

Internal Rules of the Association

1. Membership criteria

Membership in GENA is reserved for incorporated businesses with allocations made on the basis of one membership per group of companies interconnected through ownership and control. These organisations offer B2B services related to eInvoicing and other business digitalisation solutions in Europe and the World.

2. Membership types

1. Full Members

Entities whose primary business activities include providing eInvoicing services can only choose to join GENA as Full Members. These services encompass the creation, transmission, and management of electronic invoices, as well as ensuring compliance with applicable electronic invoicing regulations and standards.

Full members hold the privilege of voting on all organizational and financial matters, embodying a pivotal role in steering GENA's direction. Representatives of Full Members are eligible to apply for esteemed positions within the Executive Committee and can take on leadership roles in Working Groups.

2. Associate Members (Non-voting)

This membership category is designed for organizations that do not meet the criteria for Full Membership. For the avoidance of doubt, the criteria for Full Member status should be interpreted broadly with the objective that only organisations that are not providers of software and/or technology services in the e-invoicing and B2B data interchange ecosystem may qualify for Associate Member status. .

Associate Members may participate in relevant open meetings and working groups of the Association subject to the decision of the Executive Committee.

3. Chapter Members

Chapter Members are organizations, whether already member of GENA or not, that express a keen interest in participating in local or regional Chapters to engage in discussions pertinent to localized or regional topics.

Chapter Members can participate in relevant open meetings and working groups of the Chapter but Chapter Membership does not give access to the regular activities of the GENA association.

3. Membership Conditions and Procedures

Rules applying to all type of members:

3.1 General Rules

Each Member (Full or Associate or Chapter) shall:

- Sign a copy of the Charter or make a written (electronic) declaration to indicate its acceptance of its provisions;
- Act at all times in a manner compatible with the objectives of the Association;
- Ensure that when relevant it voices the interests of itself and its customers;
- Participate in the activities of the Association;
- Take responsibility for its own Representative's travel and accommodation expenses, when taking part in the Association's activities;
- Contribute to the budget of the Association on the basis with such annual Membership fees as determined by the General Assembly.

Each Member undertakes to notify the Association immediately of becoming aware of any of the following events:

- The Member ceasing to satisfy the membership criteria specified above;
- The occurrence of bankruptcy, liquidation or any other procedure having bankruptcy or liquidation effects under the national law of such Member.

3.2 Resignation and Dismissal

Membership shall cease on resignation or on dismissal.

All resignations must be notified to the Secretariat function in writing. A Member of the Association that leaves the Association shall, as of date of notification of its resignation or dismissal have no more rights as a Member of the Association. Notwithstanding any withdrawal, a withdrawing Member or a successor to its rights and obligations shall be fully liable for the due performance of all its obligations under this Charter incurred prior to its effective withdrawal date, in particular all costs which would otherwise be its responsibility for the calendar year in which the notice of withdrawal is received.

A Member of the Association can be dismissed in case of infringement of the provisions of this Charter, violating, infringement of the decisions of the Association or who ceases to satisfy

the membership criteria or is subject to the occurrence of bankruptcy, liquidation or any other procedure having bankruptcy or liquidation effects under the national law of such Member. A Member can also be dismissed in case of non-payment of membership fees within 6 months after their due date.

The dismissal of a Member of the Association is decided by the Executive Committee. The dismissal shall have an immediate effect. The Executive Committee may suspend the membership until it takes its decision. The General Assembly will be informed promptly of such decisions.

3.3 Nominated Representative

Each Member, being a legal person, shall nominate a Representative to act on its behalf in the activities of the Association.

A Nominated Representative will be a senior professional, and have direct access to, and be duly mandated by top management in his/her organization.

If a Nominated Representative is unable to attend a meeting of the General Assembly, he/she may appoint an Alternate from his/her own organization or a Proxy-Holder being another Nominated Representative for that meeting by giving due notice to the Secretariat function.

4. Organization

4.1 The General Assembly

The General Assembly is the main decision-making body of the Association. All Committees and other bodies, including the Executive Committee, that may be established, report to the General Assembly.

The General Assembly is constituted by the Members (represented by their Nominated Representative).

