



Internal Rules

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1. Mission and vision

We believe that everyone benefits from a more digitally inclusive society. Therefore, DigitAll strives for a prosperous and inclusive Belgium, where everyone has the same opportunities to enjoy the better quality of life and job opportunities that digitalization brings.

To this end, we connect people and organizations committed to making a structural change and increasing the impact on digital inclusion in Belgium through co-creation and awareness, with an open and diverse mindset.

Unless otherwise specified in these internal rules (the **Internal Rules**), all capitalized terms have the same meaning as defined in the Bylaws.

2. Membership

2.1 Membership applications

As stipulated in Article 7 of the Bylaws of the Association DigitAll (hereafter “Association”), candidate members must submit their application to be accepted as a member of the Association to the Delegated Director/Director of the Association.

The following documents must at least be included with the application:

- the name, legal form, address of the registered office, company or VAT number or equivalent number, and contact details of the main contact person;
- in the case of a natural person: a copy of the identity card;
- and in the case of a legal entity: a copy of the statutes, composition of the Board of Directors, the most recent annual accounts, UBO extract.

2.2 Membership fee


The membership fee must be deposited into the Association's bank account number BE54 0019 8432 9097 no later than one month after a written request to do so.

The membership fee is determined as follows:

Membership formula fees
VAT excluded

	For profit organisations	Not for profit organisations	Governmental & Academic
Small organisations 1-49 employees and/or < € 10m of turnover	€ 500	€ 500	€ 1.500
Medium organisations 50-249 employees and/or € 10m - € 50m of turnover	€ 1.500	€ 500	€ 1.500
Large organisations > 250 employees and/or > € 50m turnover	€ 6.500	€ 500	€ 1.500

If you are interested in learning more, we invite you to schedule a call with our team to discuss pricing specifics for your organisation, and address any questions you may have.



2.3 Liability

Members are not liable for the Association's obligations in their capacity as members of the Association.

3. Operation and description of the Association's bodies

3.1 General Assembly

The General Assembly consists of all voting members of the Association.

The General Assembly is the highest body within the Association, and its operation is set out in Title V of the Bylaws.

The secretary prepares a report of each General Assembly. This report contains at least the following information:

- the date and place (or manner) of the meeting;
- the names of the present, represented, excused, and absent members and other participants in the meeting;
- the agenda items discussed, a brief summary of the deliberations, and the decisions taken.

The report is submitted for approval at the next General Assembly. The report is signed by the chairperson, secretary, and any member who expressly requests it. In case of urgency, the report can also be approved at the end of the meeting to which the report relates.

3.2 Board of Directors

a) Composition

The Board of Directors is appointed by the General Assembly in accordance with Article 25 of the Bylaws.

The Association strives for a balanced and complementary composition of the Board of Directors, with an equal gender ratio and particular attention to diversity. To ensure continuity within the Board of Directors, it is aimed that not all board mandates expire simultaneously.

The Board of Directors maintains a directors' matrix, providing an overview of the existing and desired competencies of the members of the Board of Directors.

When searching for a new director, the Board of Directors, using the directors' matrix, prepares a list of competencies ideally sought in a new director.

b) Function and responsibilities

The Board of Directors oversees the implementation of the Association's mission and vision. The Board of Directors takes responsibility for guiding, advising, and controlling the management at a strategic level, with sufficient respect for autonomy.

The Board of Directors is authorized to perform all acts and make decisions necessary or useful for achieving the Association's non-profit purpose, except for decisions reserved for the General Assembly by law or the Bylaws.

This includes, among other things, the powers listed in Article 26.2 of the Bylaws.

The Board of Directors appoints a Chairperson and Vice-Chairperson from among its members. Additionally, the Board of Directors may appoint a treasurer and a secretary from among its members.

The powers of the Chairperson are described in Article 35.1 of the Bylaws. The Chairperson is also responsible for:

- organizing self-evaluations of the Board of Directors;
- serving as the primary point of contact for other directors and the Delegated Director/Director;
- maintaining good working relationships with the Delegated Director/Director and the management team, providing support and advice to the Delegated Director/Director with respect for the responsibilities of the Delegated Director/Director;
- and conducting an annual evaluation interview with the Delegated Director/Director. The Chairperson reports on this to the Board of Directors.

