposed charter, outlining

a) Background, drivers, and vision for the working group

b) One or more themes, defining a work area within the working group, listing

a. One or more Member Representatives, responsible for the overall organization of the theme's activities

b. A list of activities, such as, but not limited to, speaker series, webinars, workshops or R&D activities

c. Each activity includes one or more Member Representatives responsible for executing the outlined activity

6.3.2 An approved and published charter shall include the information in clause 6.3.1, in addition to

a) Organization of the working group, including

a. The names of responsible Member Representatives acting as chair(s) of the proposed working group

b. Mailing list through which working group members will communicate

c. Information on DIA webpage, holding external information of the proposed working group

6.3.3 The charter of the working group may be regularly updated to accommodate the interests and commitments of working participants towards the overall objectives of the working group.

a) The working group chair(s) seek consensus on changes to affected existing themes through the mechanisms described in Article 6.3.4.

a. The addition of new themes (and associated activities) will be reviewed and approved by the Board of Directors.

b) The working group chair(s) will reflect those updates in a revised charter and make the revision available on the DIA internal workspace.

c) The Board of Directors may raise potential conflicts, after quorum for the introduction of any charter updates has been reached in the working group.

a. If a conflict has been identified by at least one Director of the Board, a possible conflict resolution needs to be provided by the WG chair(s), for which explicit approval of the Board of Directors is needed.

6.3.4 Each working group shall adopt internal procedures for its operation, subject to approval by the Board of Directors. These procedures shall cover meeting schedules and format, voting rules (if applicable) and communication and documentation protocols.

a) Voting procedures to agree a decision, e.g., on WG charter revisions, shall follow the procedures outlined in Article 10.3 of the Articles of Association, adjusted to working groups.

b) In cases where special provisions are planned for, e.g., voting procedures or confidentiality of content and outcomes produced by the proposed working group, those must be specified in the working group proposal to the Board of Directors at the time of approval.

c) Any introduction of special provisions after establishment of the working group needs explicit approval by the Board of Directors, after quorum, according to previous sub-clauses (a) and (b), for the introduction of those special provisions has been reached in the working group.

6.3.5 The working group chair(s) shall be responsible for ensuring the timely preparation and distribution of agendas and reports.

6.3.6 The working group chair(s) shall be responsible for updating any external website information in due course, collaborating with the Association's Office in this regard.

6.3.7 The Board of Directors shall periodically review the performance and relevance of each working group and may decide to extend, modify, or dissolve its mandate.

7 RESPONSIBILITIES OF THE CHAIRMAN AND THE TREASURER

7.1 Responsibilities of the Chairman

7.1.1 The Chairman shall be the principal representative of the Association and shall preside over meetings of the Board of Directors and the General Meeting.

7.1.2 The Chairman shall set the agenda for meetings of the Board of Directors and the General Meeting, in consultation with the Secretary General.

7.1.3 The Chairman shall ensure that meetings are conducted efficiently, following the procedures outlined in the Articles of Association and the Bylaws.

7.1.4 The Chairman may call special meetings of the Board of Directors or the General Meeting if required by the needs of the Association.

7.1.5 The Chairman shall work closely with the Secretary General to ensure the effective functioning of the Association's governance.

7.2 Responsibilities of the Treasurer

7.2.1 The Treasurer shall be responsible for overseeing the financial affairs of the Association, ensuring that all financial transactions are properly recorded and that financial reports are regularly prepared.

7.2.2 The tasks of the Treasurer, include but are not limited to:

a) Providing regular financial updates to the Board of Directors and the General Meeting;

b) Assisting with the preparation of the annual budget; and

c) Contributing to the development of long-term financial strategies for the Association.

8 OFFICE

8.1 Establishing an office

8.1.1 In addition to Article 12 of the Articles of Association, the Association may decide to establish an Office, which shall operate under the authority of the Secretary General. The Office will assist the Secretary General in the day-to-day management and operations of the Association.

8.1.2 Adequate financial and material resources shall be allocated to ensure the Office can perform its functions effectively.

8.2 Tasks

8.2.1 The responsibilities of the Office include administrative tasks, communication with Members, and supporting the Treasurer, such as assisting with budget preparation.

8.2.2 The Office may assist the Secretary General in the production of an annual activity report for submission to the Board of Directors for review.

8.2.3 The Office shall operate in strict compliance with the Articles of Association, Bylaws, and applicable laws.