The General Assembly shall in particular:

- (A) approve the activity plan as well as the budget for each financial year including revisions and the sources of revenues including Membership fees;
- (B) approve the annual activity report and the financial statement for each completed financial year and give the discharge to the Executive Committee, to the Secretariat function and to the

Audit Committee and other bodies for the implementation of the budget of the Association;

- (C) elect the Chair and vice-chair(s) and elect the other members of the Executive Committee and the Audit Committee and decide on their financial compensation, if any;
- (D) appoint a Statutory Auditor if applicable;
- (E) adopt any regulations or policies for the Association, such as those regarding finances and staffing, upon a proposal of the Executive Committee;
- (F) modify the Charter and the Internal Rules of Membership or decide on the dissolution of the Association in accordance with the Charter and the Law;
- (G) deliberate and decide upon any other matter serving the objectives of the Association.

The following rules and provisions relate to the conduct of meetings of the General Assembly:

- (A) The General Assembly meets at least once every calendar year to hold the Annual General Meeting and may meet more frequently, in normal circumstances meeting on a six monthly basis, or more frequently, as required. Whilst General Assembly meetings will normally take place in physical form, meetings, except for the Annual General Meeting, may be held by telephone conference where required.
- (B) The General Assembly expresses its position and will by means of Resolutions. A register of Resolutions is maintained by the Secretariat function. Resolutions may be presented to third parties as representative of the Association's position. Resolutions may be freely communicated to third parties, if so approved by the General Assembly;
- (E) The General Assembly may decide to confer the status of observer at its meetings to one or more third parties. Such observers will have no voting powers;
- (F) Members shall receive from the Secretariat function written notice of a meeting and a draft agenda no less than four (4) weeks before the date of the meeting, and the papers for the meeting no less than two (2) weeks before the date of the meeting. Any Member shall have the right to propose to the Secretariat function an item to be put on the agenda of a General Assembly meeting; This proposal shall be made at least one (1) week before the meeting and the Secretariat function will inform the Members of the additional item as soon as possible before the meeting.
- (G) Vote counts (in favour, against, abstain) are disclosed to Members. Votes in favour, against and abstentions shall be recorded separately for the purpose of the vote and minutes. For election of natural persons to take up offices within the Association votes will be by secret ballot;
- (H) When the urgency of the matter so requires, the General Assembly may take decisions by a written or an electronic procedure. To that effect, the Secretariat function shall send by

electronic communication the proposed resolution(s) to all Members. This communication will set forth the reasons which have led to the use of the written procedure, as well as the context of the proposed resolutions. The proposed resolutions shall be deemed adopted, if within fifteen working days after being sent, the number of, and votes attached to, the duly completed communications returned to the Secretariat function by the Members is sufficient to meet the quorum and voting requirements set forth in this Charter;

- (I) For a vote by written or electronic procedure, votes for and against and abstentions shall be recorded separately. Results of the vote must be communicated to all Members by the Secretariat function within five business days of the close of voting. The results of a vote via the written procedure shall have the same standing as a vote at a General Assembly meeting.
- (J) The Secretariat function will make Minutes of all General Assembly Meetings and maintain a register of Minutes. All Members will receive copies of such minutes.

4.2 The Chair and vice-chair(s)

The Chair and Vice-Chair(s) will be elected by the General Assembly by secret ballot based on a simple majority. The Executive Committee decides on the number of Vice-Chairs that can stand for election. The Chair and Vice-Chair(s) are member of the Executive Committee. Their mandate can be renewed three times for an identical period.

Nominees for the functions of Chair or vice-chair(s) must demonstrate strong leadership skills, with a broad and deep knowledge of the industry, and relevant senior executive experience. Nominees must be well respected and credible in the Member community and in the wider stakeholder community.

A Chair may or may not be a Nominated Representative of a Member in the General Assembly, and therefore could be an independent individual with the relevant skills and experience.

- (A) The Chair chairs the General Assembly and the Executive Committee meetings. At meetings, and in between meetings, the Chair will be intent on, firstly, ensuring that conditions for wide and open debate exist and, secondly, creating where the conditions for bringing together and discussing diverging opinions, in order to deliver the consensus that is essential at industry level. The Chair at all times represents the Association's and all its Member's interests, and not the interests of a specific organization or specific organizations;
- (B) When required, the Chair and vice-chair(s) will jointly administer a compensation review process to define and review the appropriate remuneration of such person or persons from time to time employed or contracted to the Secretariat function.