The Vice-Chairperson is responsible for replacing the Chairperson if the latter is unable to do so.

The treasurer is, amongst others, responsible for:

- overseeing the Association's financial situation, in close collaboration with the Delegated Director/Director and the Association's financial officer;
- reporting to the Board of Directors on the financial situation;
- and overseeing the preparation of the Association's annual accounts and budget.

The secretary is responsible for preparing and keeping the minutes of the General Assembly and the Board of Directors; and maintaining and updating the membership register.

c) Meetings of the Board of Directors

In accordance with Article 27 of the Bylaws, the Board of Directors is convened when the Association's interests require it. This happens at least four times a year and whenever the Chairperson requests it or at the written request of at least half of the directors. The Chairperson prepares a tentative schedule of the planned board meetings for the coming year before the start of the working year.

The convocation is done by ordinary communication means and at least seven calendar days before the date of the meeting. In case of justified urgency, the minimum convocation period mentioned above can be deviated from.

The Chairperson prepares the agenda and circulates it along with the convocation. Each director can request the Chairperson to add an additional item to the agenda via ordinary communication means no later than five calendar days before the meeting.

The agenda contains at least the following items:

- approval of the minutes of the last Board of Directors meeting;
- follow-up of the decisions of the previous meeting and other items requiring follow-up;
- and an overview of the most important events for the Association since the last meeting and noteworthy developments in the organization and the sector.

All documents to be discussed are, in principle, provided to the directors no later than 48 hours before the meeting, unless there is a justified urgent reason why this deadline cannot be met.

The meeting is chaired by the Chairperson, or if the latter is unable to do so, by the Vice-Chairperson, or if the latter is also unable to do so, by the oldest present director.

In accordance with Article 30 of the Bylaws, the Board of Directors can validly deliberate if at least the majority of the directors are present or represented.

The modalities for decision-making are described in Article 30 of the Bylaws.

The meetings of the Board of Directors are, in principle, attended by the management, who have an advisory but not a decisive vote. The members of the Board of Directors can always request that one or more members of the management leave the meeting.

The secretary prepares a report of each Board of Directors meeting. This report contains at least the following information:

- the date and place (or manner) of the meeting;
- the names of the present, represented, excused, and absent directors and invitees;
- the agenda items discussed, a brief summary of the deliberations, and the decisions taken. Minority positions are included in the report at the express request of one of the members of the Board of Directors.

The report is submitted for approval at the next Board of Directors meeting. The report is signed by the Chairperson and any director who requests it. In case of urgency, the report can also be approved at the end of the meeting to which the report relates.

Those who take on the mandate of director endorse the Association's mission and vision. The directors actively, critically, and stimulatingly fulfill their role. They ensure the strategic fulfillment of the mission and vision and the continuity of the Association. They give space to the management for entrepreneurship but are also involved and accessible.

Directors are expected to attend all Board of Directors meetings. If a director cannot be present, they must notify the Chairperson in advance and in writing, stating the reason for the absence. Directors are expected to come prepared to the meeting and actively participate in the meetings.

For the exercise of their function, directors have the right to access all information, data, and documents of the Association. Each director undertakes to use this information, data, and documents solely for the exercise of the mandate at the Association.

Each director handles confidential information discreetly in all circumstances. All documents provided for discussion at a Board of Directors meeting are strictly confidential and cannot be shared or made available to people outside the Board of Directors. The directors will maintain complete discretion regarding the discussions within the Board of Directors. The same obligation applies to all other attendees at the Board of Directors meetings.

Directors exercise their mandate without remuneration, unless otherwise decided by the General Assembly. If expenses need to be incurred in the exercise of their mandate (e.g., travel expenses), they will be reimbursed by the Association, provided that this is approved by the Board of Directors. This approval can take place based on specific approval decisions of the Board of Directors or based on a developed policy for the reimbursement of incurred expenses.

3.3 Daily management

The Board of Directors appoints a Delegated Director/Director for daily management in accordance with the provisions of Article 37 of the Bylaws.

