



# OpenWIS Association AISBL

## INTERNAL RULES

*As adopted by the Board Decision of 23 March 2015*

v.1.4

These Internal Rules are supplementary and subordinate to the Articles of Association of the OpenWIS AISBL, an International Non-Profit Organisation (*Association Internationale Sans But Lucratif*) registered under Belgian law on 23 August 2015.

The purpose of these Internal Rules is to implement the provisions of the Articles of Association and to regulate the day-to-day activities of the Association. They establish administrative rules and set down the financial commitments of the Members, without violating either the spirit or the letter of the Articles of Association.

In the case of any contradiction between these Internal Rules and the Articles of Association, the latter shall prevail.

### Title 1. NAME, LEGAL STATUS AND TRADEMARKS

Rule 1.1. The Association's name is "OpenWIS Association". The name should always be preceded or followed by the words "Association Internationale Sans But Lucratif" or the abbreviation "AISBL".

Rule 1.2. The Registered Office of the Association should appear on all official documents produced by the Association.

Rule 1.3. The Association may adopt logos and other trademarks (including logos and trademarks for products and services developed by the Association). The Managing Directors are empowered to authorise payment of the costs of registering and defending trademarks out of funds of the Association.

Rule 1.4. Trademarks registered by the Association should always be followed by the Registered Trademark symbol: ®.

Rule 1.5. Unregistered trademarks adopted by the Association should always be followed by the Unregistered Trademark Symbol: ™

Rule 1.6. The official logos and trademarks of the Association, as of 6 February 2015, are shown below:



OpenWIS®

Rule 1.7. The above logo should appear on all official documents, promotional material and presentation material produced by the Association.

## Title 2. PURPOSE

Rule 2.1. The Association is committed to facilitating collaboration on the development, promotion and sharing of open source software for the exchange of global meteorological information in accordance with Article 2 of the Articles of Association.

Rule 2.2. In order to achieve its purpose, the Association will base its activities on a strategic programme and a work plan, both of which will be updated and approved by the Steering Committee at least once a year.

Rule 2.3. In line with Article 2.3 of the Articles of Association, the Association shall engage with relevant third parties, including public authorities and public bodies such as the relevant institutions of the European Union and the World Meteorological Organization. The Association shall be represented in such discussions by the Managing Directors, or such other persons as may have been granted a mandate by the Board.

Rule 2.4. In line with Article 2.3 of the Articles of Association, the Association shall also act to encourage enhanced coordination and cooperation between its Members and Partners in areas of collective interest.

Rule 2.5. The Association is fully empowered to participate in calls for proposals in respect of externally funded projects, where such participation would further the objectives of the Association and fall in line with its purpose. The decision to participate in such calls should be approved by the Steering Committee, having due regard to available resources; the existing strategic programme and work plan of the Association; and the interests of the Association's Members and Partners. Any surplus retained by the Association from externally funded projects shall, where the funding terms allow, be reinvested into the realisation of the Association's wider objectives.

Rule 2.6. In furtherance of its objectives and in line with its purpose, the Association may sign contracts and other legal agreements with third parties. The Managing Directors shall be the authorised signatories for such contracts and agreements. The signing of any contract or agreement that would commit the Association to spending more than €10,000 must be approved by the Board.

Rule 2.7. The Association is fully empowered to take an interest in other legal entities and participate in consortia with third parties where doing so would further its objectives and fall in line with its purpose. Such participation shall be subject to unanimous approval by the Board.

Rule 2.8. In line with Article 2.5 of the Articles of Association, the Association is fully empowered to carry out secondary commercial and profitable activities (within the boundaries of what is acceptable under Belgian law). The profits from such activities shall always be reinvested into the realisation of the Association's non-profit objectives.

Rule 2.9. Nothing in Rule 2.8 shall prevent any Member or Partner from pursuing commercial activities of its own, outside of the Association (whether alone or through any other legal entity or consortium), including any commercial activity which makes use of software or other products produced by the Association, provided that such Members and Partners comply with the licence conditions attached to such software and products.

