

Association Statutes

Article 1: Name

An association governed by the law of July 1, 1901, and the decree of August 16, 1901, is hereby established between the members of these statutes, under the name Wx Alliance.

Article 2: Purpose

The Wx Alliance Association is an association of users of PC SOFT™ products, which primarily markets WinDev® , WebDev® , and WinDev Mobile® , as well as a series of other complementary tools and services, directly or indirectly related to the aforementioned products.

The Association is entirely independent of PC SOFT™.

The Association's purpose is to:

- Defend the rights of independent developers and software development professionals using the aforementioned tools throughout the world.
 - Promote mutual assistance, knowledge sharing, and solidarity among developers.
 - Train members and non-members in the use of the aforementioned products..
 - Support members facing business or legal issues in the exercise of their professional activity.
 - Organize paid or free events for members and non-members.
 - Offer preferential rates with selected organizations in various fields (insurance, accounting, legal aid, equipment purchases, etc.).
 - And more generally, carry out all operations directly or indirectly related to the purpose defined above, and likely to promote its achievement.
-

Article 3: Registered Office

The registered office is located at:

149 avenue du Maine, 75014 Paris, France

It may be transferred by unanimous decision of the board.

Article 4: Duration

The duration of the association is unlimited. Statuts de l'Association

Article 1 : Dénomination

Il est fondé entre les adhérents aux présents statuts une association régie par la loi du 1er juillet 1901 et le décret du 16 août 1901, ayant pour dénomination **Wx Alliance**.

Article 5: Composition of the Board and Roles

- A. The association is governed by a board elected during the General Meeting for a period of one year.
 - B. The board is composed of:
 - a. A President: represents the association in all civil affairs, orders expenditures, and convenes meetings.
 - b. A Vice-President: This role, which is not mandatory, replaces the President in all functions if the latter is unable to fulfill his or her mandate.
 - c. A Treasurer: sends out membership reminders, manages finances, keeps the books, and collects membership fees, donations, grants, and income from the Association.
 - d. A Secretary: takes minutes of meetings, maintains the membership list, and collects advance votes and votes at General Meetings, ensuring their confidentiality and secrecy. C. Board members are eligible for indefinite re-election.
 - C. Board members must be natural persons.
 - D. Any board member may be removed from office, during their term of office and for valid reasons, by an Extraordinary General Meeting.
 - E. Until the General Meeting renews the board at the end of their term, the board continues to carry out its duties pending the decision of the General Meeting.
 - F. In the event of a vacancy in a term, a director may be appointed provisionally by the General Meeting. In this case, they complete the term of office of the director they are replacing.
 - G. If the Association has fewer than five members, only the positions of President and Treasurer are required.
 - H. Board meetings may be held in person (if a place is indicated in the notice of meeting) and/or remotely (by any electronic means allowing remote participation of members).
 - I. Board members may be domiciled outside France. Please check in advance that this does not limit the exercise of their functions or the operations of the association (e.g. legal constraints, response times, etc.).
-

Article 6: Delegation of power

- A. A member of the board may designate, in writing and dated to the other members of the board, another person(s) to whom they delegate certain of their powers for a fixed period (which may not exceed the member's term of office), whether or not they are paid.
 - B. The other members of the board must approve this delegation unanimously.
 - C. The member remains responsible for the actions of the designated person(s), the results, and the timeframe within which the task must be completed.
 - D. The President's decision-making and signing powers may not be delegated, except to the Vice President.
 - E. The members of the board may designate an auditor, whether a member or not, to audit the Association's accounts and submit a report to the board.
-

Article 7: Legal actions

Legal actions, both as plaintiff and defendant, are brought or supported on behalf of the Association by the Board under the following conditions:

- A. Representation of the Association in acts that bind the Association, other than those of daily management, is exercised, unless otherwise specifically delegated by the Board, either by the President or by two members acting jointly designated by the Board.