4.3 The Executive Committee

Composition

In addition to the Chair and the Vice-Chair(s), a maximum of 9 Members of the Executive Committee will be elected by the General Assembly from among those Nominated Representatives of Members, who nominate themselves to serve on the Executive Committee and will be elected by secret ballot based on a simple majority.

The Executive Committee can decide to assign specific roles and responsibilities to the Vice-Chair(s) or to other members of the Executive Committee. The Executive Committee can also decide to co-opt non EC members to attend the EC meetings as non-voting members, such as the Chairs of the major Working Groups or the Heads of the major Local/Regional Chapters.

Duties

The Executive Committee deals with all issues pertinent to the Association's mission and scope of activities.

The Executive Committee is charged with:

- (A) deciding on the eligibility and acceptance of new Members or the dismissal of Members, including responsibility for providing a final non-appealable decision in cases where an applicant Member wishes to obtain Associate rather than Full Member status;
- (B) making proposals to the General Assembly on strategy and policy matters such as (i) the scope of the work of the Association, (ii) new deliverables, initiatives and representations to be prepared, and (iii) initiatives and representations to be implemented in the execution of its mission;
- (C) in line with the decisions of the General Assembly, making proposals to the General Assembly on work-plans developed by working groups, or other bodies of the Association and for the establishment of such working groups, and other bodies as it deems to be required;
- (D) to advise and provide guidance to working groups, and other bodies in the course of their work;
- (E) to prepare the agenda of meetings of the General Assembly;
- (F) to review proposed Resolutions to be submitted to the General Assembly;
- (G) to monitor the implementation of Resolutions and general activities of the Association;
- (H) to advise the Association on the dialogue with third parties such as public authorities, media, etc;
- (I) upon receipt of the draft annual accounts and the draft budget, to finalize the annual accounts and the annual budget that must be submitted for the approval of the General Assembly including proposals for Membership fees
- (J) such additional powers and responsibilities as are delegated to the Executive Committee by

the General Assembly;

- (K) to fulfill, organize and/or resource the Secretariat function.

Meetings

The following govern the composition and the conduct of meetings of the Executive Committee:

- (A) In the event of a Member not being able to attend a meeting of the Executive Committee, he/she has the right to give a notice of proxy appointing another Member of the Committee to act in his/her place. No Alternates are permitted at meetings of the Executive Committee;
- (B) The Chair will call Executive Committee meetings at least four times a year. Under exceptional circumstances, an Extraordinary Executive Committee meeting may be convened at the request of at least one third (1/3) of its members. Meetings may take place by telephone conference;
- (C) Members of the Executive Committee shall receive, from the Secretariat function written notice and the draft agenda of a meeting no less than two (2) weeks before the date of the meeting. The meeting documents will normally be sent no later than one (1) week before the date of the meeting. Any member of the Executive Committee shall have the right to propose to the Secretariat function an item to be put on the agenda of a meeting;
- (D) To be validly constituted, an Executive Committee meeting requires that at least fifty percent (1/2) of its members are present or duly represented by proxies. Members must be present in person or give a proxy to another member.
- (E) The Executive Committee makes decisions first and foremost by consensus amongst its members. It is the task of the Executive Committee Chair to achieve such consensus when possible. In circumstances where such consensus cannot be achieved as appropriate, the Executive Committee will make its decision(s) via a vote. Any member present or represented by a proxy shall be entitled to vote at an Executive Committee meeting on the basis of one member one vote. Decisions are made on the basis of a simple majority. The Chair has a casting vote in the event of a tie.
- (F) The Secretariat function maintains a register of minutes, evidencing notably the decisions made.

4.4 The Secretariat function

The Executive Committee may carry out the Secretariat function within its own resources or may delegate (part of) the Secretariat function to parties contacted into the service of the Association. If the Executive Committee decides to delegate the Secretariat function, it will notify to the Members the name(s) of the person(s) in charge of the Secretariat function and any changes thereafter.