### Title 3. REGISTERED OFFICE

Rule 3.1. The Association's registered office address is at the offices of the Belgian Royal Meteorological Institute (RMI): Ringlaan 3, Avenue Circulaire, B-1180, Brussels, Belgium. This address shall be clearly mentioned on all documents produced by the Association. In order to avoid placing unnecessary administrative burdens on RMI, care should be taken to ensure correspondence is prominently marked for the attention of the OpenWIS Association.

Rule 3.2. The Board is empowered to change the registered office of the Association, in line with applicable legislation.

Rule 3.3. It is not anticipated that the Association will require office space for the carrying out of its day-to-day activities. In the first instance, efforts should be made to find sufficient space at Members' premises. Nevertheless, the Board remains empowered to set up administrative offices and branches both in Belgium and abroad, if this would be conducive to the achievement of the Association's purpose.

## Title 4. ADMISSION, RESIGNATION, EXCLUSION AND READMISSION OF MEMBERS

Rule 4.1. Members of the Association fall into a single category and have equal rights and obligations as set out in the Articles of Association. Members enjoy the rights given by the Articles of Association from the moment they sign their membership documents.

Rule 4.2. All Members of the Association must abide by the Articles of Association, these Internal Rules, and decisions of the Board and Steering Committee.

Rule 4.3. The Board may receive applications from new organisations wishing to be admitted as Members of the Association. Such applications may be dealt with as an item of business at either an Annual Meeting or an Extraordinary Meeting.

Rule 4.4. Candidates for admission as a Member of the Association must fall within one of the following categories:

- National Meteorological Services recognised by the World Meteorological Organization;
- Government Organisations which hold a mandate or authority to carry out weather and climate research and services;
- Other Public Organisations which, in the opinion of the Board, are constituted for a purpose which is compatible with the purpose and objectives of the Association; or
- Other Non-Profit Organisations (including Non-Governmental Organisations) which, in the opinion of the Board, are constituted for a purpose which is compatible with the purpose and objectives of the Association.

Rule 4.5. Applications for admission as a Member should be made in writing and addressed to the Chairperson of the Board. The application should set out the candidate's name, its tasks, activities, corporate purpose and legal status, provide details of its interests in the field of meteorology and briefly set out why it wishes to become a Member of the Association and how it might contribute to the realisation of the Association's objectives.

Rule 4.6. The Board may (but shall not be obliged to) invite a representative of any candidate for membership to attend an Annual or Extraordinary Meeting of the Board at which that candidate's application is to be considered, in order to present the candidate's interests and capabilities to the Board.

Rule 4.7. An application for admission as a Member may only be accepted by unanimous decision of the Board in Annual or Extraordinary Meeting, the Board having given due regard to the membership criteria set out in these Internal Rules.

Rule 4.8. In considering whether to approve or reject any application for membership of the Association, the Board should have in mind the following matters:

- The willingness of the candidate to abide by the Articles of Association and these Internal Rules;
- The compatibility of the candidate's corporate purpose with the purpose of the organisation;
- The financial soundness of the candidate;
- The scientific and technical capability of the candidate and the compatibility of these capabilities with the Association's purpose and its current and future strategic programmes and work plans;
- Whether admission of the candidate would best serve the interests of the Association and its existing Members and Partners in ensuring that the purpose and objectives of the Association are met; and
- Any other matter which the Board reasonably feels may have a bearing on its decision.

Rule 4.9. In accordance with Article 7 of the Articles of Association, any Member that wishes to resign from the Association must give notice, at least six months prior to 31 December of the year in which the Member wishes to leave. The notice must be in writing and addressed to the Chairperson of the Board. If the notice requirements have been properly complied with, that Member will cease to be a Member of the Association from 1 January of the following year.

Rule 4.10. Any Member who resigns from the Association shall remain fully liable for its commitments (whether financial or in kind) to the Association prior to its resignation taking effect. A resigning Member may only be released from its existing obligations by unanimous decision of the Board

Rule 4.11. If any Member puts the Association's activities at risk by failing to meet its obligations (whether financial or in kind), such failure may be reported to the Board who may convene an Extraordinary Meeting to decide whether, in line with Article 8 of the Articles of Association, that Member should be excluded from the Association. At the Meeting dealing with the question of exclusion, the Member whom it is sought to exclude shall not be taken into account for presence or approval quorum.

