

Articles of Association of the EUROPEAN COMMERCE REGISTERS' FORUM

(as approved by the ECRF General Assembly, Gibraltar, June 5th, 2018)

The members of the European Commerce Registers' Forum have adopted the Articles of Association of the organization as follows:

ARTICLE 1

- 1.1. The name of the organisation is the European Commerce Registers' Forum (ECRF), hereinafter referred to as the "Forum". The Forum is a non-profit, self-financing interest organization for co-operation in Europe.
- 1.2. The Forum consists of:
 - The General Assembly
 - The Steering Committee
 - The Working groups

ARTICLE 2

Purpose

The purpose of the Forum is

- to promote collaboration with other international business register organizations,
- to facilitate exchange of information and practice between business registers.

ARTICLE 3

Membership

- 3.1. Membership eligibility

The official or authorized public authority responsible for the business and commerce registers in European countries may be a member of the Forum.

In countries divided into multiple jurisdictions, only one authority may be elected as member of the Forum.

3.2. Application for membership

An application for membership must be sent to the President of the Steering Committee. This application shall thereafter be circulated by the Secretariat of the Steering Committee among the members of the Forum.

The membership application must include:

- a statement that the applicant is the official public authority responsible for the business and commerce register in its country,
- a description of the applicant's status, purpose and functions.

3.3 Membership approval

The General Assembly decides on a membership application at the annual session of the General Assembly by vote of the members present.

3.4 Membership fee

The annual membership fee is decided by the General Assembly on proposals made by the Steering Committee. The fee is paid by the members to the Treasurer before the end of March every year. A member cannot attend the annual session of the General Assembly if its annual fee has not been paid. The membership fee calculation is based on the number of all registered entities.

3.5 Termination of membership

A member may terminate its membership per January 1st of the following year by written notice to the Steering Committee. The written notice must be introduced at the latest before December 1st of the current year. The Steering Committee informs the members accordingly.

A member may be excluded from the Forum by vote of the Steering committee,

- due to failure in membership fee payment for one year,
- if a member does not fulfil anymore the conditions of article 3.1,
- if a member acts contrary to the interests of the Forum.

ARTICLE 4

The General Assembly

The General Assembly is the highest authority of the Forum. The General Assembly is constituted by all the members of the Forum. The General Assembly convenes at the same time as the Annual Conference. The General Assembly is held before the end of

June. The General Assembly adopts Rules of Good Governance proposed by the Steering Committee.

The following business is dealt with by the General Assembly:

- Adoption and amendments of the Articles of Association
- Dissolution of the Forum
- Approval of the annual accounts and the annual report
- Establishment, maintaining and termination of working groups
- Approval of the working groups report
- Adoption of the Forums operation plan, budget and annual membership fee for the coming year
- Decision on the host country of the conference for the coming year
- Decision on the financial participation to the ECRF conference
- Appointment of the Steering Committee
- Appointment of two auditors
- Other business duly referred to the General Assembly

Voting procedure

Each member has one vote at the General Assembly. With the exception of decisions taken under article 13, all decisions at the General Assembly are taken by simple majority voting of the members present.

Notice of meetings

Notice of the General Assembly session is sent out two months in advance by the Secretariat.

The agenda of the General Assembly is set by the Steering Committee.

The agenda of the General Assembly is sent out by the Secretariat one month in advance of the General Assembly session.

Extraordinary meetings of the General Assembly

Members may decide by simple majority to convene extraordinary General Assembly sessions which are governed by the same rules and procedures as the annual ordinary General Assembly session.

ARTICLE 5

The Steering Committee

The Forum is managed by the Steering Committee under the authority of the General Assembly. The Steering Committee is the daily governing and planning body of the Forum. The Steering Committee comprises the President of the Forum, the Treasurer and up to a maximum of 3 additional members, all appointed by the General Assembly for a period of two years and which may be re-elected for an unlimited number of times. The Conference Director and the next Conference Director may participate at the Steering Committee as observers.