The Secretariat function will discharge those responsibilities identified in other paragraphs of the Charter and as are encompassed in the following list of responsibilities:

- (A) to provide and manage the Secretariat function of the Association and perform the daily management of the Association;
- (B) to ensure the legal compliance of the Association, by among others ensuring that the Association adheres to recurrent obligations as an International Not-for-Profit association;
- (C) to draft the agendas of the Executive Committee and prepare the draft agendas of the General Assembly to be submitted for the approval of the Executive Committee;
- (D) to prepare the draft annual accounts and the draft budget that must be submitted to the approval of the Executive Committee and the General Assembly;
- (E) to make proposals for the annual membership fees and other fees from the Members that must be decided on by the General Assembly;
- (F) to administer processes for admitting new members and the withdrawal of Members and making proposals to the Executive Committee in relation to new membership applications, Member withdrawals and membership issues, which may arise;
- (G) to administer voting processes and report the results;
- (H) to provide management and administrative support, including the management of communications, web-sites, publications and the Association's calendar, support to the Association's governance bodies and working groups, and operation of the Association's bank accounts under suitable authorities;
- (I) to present all relevant issues to the General Assembly and to the Executive Committee and to deliver reports on activities on a regular basis.

4.5 Audit Committee

Composition

The Audit Committee is composed of two members, one of whom chairs the committee, and is appointed by the General Assembly upon the recommendation of the Executive Committee. Executive Committee members may not serve on the Audit Committee. Members of the Audit Committee do not have to be Nominated Representatives of Members in the General Assembly, but may be suitably qualified individuals from a Member organization or individuals acting in an independent capacity.

Duties

The Audit Committee is responsible for monitoring:

- (A) the integrity of membership application and the membership administration process;
- (B) the integrity and efficient functioning of all bodies of the Association;
- (C) respect for the Association's compliance with applicable laws, regulations and its obligations as an International Not-for-Profit Association including those covering competition and anti-trust.
- (D) the correct application of relevant internal procedures and controls as applicable, including the conduct of elections

The Audit Committee shall in particular:

- (A) monitor the budgeting, funding and spending process of the Association;
- (B) review the draft annual accounts as prepared by the Secretariat function and, if applicable, detailed audit reports prepared by external accountants;
- (C) provide advice to the Secretariat function in defining proposals for the draft budget and the annual membership fees and other fees to be borne by Members;
- (D) if applicable, provide advice to the General Assembly on the appointment of an external accountant and the determination of its remuneration; examine detailed audit reports and management letters, as appropriate, and decide on any follow up actions required.

The Audit Committee reports, at least once a year, to the General Assembly on its actions and activities. The Audit Committee has access to all minutes and documents of all bodies of the Association.

4.6 Working Groups

Working Groups may be established to undertake defined or continuing tasks. The Terms of Reference of such Working Groups are agreed by the General Assembly based on a proposal of the Executive Committee.

The following procedures are applicable to Working Groups:

- (A) When a Working Group is established a call for members will be made by the Executive Committee, who will then appoint its members with due regard for the specialist knowledge required and the need to ensure a balanced representation of the Membership. The position of Chair of each such Working Group will be filled by a decision of the Working Group members, subject to the endorsement of the Executive Committee;
- (B) Members are free to make nominations of any appropriate employee or contractor of their organization. Associate Members are also entitled to make nominations of candidate

members of Working Groups on the same basis if such Working Groups are determined to be open to their participation.

5. Budget & Finance

The budgeting and finances of the Association will be conducted according to the following practices:

- (A) The budget for each calendar year is prepared by the Executive Committee and proposed for agreement by the General Assembly;
- (B) Non-recurring and special expenditures may be decided on a case-by-case basis during the year, on the basis of a General Assembly decision;
- (C) The accounts and the final budget for each calendar year are submitted for approval by the General Assembly. These will be accompanied by a recommendation as to the level of Membership fees to be paid annually by all Members, Associate Members and Chapter Members and set at the level required to provide the necessary funding for the annual budget. The General Assembly may also establish a Joining fee to be paid by Members and Associate Members during the year in which they join the Association and such fees will also be subject to an annual recommendation as to their applicable level;
- (D) Each Member is accountable for paying its Membership fees promptly after receiving a notice to pay. In the event of a Member not paying any Membership fees within six months of their due date, the Executive Committee has the right to terminate such membership and promptly so inform the General Assembly. First year membership fees for Members joining during the year will be pro-rated on the basis that any joining fee applicable is paid in full but any annual membership fee applicable is calculated with reference to the number of months remaining between the month in which the Member joins and the end of the then current financial year;
- (F) All Membership fees are non-refundable.