The daily management of the association includes both actions that do not go beyond the needs of the daily life of the Association and actions that, due to their lesser importance or urgency, do not justify the intervention of the Board of Directors.

In the decision to delegate daily management, the Board of Directors can describe in more detail the powers that fall under daily management. These are described in the delegation matrix (to be prepared).

Daily management can delegate certain powers to employees or other people, without delegating daily management as a whole.

If daily management is delegated to multiple people, the Board of Directors will clarify in its delegation decision whether the persons entrusted with daily management will exercise their powers individually, jointly, or as a college.

Daily management is appointed for an indefinite period. The Board of Directors can terminate the appointment of daily management at any time. A person entrusted with daily management can also voluntarily resign at any time.

3.4 Member committees

In accordance with Article 17.1 of the Bylaws, the General Assembly consists of three (3) groups:

- Structural Partners Committee;
- Partners Committee; and
- Ordinary Members Committee.

Each member committee will appoint a chairperson and a vice-chairperson from among its members and will nominate these people as candidate directors of the Association.

For the appointment of the chairperson and vice-chairperson, each member committee will be convened by the person who is currently chairperson, via ordinary communication means, and at least fifteen (15) calendar days before the meeting of the member committee. The convocation letters will contain the date, time, and place of the meeting. Additionally, the convocation letters will state whether members can participate and vote electronically. The agenda and essential documents necessary for the discussion will be attached to the convocation letters. The agenda of the meetings is prepared by the chairperson of the relevant member committee.

The meeting will be validly composed when at least half of all members of the relevant member committee are present or represented.

Each member has one (1) vote within their own group. Decisions of the member committee meeting are deemed validly taken when they obtain at least a majority of fifty percent (50%) plus one (1) of the votes cast by the present or represented members. Blank votes, invalid votes, and abstentions are not counted.

3.5 Working groups and committees

The Board of Directors can establish ad hoc and permanent working groups and committees. These are described in Article 36 of the Bylaws.

3.5.1 Remuneration Committee

The Remuneration Committee of the Association advises on the Association's remuneration policy and ensures the correct implementation of the remuneration policy.

The Remuneration Committee ensures that the remuneration policy meets the following criteria:

- the remuneration policy must be fair and appropriate to attract, retain, and motivate the Association's employees;
- it must be reasonable in light of the Association's overall financial situation; and
- it must support and reinforce the Association's strategic objectives and vision.

The operation and mission of the Remuneration Committee are as follows:

- the Remuneration Committee focuses on the strategic remuneration policy and takes an advisory role;
- the Remuneration Committee ensures the integrity of the Association's remuneration policy; and
- the Remuneration Committee serves as a sounding board when new guidelines or instruments are developed regarding employment conditions.

The Remuneration Committee consists of 3 members and is a permanent body. The members of the Remuneration Committee are chosen from among the members of the Board of Directors and by the Board of Directors.

The practical operation of the Remuneration Committee is determined by the Board of Directors.

