



BY-LAWS

Approved in the general assembly on June 11, 2025 in Birmingham UK.

ABSTRACT

The Linked Organisation of Local Authorities (LOLA) is a global association of Local Authority ICT professional associations. This document, entitled '**BY-LAWS**', should be read as an *addition to the official statutes of the association established on September 28, 2020*. It contains clarifications, detailed provisions, and other information that, due to their regular amendments, were not included in the original statutes. In order to be legally valid, this internal regulation must be submitted to the general assembly for approval.

Only the most recent version of the by-laws, as duly approved by the general assembly, shall be considered legally binding and in force. All previous versions are superseded upon approval of a new version.

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Linked Organisation of Local Authorities

BY-LAWS OF ASSOCIATION – Approved in the general assembly on June 11, 2025 in Birmingham UK

1. NAME – HEAD OFFICE - OBJECTS

- 1.1. Name, Linked Organisation of Local Authorities
- 1.2. Head office, the association's headquarters are located at Gentsstraat 9, 9250 Waasmunster, Belgium, and fall within the legal jurisdiction of Dendermonde.
- 1.3. Purposes and aims
 - 1.3.1. In our capacity as Local Authority ICT professional associations, we agree to work collectively and collaboratively to achieve benefits to our associations, our members and the citizens we serve.
 - 1.3.2. Our core values are based on our desire to provide high standard of Local Authority services to our citizens through the effective deployment of Information and Communications Technologies.
- 1.4. We intend to achieve this through joint projects, sharing of best practice, joint influencing of Worldwide Nation states, and the ICT supply industry.
- 1.5. We are agreeable to providing mutual support to one another in the pursuit of our objectives.
- 1.6. Within these objectives we adopt the declarations specified in the Citadel Statement, as an extension of the Malmo declaration, as specific work domains or core areas where national decision makers with our support can provide tangible support to improve Local Government:
 - 1.6.1. Common Architecture, Shared Services and Standards.
 - 1.6.2. Open Data, Transparency and Personal Rights:
 - 1.6.3. Citizen Participation and Involvement:
- 1.7. Privacy and Identification of Individuals
- 1.8. The association can also perform all activities that may be conducive to the realisation of these objectives, including the holding and disbursement of funds and insurance to protect the association, its directors and its staff in relation to its activities. In that respect, it can also, but only in an ancillary manner, perform commercial activities, but only if the proceeds of these activities are used for the purpose for which the association was established.

2. TYPES OF MEMBERS

2.1. Members

- 2.1.1. Any candidate for membership must submit an application for admission
- 2.1.2. The application must be approved by the Board through a resolution vote
- 2.1.3. To be eligible, a member must represent a national body.
- 2.1.4. An active member must pay the annual fee determined by the board during the annual general meeting
- 2.1.5. Payment for the current year must be made in January
- 2.1.6. For members who join the association mid-year, their annual fee will be calculated on a pro-rata basis for the remaining months of the year. This measure ensures fairness and transparency in the financial contribution of new members, taking into account the actual duration of their membership
- 2.1.7. Members have no rights in the property and assets of the association
- 2.1.8. Members have the right to leave the association at any time without a refund

2.2. Individual, Honorary Person

- 2.2.1. The board has the authority to appoint an individual or an honorary person
- 2.2.2. This individual has no voting rights but the right to speak when invited
- 2.2.3. No right to attend the board meeting

2.3. Sponsors

- 2.3.1. Sponsors may attend meetings under conditions determined by the board
- 2.3.2. All sponsors must submit an application for admission and be accepted by the board
- 2.3.3. The application must be approved by the Board through a resolution vote
- 2.3.4. Sponsors must pay the annual fee determined by the board
- 2.3.5. Sponsors have no right to attend the annual general meeting
- 2.3.6. Sponsors have no right to attend the board
- 2.3.7. A 2/3rd majority of the votes is required for the exclusion of a member. In case of an exclusion of a member, this item must also be included in the agenda and the member concerned must be invited to put forward their defence.
- 2.3.8. Any member can leave the association at any time. All resignations must be notified to the board of directors by means of an email to the executive board.
- 2.3.9. The association may accept sponsors; however, sponsors shall not hold the status or rights of members.