- B. Representation may be entrusted to individuals who are not members. In this case, their choice must be unanimously approved by the Board members
-

Article 8: Remuneration and expenses

- A. Board members serve on a voluntary basis.
- B. However, upon recommendation of the Board, the General Assembly may decide to grant an allowance exceeding the expenses incurred, upon presentation of a written report detailing the work performed and approved by the General Assembly.
- C. Expenses incurred in the performance of their duties will be reimbursed by the Association no later than **30 days** after submitting the expense report to the Association, subject to available funds.
- D. Any expense exceeding **€50** (or equivalent in another currency):
- If incurred by the President, it must be approved **in advance by at least two** other Board members.
 - If incurred by another Board member, it must be approved **in advance by either the President or two** other Board members.
-

Article 9: Composition of the association

- A. The association is composed of:
- a. **Founding members:** those who participated in the creation of the association.
 - b. **Active members:** those who pay an annual membership fee set each year by the General Meeting and published in the internal regulations.
 - c. **Honorary members:** individuals or legal entities who have provided significant services to the association; they are exempt from membership fees.
 - d. **Benefactor members:** individuals who pay an entrance fee and an annual membership fee set each year by the General Meeting and published in the internal regulations.
- B. The association is composed of members without distinction of nationality or place of residence. However, members must be 18 years of age or older.
- C. Members may be individuals or legal entities. In the latter case, the legal entity must designate, in writing, a natural person to represent it in the association. The legal entity is responsible for informing the Association of any changes, if any.
- D. Only founding members and active members enjoy the full rights granted to members by law.
-

Article 10: Admission and membership

- A. Any person wishing to join the association must complete a membership form, accept the conditions described therein, and pay the annual fee set by the General Meeting.
- B. To ensure the Association maintains its independence, membership forms will be refused, except by unanimous agreement of the board, for any employee or former employee of PC SOFT™, one of its subsidiaries, or one of its parent companies.
- C. The board may refuse a membership application, with reasons, if it is deemed contrary to the interests or ethics of the Association.
- D. Any person concerned with the purpose of this association may be admitted, regardless of the country in which they reside or practice.
- E. The Association maintains an up-to-date register of members.

Article 11: Loss of membership

Membership is lost by:

- A. Resignation must be submitted in writing to the president of the association.
- B. Non-payment of the annual membership fee after a reminder.
- C. Removal from membership by the board, by a two-thirds majority, for serious reasons after receiving the interested party's explanations by registered mail or during a recorded videoconference.
- D. The board may suspend, pending a final decision, members suspected of serious reasons or of violating the law.

Article 12: Loss of rights and obligations following loss of membership

- A. Resigning, suspended, or expelled members, as well as the heirs of the deceased member's beneficiaries, have no rights to the association's assets.
- B. They may not claim or request statements, accountings, sealings, inventories, or reimbursement of contributions paid.
- C. They must return to the Association all of its assets in their possession within 15 days of their resignation, suspension, or exclusion.

Article 13: Limitation of liability

The Association is not responsible for illegal acts committed by its members, whether personally or professionally.

Article 14: Resources of the association

The association's resources include:

- A. Annual membership dues.
- B. Public and private grants.
- C. Donations and sponsorships.
- D. All other resources authorized by applicable laws and regulations, such as:
 - a. Training courses organized by the Association;
 - b. Commercial partnerships offered through the Association;
 - c. The sale of software or portions of software developed within the Association;
 - d. The organization of conferences, seminars, workshops, trade shows, or other events;
 - e. The sale of derivative products;
 - f. The rental of equipment or premises;
 - g. The publication and sale of magazines or newsletters;
 - h. The provision of consulting or expert services;

Membership and charity fees are set by the Ordinary General Meeting. In the event of any changes, all active members are promptly notified by email.