Rule 4.12. It is recognised that exclusion is a drastic measure and that all reasonable means of curing any default should be considered before any decision is taken to exclude a Member from the Association. In deciding whether or not a Member should be excluded, the Board should consider the following matters:

- The impact on the Association of the default (particularly where the default is ongoing);
- The defaulting Member's willingness and ability to cure the default;
- The realistic timescale within which the default might be cured;
- The impact on the Association of losing the expertise, abilities and resources brought by the Member whom it is sought to exclude;
- The availability of alternative resources;
- The financial stability of the Member whom it is sought to exclude;
- Whether the defaulting Member has previously met its obligations to the Association; and
- Any other matter which the Board reasonably feels may have a bearing on its decision.

Rule 4.13. In line with Article 12.13 of the Articles of Association, the Board may only exclude a Member from the Association by unanimous decision (the Member whom it is sought to exclude not being taken into account for presence or approval quorum).

Rule 4.14. A Member who is excluded from the Association shall be given written notice of the Board's decision as soon as reasonably practicable. The excluded Member shall cease to be a Member of the Association as soon as the notice is dispatched.

Rule 4.15. In accordance with Article 8.3 of the Articles of Association, a Member who is excluded from the Association may subsequently apply for readmission. Applications shall be dealt with in the manner set out in Rule 4.1 to Rule 4.8 of these Internal Rules, save that no application for readmission may be considered by the Board until the excluded Member makes good any financial default to the Association.

Rule 4.16. In accordance with Articles 7.3 and 8.2 of the Articles of Association, any Member who ceases to belong to the Association, whether through resignation or exclusion, shall not be entitled to any share of the Association's funds and may not claim a refund of any membership dues previously paid.

Rule 4.17. The Association is legally obligated to have at least two Members. In the event that only one Member remains, that Member shall make maximum efforts to have a second Member admitted to the Association within 45 days. If the Association then fails to secure a second Member, the remaining Member shall be required to begin the process of liquidating the Association.

## Title 5. RELATIONSHIP WITH ORGANISATIONAL PARTNERS

Rule 5.1. In accordance with Article 9 of the Articles of Association, the Association offers to the opportunity for people and organisations who are not Members to participate in the development of the OpenWIS Software. Such persons and organisations are known as “Partners”.

Rule 5.2. Partners are classified as either Strategic Partners or Associate Partners, in accordance with Article 9.2 of the Articles of Association.

Rule 5.3. In accordance with Article 9.3 of the Articles of Association, a person or organisation may only become a Strategic Partner or Associate Partner after approval by the Board, following a recommendation by the Steering Committee.

Rule 5.4. Persons or organisations wishing to become a Partner of the Association should submit a written request to the Chairperson of the Steering Committee, indicating whether that person or organisation wishes to become a Strategic Partner or an Associate Partner. The application should set out the candidate’s name, its tasks, activities, corporate purpose and legal status, provide details of its interests in the field of meteorology and briefly set out why it wishes to become a Partner of the Association and how it might contribute to the realisation of the Association’s objectives.

Rule 5.5. Candidates for the granting of Strategic or Associate Partner status should fall into one of the following categories:

- National Meteorological Services recognised by the World Meteorological Organization;
- Government Organisations which hold a mandate or authority to carry out weather and climate research and services;
- Other Public Organisations which, in the opinion of the Board, are constituted for a purpose which is compatible with the purpose and objectives of the Association;
- Other Non-Profit Organisations (including Non-Governmental Organisations) which, in the opinion of the Board, are constituted for a purpose which is compatible with the purpose and objectives of the Association.

Rule 5.6. In deciding whether to grant any person or organisation Strategic or Associate Partner status, the Board should consider the following matters:

- The compatibility of the candidate’s corporate purpose with the purpose of the organisation;
- The financial soundness of the candidate;

- The scientific and technical capability of the candidate and the compatibility of these capabilities with the Association's purpose and its current and future strategic programmes and work plans;
- Whether admission of the candidate would best serve the interests of the Association and its existing Members and Partners in ensuring that the purpose and objectives of the Association are met; and
- Any other matter which the Board reasonably feels may have a bearing on its decision.