3. ANNUAL GENERAL MEETING (AGM)

- 3.1. The AGM shall be the governing body of this association and shall establish its policies in accordance with the articles of this association.
- 3.2. Between general meetings, the board of directors, as hereinafter provided, shall be the governing body of this association.
- 3.3. Mandate of the AGM
 - 3.3.1. Select the executive members
 - 3.3.2. Amendments to the articles of association,
 - 3.3.3. Appointment and removal of the internal auditors,
 - 3.3.4. Approval of the budget and of the account,
 - 3.3.5. Voluntary dissolution of the association,
 - 3.3.6. Exclusion of a member of the association,
 - 3.3.7. Conversion of the association into a company with social purpose
 - 3.3.8. The head office can only be transferred through the AGM, ensuring compliance with the amendment procedures outlined in the articles of association
 - 3.3.9. All matters for which the present articles of association require a decision of the AGM.
 - 3.3.10. The AGM shall be held once a year, in February, March and April, and may be conducted online or in person
 - 3.3.11. The chair shall convene the AGM
 - 3.3.12. The notice must be sent by email 15 calendar days before the date of the AGM. It must be signed by the chair and the secretary or by at least two members of the executive board. The notice must include the agenda, date, time, and location of the meeting
 - 3.3.13. An active member may request to amend or add an item to the agenda
 - 3.3.14. If the chair is unable or absent, a member of the executive shall preside
 - 3.3.15. An active member must submit their list of delegates and observers to the secretary 3 days before the AGM
 - 3.3.16. A quorum of 50% + 1 of registered and compliant members is required
 - 3.3.17. Each member country shall be entitled to one vote in all matters requiring a decision by vote, regardless of the number of representatives or delegates present from that country.
 - 3.3.18. Decisions shall be made by a majority vote, unless otherwise specified in the present by-laws.
 - 3.3.19. In the event of a tie, the Chair shall have the casting vote.

4. BOARD OF DIRECTORS

- 4.1. Duties of the board of directors

4.1.1.Mandate

4.1.1.1. The Board of Director is the highest authority of the association between AGMs. It carries out the instructions of the AGM. It conducts the affairs of the association. With the articles as its guide, it shall take all action necessary to carry out the aims and objectives of this association.

4.1.1.2. The Board shall meet at least once every three (3) months. Meetings may be held in person or by any means of telecommunication, including virtual or online platforms, that permits participants to communicate effectively.

4.1.1.3. Meetings shall be convened by the Chair or, in their absence or at their request, by the Vice-Chair.

4.1.2.Special meeting

4.1.2.1. The board of directors has the obligation to convene a special meeting whenever 1/5th of the active members addresses a request in this respect to the board of directors by means of an email which indicates the items on the agenda. In that case, the board of directors has the obligation to convene the special meeting within 15 calendar days, with indication on the agenda of the items to be discussed.

4.1.3.Meetings shall be convened by written notice sent by email to all board members at least 15 calendar days in advance. Meetings may be held in person or videoconference, or any other means of communication that allows participants to communicate effectively. Members participating remotely shall be deemed present for quorum and voting purposes.

4.1.4.If the Chair is unable or absent, a member of the Executive Committee shall preside over the meeting, as designated by the members present.

4.1.5.A quorum of 50% + 1 of registered and compliant members is required

4.1.6.Each person present at the meeting shall be entitled to one vote, subject to the provisions of these by-laws regarding voting rights and procedures.

4.1.7.Decisions shall be made by a majority vote of those present, unless otherwise specified in these by-laws.

4.1.8.In the event of a tie, the Chair shall have the casting vote.

4.2. The authority to hire staff or appoint individuals to specific positions shall rest with the board of directors, in accordance with the policies and procedures established by the organization.

4.3. Composition of the board of directors

4.4. Each active member is entitled to appoint a maximum of two (2) representatives. From these representatives, the Executive Committee shall be selected, consisting of the Chair, Vice-Chair, Secretary, and Treasurer.

- 4.5. Directors shall be appointed by the active member of their respective country, with notice of such appointments to be transmitted to the Secretary.
- 4.6. An active member of a country may remove a director from their position by providing notice of such removal to the Chair and the Secretary
- 4.7. A director may resign from their position by submitting a resignation notice via email to the Chair and the Secretary.
- 4.8. The termination of a director's mandate shall also result in the termination of their mandate as Chair, Vice-Chair, Secretary, or Treasurer, if applicable.
- 4.9. No remuneration shall be provided to any member, director, or officer for their services, unless otherwise determined by the association.
- 4.10. The Chair, Vice-Chair, Secretary, and Treasurer shall be elected by and from among the directors.
- 4.11. The power to remove the Chair, Vice-Chair, Secretary, or Treasurer from their respective positions shall rest with the Board of Directors or Executive members in accordance with the procedures outlined in these by-laws
 - 4.11.1. In the case of serious misconduct, an officer may be removed from their position after having been given the opportunity to be heard by the Board.
- 4.12. Duties and tenure of the executive and board members:
 - 4.13. Executive members
 - 4.13.1. Chair duties - A mandate of three (3) years, renewable by a vote of the Board.
 - 4.13.1.1. The Chair shall preside over all meetings of the organization
 - 4.13.1.2. The Chair shall exercise supervision over the affairs of the association, ensuring that its activities align with the objectives and policies set forth.
 - 4.13.1.3. The Chair shall ensure the implementation of decisions made by the Board and the General Assembly
 - 4.13.1.4. The Chair shall submit a report on their activities to the Board or General Assembly as required.
 - 4.13.2. Vice-Chair duties - A mandate of three (3) years, renewable by a vote of the Board.
 - 4.13.2.1. The Vice-Chair shall assist the Chair in the performance of their duties and shall replace the Chair in their absence or incapacity.
 - 4.13.2.2. The Vice-Chair shall submit a report on their activities to the Board or General Assembly as required.
 - 4.13.3. Treasurer - A mandate of three (3) years, renewable by a vote of the Board.