Article 15: Ordinary General Meeting

- A. The General Meeting must meet once a year upon the invitation of the President.
 - B. The General Meeting is held annually on the first Saturday of November.
 - C. The notice of meeting may be sent by any physical or electronic means, provided that members can receive it at least **14 days** before the date of the General Meeting. The notice must be signed by a director.
 - D. The General Meeting is chaired by the President or, if he or she is absent, by the Vice-President or the oldest director present.
 - E. The General Meeting may make decisions provided that at least 40% of the active members are present.
 - F. The agenda is set by the board. The agenda must include:
 - a. any proposal supported by one-fifth of the active members
 - b. the candidates for the board
 - c. The Association's financial statements for the previous fiscal year ending October 31.
 - d. The Association's budget for the following fiscal year beginning November 1.
 - G. Each member has a single vote, regardless of the number of people they represent, in the case of legal entities.
 - H. Decisions are made by a simple majority, i.e., more than **50%** of the votes of active members present or represented. In the event of a perfect tie (exactly 50% for / 50% against),
 - a. The President (or Vice President) has the casting vote.
 - b. If the vote concerns the board, a second round must be held.
 - I. Other members, who do not have voting rights, may attend the General Meeting in an advisory capacity.
 - J. Meetings and votes may be held in person (if a place is indicated in the notice of meeting) and/or remotely (by any electronic means allowing remote participation of members).
 - K. The time must be chosen so that members from Europe, Africa, and the Americas can be present (e.g., 5 p.m. Paris time).
 - L. The decisions of the General Meeting are recorded in minutes signed by the President and published on the Association's website no later than seven days after the meeting.
-

Article 16: Extraordinary General Meeting

- A. The Association may convene an extraordinary general meeting at any time at the request of the board or at the request of one-third of its members + 1.
- B. The notice may be sent by any physical or electronic means, provided that members can receive it at least **48 hours** before the date of the Extraordinary General Meeting.
- C. The General Meeting is chaired by the President or, if he or she is absent, by the Vice-President or the oldest director present.
- D. The General Meeting may make decisions provided that at least **20%** of the active members are present.
- E. The agenda includes the items listed in the notice, statutory amendments, the appointment of a resigning, suspended, expelled, or deceased board member, or the dissolution of the association.
- F. Decisions are made by a two-thirds majority (more than **66.66%**) of the votes cast by active members present or represented. Each member has a single vote, regardless of the number of people they represent, in the case of legal entities. If the vote is exactly 66.66%, the President (or Vice-President) has the casting vote.
- G. Other members, who do not have voting rights, may attend the General Meeting in an advisory capacity.
- H. Meetings and votes may be held in person (if a place is indicated in the notice of meeting) and/or remotely (by any electronic means allowing remote participation by members).

- I. The time must be chosen so that members from Europe, Africa, and the Americas can be present (e.g., 5 p.m. Paris time).
 - J. The decisions of the Extraordinary General Meeting are recorded in minutes signed by the President and published on the Association's website, no later than 2 days after the meeting.
-

Article 17: Representation in General Meetings

- A. Any member unable to attend may be represented by another member of the association with written authorization.
 - B. A single member may not hold more than two proxies.
 - C. Proxies must be submitted by mail or in person, or sent by email to the secretariat before the opening of the General Meeting.
 - D. A member representing a legal entity may not use a proxy.
-

Article 18: Internal regulations

- A. Internal regulations may be established by the board to supplement these statutes. They are subject to approval by the General Meeting, which shall be decided by a simple majority.
 - B. The working language of the Association is French. It may, however, translate its official documents into English or any other language useful to international members. Only the original documents shall be deemed authentic in the event of dispute or interpretation.
 - C. The Association undertakes to respect the confidentiality of its members' personal data, in accordance with the General Data Protection Regulation (GDPR).
 - D. The Association undertakes never to disclose its membership list to any third party.
-

Article 19 : Dissolution

- A. Dissolution is pronounced by the Extraordinary General Meeting, which appoints a liquidator to manage the remaining assets.
 - B. The net assets may not be transferred to a member of the association, even partially, except in the case of a contribution.
 - C. The association's assets will be transferred to an organization pursuing a similar purpose, as decided by the Extraordinary General Meeting.
-

Article 20 : Dispositions transitoires

- A. The Association's first "transitional" fiscal year will cover the period between the Association's launch date, below, and October 31 of the same year.
- B. The board members who have accepted their respective mandates are as follows:
 - a. President: Patrick Lalemand, Canada
 - b. Vice-President: Bertin Carriere, Belgium
 - c. Secretary: Rayann Naitaleb, France
 - d. Treasurer: Franck Becker, France
- C. The board approves the internal regulations.

Done on April 22, 2025

In case of any inconsistency or dispute in the interpretation of this document, the French version shall take precedence.