Rule 5.7. A person or organisation who has been approved by the Board becomes a Strategic Partner or Associate Partner of the Association on the happening of the latter of the following two events:

- Signing a contract to become a Strategic Partner or Associate Partner (as the case may be)
- Paying the fee(s) outlined in Rule 6.2 of these Internal Rules.

Rule 5.8. Partners of the Association must abide by the terms of their contract with the Association, these Internal Rules and decisions of the Board and the Steering Committee.

Rule 5.9. A Partner whose contract with the Association terminates or expires for any reason shall cease to be a Partner of the Association from the date of such termination or expiry.

Rule 5.10. Failure of a Partner to pay any fees or contributions applicable to such a Partner (as laid down in Rule 6.2 of these Internal Rules) by the due date shall be a matter that justifies termination of any contract with that Partner.

Rule 5.11. If any Partner puts the Association's activities at risk by failing to meet its contractual obligations, such failure may be reported to the Steering Committee who may convene an Extraordinary Meeting to decide whether a request should be made to the Board to terminate the Association's contract with the Partner.

Rule 5.12. Non-Partner organisations or individuals that are willing to contribute to the achievement of the Association's objectives may participate in workshops and conferences organised by the Association and conduct work or research under contract.



## Title 6. TITLE 6: MEMBERSHIP AND PARTNERSHIP FEES, RIGHTS, PRIVILEGES AND OBLIGATIONS

Rule 6.1. Membership fees, subscriptions and contributions are due from all Members and Partners of the Association, as set down in these Internal Rules.

Rule 6.2. In accordance with Article 12.5 of the Articles of Association, membership fees shall be set by the Board at each Annual Meeting, following review and approval of the accounts of the Association and approval of the Association's budget for the coming financial year. Rule 6.3 of these Internal Rules will be updated accordingly. In the event that the Board does not explicitly change the membership fees, the fees from the previous year will continue to apply.

Rule 6.3. The current fees payable by Members and Partners of the Association are set out below:

	<b>On admission as a Member or Partner</b>	<b>Subsequent Annual Contribution</b>
<b>Member</b>	€200,000	NIL
<b>Strategic Partner</b>	€200,000	NIL
<b>Associate Partner</b>	NIL	€10,000 or €40,000 for a five year term, at the Partner's option

Rule 6.4. The rights and privileges afforded to Members, Strategic Partners, and Associate Partners, in return for their fees, shall be as set out in the table below:

	<b>Member</b>	<b>Strategic Partner</b>	<b>Associate Partner</b>
Right to appoint a Representative to the Board	✓	X	X
Right to appoint a Delegate to the Steering Committee (with vote)	✓	✓	X
Right to attend Steering Committee meetings as an observer (without vote)	X	X	✓
Reception of copies of the Articles of Association and Internal Rules	✓	✓	✓
Reception of appropriate notice of all meetings of the Association which Member or Partner is eligible to attend	✓	✓	✓
Information and consultation on an on-going basis about the activities of the Association	✓	✓	✓
Access to the OpenWIS Software	✓	✓	✓
Access to documentation and reference implementations	✓	✓	✓

OpenWIS Community Support	✓	✓	✓
Visibility of the OpenWIS development roadmap	✓	✓	✓
Replies to new feature requests	✓	✓	✓
Access to a sandbox reference implementation	✓	✓	✓
Eligibility to participate in the Technical Committee (following election by the Steering Committee)	✓	✓	✓
Eligibility to participate in OpenWIS user groups, workshops and conferences	✓	✓	✓

Rule 6.5. It is anticipated that the fees set out in Rule 6.3 shall be sufficient to meet the running costs of the Association (as anticipated by Article 10.1 of the Articles of Association). In the event that additional finance is required during the course of any year, this shall be sought according to the procedure set out in Article 10 of the Articles of Association.