- 4.13.3.1. The Treasurer shall be responsible for overseeing the financial matters of the organization, including the management of funds and the preparation of financial reports
- 4.13.3.2. The Treasurer shall submit a report on their activities and financial status to the Board or General Assembly as required.
- 4.13.4. Secretary - A mandate of three (3) years, renewable by a vote of the Board Minutes du board et de AGM
- 4.13.4.1. The Secretary shall submit a report on their activities to the Board or General Assembly as required.
- 4.14. Duties of the Directors - The directors are appointed for an indefinite period unless the member association notifies changes of representation.
- 4.14.1. The Director shall execute the mandate conferred by the Board, ensuring the fulfillment of the tasks and responsibilities assigned.
- 4.14.2. The Director shall submit a report on their activities to the Board or General Assembly as required.
- 4.15. The documents relating to the appointment of the directors must be deposited at the registry of the court of commerce and (an extract) must be published in the annexes of the Belgian Official Gazette within thirty days after having been deposited.

5. ACCOUNTS AND BUDGETS

5.1. Financial year

5.1.1. The association's financial year starts on January 1 and ends on December 31.

5.2. The financial closure of the association shall be subject to approval by the AGM.

5.3. The annual budget of the association shall be subject to approval by the AGM.

5.4. Accounts And Budgets

5.4.1. The board of directors closes the accounts for the past financial year and prepares the budget for the next financial year. Both are submitted to the approval of the AGM, which is held within four (4) months after the closing of the financial

6. DISSOLUTION AND LIQUIDATION

6.1. Dissolution by AGM

6.2. Except in the case of a court-ordered dissolution or dissolution by operation of law, only the AGM has the authority to decide to dissolve the organization, provided that:

- Two-thirds (2/3) of the members are present or represented at the AGM.
- A four-fifths (4/5) majority of those present or represented agree to the voluntary dissolution of the organization.

6.3. The proposal for voluntary dissolution must be explicitly stated on the agenda of the AGM.

6.4. Second AGM for Dissolution

6.5. If less than two-thirds (2/3) of the members are present or represented at the initial AGM, a second AGM shall be convened. The second meeting shall deliberate validly regardless of the number of members present or represented. A four-fifths (4/5) majority is still required to agree to the voluntary dissolution of the organization.

6.6. Voluntary Dissolution with Majority

6.7. If two-thirds (2/3) of the members are not present or represented at the second AGM, a third AGM shall be convened, which will deliberate validly regardless of the number of members present or represented. A simple majority is required for a voluntary dissolution of the organization.

6.8. Appointment of Liquidators

6.9. In the event of a voluntary dissolution, the AGM or the court will appoint one or more liquidators, specifying their powers and the terms of the liquidation process.

6.10. Distribution of Assets

6.11. After settling the organization's debts, any remaining assets will be transferred to another organization with altruistic goals, as determined by the AGM or the court.

6.12. Registration and Publication

6.13. The decision to dissolve the organization, as well as the appointment and termination of the liquidators, will be registered with the court of commerce. An extract of the dissolution decision, the appointment of the liquidators, and their termination of office must be published in the annexes of the Belgian Official Gazette within 30 days after registration.

7. GENERAL PROVISIONS

- 7.1. The association assumes no responsibility for acts or members not expressly directed or authorized by the association or its duly authorized representatives.

8. AMENDEMENTS

- 8.1. The decision to amend the articles of association can only be taken if the amendment is mentioned in detail on the agenda and if 2/3rds of the active members are present or represented. If this quorum is not reached, a second meeting can be convened, as stipulated in the present articles of association, at which the meeting will be able to take a valid decision regardless of the number of members present. The second meeting cannot be held within 15 calendar days following the first meeting. A majority of 2/3rds of the votes present or represented is required for any amendment to the articles of association, even at the second AGM. A change in the objects of the association requires a 4/5th majority.
- 8.2. In case of an amendment to the articles of association, the changes and the entirely coordinated articles of association after the change will be deposited at the registry of the court of commerce. (An extract of) the changes must be published in the annexes of the Belgian Official Gazette within 30 days after having been deposited.

APPENDIX A

The first active and founding members are:

- Belgium - V-ICT-OR
- Canada – MISA Canada
- New Zealand – ALGIM
- Sweden – KOMMITS
- The Netherlands - VIAG
- United Kingdom - SOCITM
- United States of America – GMIS

The founding members are:

- V-ICT-OR - Belgium - Present on: 06/11/2012
 - Eddy Van der Stock
- MISA - Canada - Present on: 06/11/2012
 - Kathryn Bulko
- ALGIM - New Zealand - Present on: 06/11/2012
 - Mike Manson
- KOMMITS - Sweden - Present on: 06/11/2012
 - Torbjörn Larsson
- VIAG - The Netherlands - Present on: 06/11/2012
 - Karen Van der Linden
- SOCITM - United Kingdom - Present on: 06/11/2012
 - Martin Ferguson
- GMIS - United States of America - Present on: 06/11/2012
 - Rick Bazzano

APPENDIX B

English: [Statutes in English](#)

Français: [Statuts en français](#)