3.5.2 Audit Committee

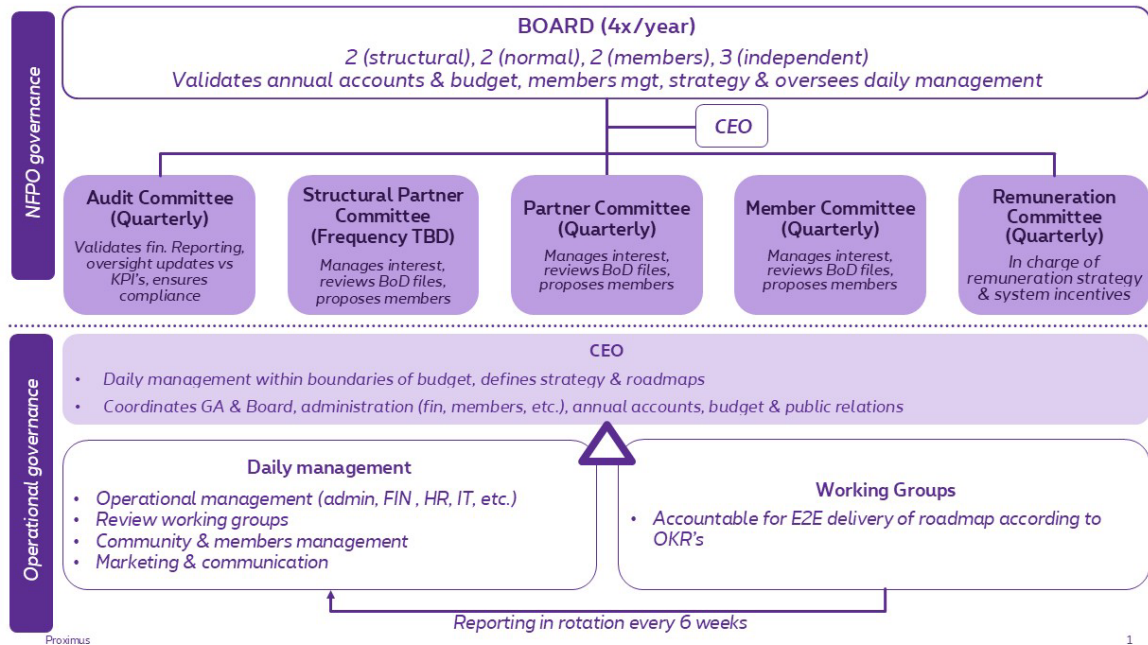
The Audit Committee of the Association assists the Board of Directors in exercising its supervisory and control duties in the broadest sense. The Audit Committee can obtain all useful information or documents and conduct any necessary review. The Audit Committee oversees the integrity of the Association's financial information, particularly by assessing the applied accounting standards.

The Audit Committee consists of 3 members and is a permanent body. The members of the Audit Committee are chosen from among the members of the Board of Directors and by the Board of Directors.

The practical operation of the Audit Committee is determined by the Board of Directors.

4. HR & employee policy

The structure and division of functions of the Association can be found in the organizational chart.



[Click here for a text version of the structure and functions](#)

The Association is committed to a personnel policy based on solidarity, transparency, sustainability, and responsibility. The Association considers it important to create a safe and ethically responsible environment for all members, staff, and other employees. It tries to make this concrete through the following principles:

- Collaboration
- Inclusiveness
- Engagement
- open mindset

4.1 Fair compensation

The Association applies a remuneration policy with particular attention to fair compensation and the principles of fair practices.

The Association compensates all employees fairly, regardless of their status. For employees, the Association bases its remuneration on the salary scales of the Joint Committee 337 (PC/CP 337). For *freelancers* who do not work under an employment contract, the Association always tries to provide appropriate compensation and uses the minimum compensations provided in Joint Committee 337 as a starting point for negotiations.

4.2 Diversity

The Association applies a personnel policy with particular attention to diversity.

Basic principles:

- We recognize that each employee brings their own unique talents, experiences, and characteristics to the workplace.
- We are committed to recruiting the best-qualified candidate for each position in the Association and treating all applicants and employees equally, solely based on relevant competencies and objective criteria.

- We all have the responsibility to create an open and attractive work environment that encourages the contributions of people with different backgrounds and experiences. We want to foster a mindset of respect and openness at all levels of the organization and treat all employees fairly and equally.
- No one within the Association may discriminate against an applicant or colleague based on race, color, religion, gender, sexual orientation, nationality, age, or disability. Our behavior is free from any form of racism, intolerance, discrimination, or other attitudes that may affect the dignity of men and women in the workplace.

We incorporate diversity into all aspects of our actions. Intolerance is simply unacceptable. We will take responsibility to provide equal opportunities for everyone.

4.3 Responsibilities regarding employees

The employment regulations and employment conditions can only be amended with the approval of the Board of Directors.

The employment regulations define the powers of the managerial and supervisory staff. The managerial and supervisory staff act within the framework of the Employee policy.

Within the limits set by the Board of Directors, the employee policy of the Association falls under daily management.

It is important for all parties involved that daily management clearly knows which decisions regarding the hiring and dismissal of staff it can autonomously make and which it cannot. The Board of Directors will therefore explicitly determine in a special decision how decisions on this matter can be made, with attention to nuances, e.g., regarding the hiring of staff with a specific salary cost, special forms of dismissal such as dismissal for urgent reasons or the dismissal of an employee with a protected status.