Rule 6.6. Calls for additional finance under Rule 6.5 and Article 10 of the Articles of Association shall not affect the right of the Board to adjust membership fees for the following year in accordance with Rule 6.2.

Rule 6.7. Members and Partners hold the following obligations towards the Association:

- To promptly appoint Representatives and Delegates to represent them at meetings of the Association, where required to do so;
- To promptly notify the Association of any change in the identity of their Representative and/or Delegate;
- To engage constructively in and make a positive contribution to all meetings and other activities of the Association;
- To engage with and promptly carry out their obligations under the Strategic Programme and Work Plans produced by the Association;
- To ensure that relevant information concerning the activities of the Association is circulated throughout the Member or Partner's organisation, as appropriate; and
- To pay all fees, subscriptions and contributions due to the Association promptly and in full.

Rule 6.8. Amounts due to the Association must be paid within 30 days of becoming due. In accordance with the Belgian Late Payment Law, interest on amounts overdue by more than 30 days will be charged at 8 percentage points on top of the interest rate applied by the European Central Bank to its most recent main refinancing operation, rounded up to the higher half percentage point.

## Title 7. MANAGEMENT STRUCTURE AND QUALIFICATION OF CERTAIN OFFICERS

Rule 7.1. The management structure of the Association, together with details of its governing bodies, competences of those bodies, voting procedure, and the appointment, term, and removal of Representatives and Delegates appointed to those bodies is fully described in Articles 11 to 14 of the Articles of Association. These Internal Rules supplement those Articles.

Rule 7.2. In accordance with the Article 12.6, the Chairperson and Vice-Chairperson of the Association must be selected from amongst the Representatives appointed to the Board by each Member. This stipulation does not apply to the appointment of the Treasurer, whose eligibility for election shall be determined in accordance with Rule 7.3 of these Internal Rules.

Rule 7.3. Candidates for election as Treasurer of the Association must meet the following criteria:

- The candidate should be employed by a Member or Partner of the Association
- The candidate must hold a recognised accounting or finance qualification (for example, ACCA or ACMA)
- The candidate must not be an undischarged bankrupt, or have been discharged from bankruptcy within the six years prior to his or her proposal as a candidate.

Rule 7.4. A Managing Director who is approaching the end of his or her two-year term should, if eligible for re-election, inform the other Representatives as to whether he or she plans to stand for re-election at least three months before his or her term comes to an end.

Rule 7.5. An SC Chair or SC Vice-Chair who is approaching the end of his or her twelve-month term should if eligible for re-election, inform the other Delegates as to whether he or she plans to stand for re-election at least one months before his or her term comes to an end.

## Title 8. MEETINGS

Rule 8.1. In accordance with Article 12.3 of the Articles of Association, the Board must hold its annual meeting before the end of June in each year. The Annual Meeting must always be held at such a time as will allow the annual accounts of the Association to be prepared and approved in a timely manner in accordance with Belgian law.

Rule 8.2. As a general principle, Annual Meetings should be held in each Member country by rotation. However, the Board may decide to hold an Annual Meeting in a different location if this is convenient. Annual Meetings of the Board may also be conducted by video conference or other means of instantaneous communication. The order of rotation shall be as follows:

- France
- Republic of Korea
- United Kingdom
- Australia

Rule 8.3. Annual Meetings should always be called on at least 31 days notice, which should be circulated to all current Representatives by the Chairperson of the Board (or another Managing Director, in the event that the Chairperson's office is vacant) and should give the date, time, and location of the meeting, together with any dial-in or other technical details in the event that the meeting is to be wholly or partly conducted by teleconference, etc. The notice should also be accompanied by a provisional agenda. Should any Representative wish to add an item to the agenda, that Representative should inform the Chairperson of the Board (or other Managing Director, in the event that the Chairperson's office is vacant) at least three weeks before the Annual Meeting.

Rule 8.4. If it will be necessary to appoint a Chairperson, Vice-Chairperson and/or Treasurer at the Annual Meeting, the notice should state this and the Chairperson (or another Managing Director, in the event that the Chairperson's office is vacant) should invite nominations from the Representatives to fill these positions.