All the officers are honorary.

The Steering committee is empowered to spend money within the approved budgets and transact general business of the Forum.

The Steering Committee:

- Approves the admission of new members;
- Decides on the termination of membership;
- Proposes to the General Assembly the times and places of the succeeding Annual Conference and General Assembly;
- Supervises all arrangements made for the organization of the Annual Conference by the Conference Director and the annual session of the General Assembly;
- Transacts all business of the Forum between and at the Annual Conference and General Assembly;
- Has the responsibility for the establishment of the annual accounts of the Forum;
- Finalises the annual report of the year and sends it to the members at least one month before the next session of the General Assembly;
- Decides on the annual conference budget and decides on conference fees for members, non-members, guests and sponsors.

The Steering Committee may extend invitations for attending Steering Committee meetings.

The Steering Committee decides by simple majority of the members present. In case of equal number of votes, the President decides.

ARTICLE 6

The President

The President presides over the Forum. The President must be a representative of one of the members of the Forum and is elected by the General Assembly at the annual session for a period of two years. The President may be re-elected for an unlimited

number of times. The President chairs all meetings of both the members and the Steering Committee.

The President and his member -organisation have the responsibility to provide secretarial services to the Forum for the duration of his mandate. The Secretariat records the minutes of each meeting of the members and each meeting of the Steering Committee and provides a copy of such minutes to all members. The minutes of the annual session of the General Assembly are communicated to the members within 2 months after the end of the annual session. Members shall approve the minutes within one month by email. No reply within one month means approval.

ARTICLE 7

The Conference Director

The Conference Director is appointed for a duration of one year by the members at the annual session of the General Assembly as proposed by the conference hosting organization. The Conference Director presides over the Annual Conference and is responsible for the organization of the Conference.

ARTICLE 8

The Treasurer

The Treasurer is responsible for the collection, disbursement, recording, and custody of all funds of the Forum as well as the general bookkeeping of the Forum. The Treasurer is elected by the General Assembly for a period of two years. The Treasurer may be re-elected for an unlimited number of times. The Treasurer acts in respect to the Rules of Good Governance.

ARTICLE 9

Working groups

The General Assembly may establish Working groups for specific purposes. The General Assembly determines the purpose of the Working group and allocates a budget for functioning purposes. The participation in the Working group is on voluntary basis. A Working group reports each year to the General Assembly at the annual session and each time the Working Group or the Steering Committee deems necessary.

The working group functions under the responsibility of a working group president who is responsible for

- the management of the working group in accordance with the assigned purpose and the Rules of Good Governance,
- the respect of the allocated budget and the approval of the expenses of the working group members within the limits of the allocated budget,
- the submission of the annual report to the General Assembly.

Each working group establishes its own working rules within two months of the establishment of the working group. These rules are communicated to the Steering Committee.

ARTICLE 10

Annual Conference

The Forum chooses a Conference Director to organise an Annual Conference, in which all members are able to participate. The Steering Committee may limit the number of participants, and may invite non-members and sponsors to take part.

ECRF may contribute to the costs of the conference, from its own funds, up to a maximum amount decided annually by the General Assembly. Otherwise, the Annual Conference is self-financing, with the organising jurisdiction expected to cover all costs.

ARTICLE 11

Financing

The Forum is financed through payments made by the members, organizations and the possible surplus generated by the Annual Conference.

The Forum's annual expenses are planned, organised and executed in accordance with the annual budget approved by the General Assembly.

The Forum's accounts are audited by two auditors, appointed annually to this purpose by the General Assembly.

The financial year of the Forum starts January 1st and ends December 31 of each year.

ARTICLE 12

Languages and communication

The customary language of the Forum is English.

Communication between members is done electronically by email.

ARTICLE 13

Proposal of amendments shall be sent to all members with the minimum of three months notice before the General Assembly. Amendments to the statutes and dissolution of the Forum are validated by the General Assembly if 3/4 of the members are present. The decision requires the vote of 3/4 of the members present.