Daily management reports regularly and also spontaneously whenever it is useful, on all facts and important information that the Board of Directors reasonably needs to know in order to supervise the employee policy.

The Board of Directors is informed as soon as possible of any labor dispute in which the organization acts as a defendant. Prior to initiating a labor dispute in which the organization acts as a plaintiff, the Board of Directors must give permission.

The Board of Directors can also decide to assign certain powers regarding employee policy to certain members of the management (e.g., the HR officer).

5. Financial Policy

The Association realizes its mission in a sustainable and business-responsible manner and ensures substantive integrity. The Board of Directors ensures that financial and internal quality control is adapted to the size of the organization and the applicable regulations.

6. Code of ethics

6.1 Loyalty and independence

Members, directors, and the Delegated Director/Director act loyally towards the Association. They exercise their powers independently and take into account only the interests of the Association.

6.2 Conflicts of interest for Directors

When the Board of Directors must make a decision or express an opinion on a transaction within its competence, in which a director has a direct or indirect interest that conflicts with the interests of the Association, the conflict-of-interest procedure must be applied. This is described in Article 33 of the Bylaws.

6.3 Internal conflicts

In the event of a conflict between the Board of Directors on the one hand and daily management or the management on the other hand regarding policy or governance matters, they will strive to reach a solution through mutual consultation.

If they fail to reach a solution within a reasonable period set by the Chairperson, a mediator may be appointed. The final decision on whether or not to appoint a mediator lies with the Board of Directors.

6.4 Open communication and self-evaluation

The Association attaches great importance to an open debate and communication culture within the organization. Daily management and Directors are accessible, approachable, and open to constructive feedback, also from employees and other staff members.

On the initiative of the Chairperson, an annual self-evaluation is conducted by the Board of Directors.

7. Insurances

The Association ensures that the mandatory (workers' compensation insurance for employees, civil liability insurance for volunteers, etc.) and useful insurances (Directors' liability and legal assistance insurance, event cancellation insurance, etc.) for the Association itself, its staff, Directors, volunteers, and other authorized persons are taken out.

The conclusion of the mandatory and useful insurances falls under the powers of daily management.

8. Final Provisions

These internal rules supplement or clarify the applicable legal provisions and the Bylaws. If the provisions of these internal rules conflict with the letter or spirit of the applicable legal provisions or the Bylaws, these provisions of these internal rules will be considered unwritten. The invalidity of these provisions does not affect the validity of the other provisions of these internal rules.

These internal rules were approved by the Board of Directors on September 12th, 2024.

These internal rules can only be amended by the Board of Directors.

The internal rules and any amendments thereto are communicated to the Members or made available on the Association's website.



Governance of the Not-for-profit organization

- **Board** (meets 4 times a year)
 - Composition
 - 2 structural directors
 - 2 ordinary directors
 - 2 member representatives
 - 3 independent directors
 - Responsibilities
 - Validates the annual accounts & budget, manages members, sets strategy
 - Oversees daily management
- **CEO**
- **Committees (report to the Board)**
 1. **Audit Committee** (meets quarterly)
 - Validates financial reporting
 - Oversees updates vs KPIs
 - Ensures compliance
 2. **Structural Partner Committee** (meeting frequency to be decided)
 - Manages interest
 - Reviews Board files
 - Proposes new members
 3. **Partner Committee** (meets quarterly)
 - Manages interest
 - Reviews Board files
 - Proposes new members
 4. **Member Committee** (meets quarterly)
 - Manages interest
 - Reviews Board files
 - Proposes new members
 5. **Remuneration Committee** (meets quarterly)
 - In charge of remuneration strategy & system incentives

Operational governance

- **CEO**
 - Daily management within the boundaries of the budget, defines strategy & roadmaps
 - Coordinates the General assembly & the board, administration (finance, members, etc.), the annual accounts, the budget & public relations
- **Daily management**
 - Operational management (administration, finance, HR, IT, etc.)
 - Review of working groups
 - Management of community & members
 - Marketing and communication
- **Working groups**
 - Accountable for E2E delivery of roadmap according to OKRs

The daily management and working groups report every 6 weeks in rotation.