Rule 8.5. In accordance with Article 12.5 of the Articles of Association, the following matters are to be considered at each Annual Meeting:

- Reports and recommendations prepared by the Steering Committee
- Annual accounts of the previous financial year
- Budget for the coming financial year
- Fees, subscriptions and contributions for the coming financial year
- Appointment of Chairperson, Vice-Chairperson and Treasurer (where those posts require filling)
- Any other business (including major items of policy such as the establishment of projects, formation of subsidiary bodies, and review of work, as set out in Article 12.4 of the Articles of Association)

Rule 8.6. The Chairperson of the Steering Committee (or the Vice Chairperson of the Steering Committee, in the event that the Chairperson is unavailable) shall attend each Annual Meeting and Extraordinary Meeting of the Board.

Rule 8.7. In accordance with Article 12.9 of the Articles of Association, any Member may call an Extraordinary Meeting. The request for such a meeting should be addressed to the Chairperson of the Board, who will decide the date of the meeting within three weeks of receiving the request.

Rule 8.8. In accordance with Article 12.10 of the Articles of Association, if the Extraordinary Meeting calls for the passing of any resolution then at least 31 days' notice of the meeting should be given, unless all of the Members agree to convene the meeting sooner. Notice of the meeting should be circulated to all current Representatives by the Chairperson of the Board (or another Managing Director, in the event that the Chairperson's office is vacant) and should give the date, time, and location of the meeting, together with any dial-in or other technical details in the event that the meeting is to be wholly or partly conducted by teleconference, etc. The notice should also be accompanied by a provisional agenda.

Rule 8.9. Documentation and information relating to items on an agenda shall be circulated amongst the Representatives or Delegates in advance of any meeting and should allow sufficient time to allow Members and Partners an opportunity to consider them. In accordance with Article 15.2 of the Articles of Association, the Annual Accounts must be communicated to Members not less than 30 days before the Annual Meeting.

Rule 8.10. In accordance with Article 12.18 of the Articles of Association, resolutions of all Board meetings should be recorded in writing and made available to all Members of the Association.

Rule 8.11. In accordance with Article 12.19, Partners and other third parties may ask to be informed about resolutions of the Board. A request to see copies of the resolution should be addressed to the Chairperson of the Board, who should respond within three weeks.

Rule 8.12. The Steering Committee should meet at least once each year. For reasons of practicality and cost saving, the Steering Committee should aim to convene an annual meeting not more than seven days before the Annual Meeting of the Board and, ideally, in the same location as the Annual Meeting of the Board.

Rule 8.13. The SC Chair may also decide to call an extraordinary meeting of the Steering Committee at any point during the year, either on his or her own initiative, or following a request from a Member or Partner. Meetings may be held face-to-face, or by teleconference or other means of instantaneous communication.

Rule 8.14. Meetings of the Steering Committee should always be called on at least 31 days notice. An extraordinary meeting of the Steering Committee may be called on shorter notice if all of the Delegates agree. Notice should be circulated to all current Delegates by the SC Chair and should give the date, time, and location of the meeting, together with any dial-in or other technical details in the event that the meeting is to be wholly or partly conducted by teleconference, etc. The notice should also be accompanied by a provisional agenda. Should any Delegate wish to add an item to the agenda, that Delegate should inform the SC Chair at least three weeks before the meeting, unless agreement to convene a meeting on short notice makes this impracticable.

Rule 8.15. Resolutions and decisions of the Steering Committee shall be recorded in writing and made available to all Delegates. Third parties may ask to be informed about such resolutions and decisions. Such requests should be addressed to the SC Chair.

Rule 8.16. All records of the decisions and resolutions taken in meeting of the Association should be dated and identify the participants in the meeting.

Rule 8.17. Meetings of the Association are held in private. Only those persons identified in the Articles of Association have an automatic right to attend. As an exception to this rule, the Chairperson, SC Chair and TC Chair may invite guests and experts to specific sessions of any meeting. The meeting may revoke this invitation at any time.

Rule 8.18. In the event that any Member or Partner wishes to be represented at any meeting by a proxy in accordance with Articles 12.5 or 13.8 of the Articles of Association, the written, signed proxy should be presented to the chairperson of the meeting at the earliest opportunity. Each meeting should consider how many Members and/or Partners are present (and, therefore, whether the meeting is quorate) before moving on to consider the agenda.

## Title 9. SOFTWARE LICENSING

Rule 9.1. For the purposes of Article 9.6 of the Articles of Association, the Open Source Licence approved by the Association is the GNU General Public Licence, version 3.0, or any subsequent version of that licence.

Rule 9.2. For the purposes of Article 9.7 of the Articles of Association, the Contributor Licence Agreement approved by the Steering Committee is annexed to these Internal Rules as Annex A.

## Title 10. SOFTWARE SUPPORT

Rule 10.1. The Association shall not be obliged to provide support for the use or installation of any software.

Rule 10.2. The Association may provide interested Members, Partners, and Users with details of organisations that are willing to provide software support services, provided that the Association is satisfied that such services are of sufficient quality to be endorsed by the Association. Such endorsement shall be subject to a vote of the Steering Committee.

## Title 11. TECHNICAL RULES

Rule 11.1. The Technical Committee shall make, amend and publish from time to time Technical Rules governing the development of software. All Members and Partners shall abide by the Technical Rules.

## Title 12. FINANCIAL ACCOUNTING AND ORGANISATIONAL EXPENSES

Rule 12.1. Regulation of the Association's financial year and annual accounts, together with details of the procedure for appointment of statutory auditors (if necessary) is fully described in Article 15 of the Articles of Association. These Internal Rules supplement those Articles.

Rule 12.2. The Annual Accounts of the Association must be considered as a matter of business as each Annual Meeting of the Association. The accounts must be accepted or rejected by the Board and a minute of this decision must be taken. In the event that the accounts are rejected, the reason for this decision must be recorded and the Treasurer must be instructed to prepare revised accounts as a matter of urgency.

Rule 12.3. The proper expenses of the Association include any costs associated with the achievement of its purpose (as set out in Article 2 of the Articles of Association), but do not include:

- Costs of any staff employed by a Member or Partner (except for the OpenWIS Community Manager);

- Travel and subsistence costs incurred by a Member or Partner, or any member of staff employed by them (including the costs of attending meetings of the Association);
- Costs of arranging or hosting meetings on the premises of any Member or Partner; or
- Costs associated with the operational use of the OpenWIS software by any Member or Partner.

Rule 12.4. Financial administration shall be effected in accordance with the annual budget approved by the Annual Meeting of the Board pursuant to Rule 8.5. The budget shall reflect the estimated income and costs and shall be calculated in Euros.

Rule 12.5. The Treasurer shall ensure that expenses and financial commitments entered into by the Association are in conformity with the provisions of the approved budget.

Rule 12.6. Any expenditure in excess of the agreed annual budget, or for a period extending beyond that set out in the agreed budget, must be approved by the Board.

Rule 12.7. As a safeguard against expenses arising from unexpected developments or events, the Association shall also have a reserve fund at its disposal. The amount to be held in the reserve fund shall be decided by the Annual Meeting of the Board.

## Title 13. CHANGING THESE RULES

Rule 13.1. These Internal Rules may be changed at any time, by decision of the Board.

Rule 13.2. Any Internal Rule which contradicts or violates the Articles of Association shall be invalid and of no effect.

Rule 13.3. In the event that any Internal Rule of the Association is found by any court or other authority of competent jurisdiction to be invalid, unlawful or illegal for any reason, that rule shall apply with the minimum modification necessary to make it valid, lawful or legal and the Board shall adopt such modified rule(s) in a new version of these Internal Rules, which should be prepared as soon as reasonably practicable. In the event that an Internal Rule cannot be modified to be valid, lawful, or legal, that Internal Rule shall be of no effect.

Rule 13.4. New versions of these Internal Rules shall be provided to Members and Partners of the Association as soon as reasonably practicable after their adoption by the Board. New versions shall come into effect 30 days after their adoption.