Bylaws of the GWG

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Article 1 - Name
The name of this association is Ghent PDF Workgroup (GWG). The association is also referred to in these bylaws as “Workgroup”. The legal form of the Workgroup is a non-profit organization in accordance with Belgian law.

Article 2 - Objectives and Mission Statement
1. Mission Statement: To establish and disseminate process specifications for best practices in graphic arts workflows
2. Objectives:
   a. Streamline and coordinate the decision process between industry associations (worldwide) interested in best practices for graphic arts workflows.
   b. Develop and maintain process specifications and associated documentation for best practices in graphic arts workflows.
   c. Develop and maintain reference implementations for those process specifications to ensure the practical applicability of such specifications.
   d. Actively promote adoption of the established process specifications by the worldwide user and vendor community.

Article 3 - Lifetime
1. The Workgroup started operating after its founding meeting on June 19, 2002.
2. These Bylaws and the structure of the Workgroup changed on April 1st, 2004 as anticipated in the original founding Bylaws.
3. The Workgroup will not automatically be dissolved at a certain date. It will exist until a Decision to dissolve is taken by the Workgroup. This Decision shall be taken as defined in Article 9 - Decisions.

Independently of the founding meeting date, a Working Year for the organization starts on April 1st and ends on March 31st of the next year. The first meeting of each Working Year shall be referred to as the Annual Meeting.

The Fiscal Year of the Workgroup shall coincide with the Working Year as defined above.

Article 4 - Organizational Structure
The Workgroup shall function through the establishment of (a) Member classes (b) an Executive Committee and (c) Observers as described in these Bylaws in articles 5 through 7.

Article 5 - Members
Categories of Members
The following are categories (classes) of Members of the Workgroup:

- **Association Members**
  An Association Member shall be a graphic arts industry association representing a membership of printers, publishers, design agencies, prepress houses or similar companies.

- **Educational Members**
  An Educational Member shall be an educational institution, active in the graphic arts industry. Annual dues will be waived for institutions that can issue government recognized or accredited diplomas.
• **Vendor Members**
  A Vendor Member shall be a software and/or hardware company with an active interest in supporting the process specifications developed by the Workgroup.

• **Industry Members**
  An Industry Member shall be a company active in the graphic arts industry as a printer, publisher, design agency, prepress house, consultant or similar with an active interest in supporting the process specifications developed by the Workgroup.

• **Liaison Members**
  A Liaison Member shall be an international standards organization working in a field similar to or complimentary to the Workgroup. A liaison member will provide the same level of membership in exchange.

**Annual Dues**

The annual dues for Members for a Working Year shall be fixed by a Decision of the Workgroup; the dues shall be limited to the maximums specified below for the different categories of Members.

- Association Members: € 1000
- Educational Members: € 1000
- Vendor Members: € 5000
- Industry Members: € 1000
- Liaison Members: € 0 (no fee)

A Decision of the Workgroup can change the maximum amount of the dues when necessary. These dues shall be collected by the Treasurer in such a way as deemed practical and appropriate. A Member who does not pay the annual dues in due time shall be disqualified.

**Representatives**

Each Member appoints one primary representative to the Workgroup ("Representative") and has the option to appoint one secondary representative ("Assistant Representative"). Both functions together are referred to as the "representatives" of the Member.

For each Member the representatives shall be selected so that they fulfill the following criteria:

1. The Representative of an Association, Educational or Industry Member shall be a high-level industry expert, preferably with hands-on experience and with line responsibilities at a printer, publisher, design agency, pre-press house or similar company. The Vendor or Liaison Member representative shall be a high-level technical expert with active knowledge of the industry and the subjects discussed by the Workgroup.
2. The Assistant Representative may be someone with similar or complimentary industry or technical expertise. The Assistant Representative also serves as a backup in case the Representative is not available for a particular Workgroup meeting.

The Representative and Assistant Representative can be freely selected by the Member as long as they comply with the guidelines above. Any Member can change their representatives as long as the new representatives are well qualified and the change does not negatively affect the Member’s responsibilities within the Workgroup.

**Voting**

Every Association, Vendor and Industry member of the Workgroup is entitled to one vote in any Decision made by the Workgroup (A possible deviation from this rule is defined in Article 9, Decisions). The representative (or in his/her absence the Assistant Representative) shall be allowed to cast the vote for the Member. During Workgroup meetings voting may be by voice or by ballot, with the exception of votes cast for elections of Executive Committee members, which will always be by private ballot. Outside Workgroup Meetings the voting will be by email.
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Educational and Liaison members of the Workgroup have no vote.

Membership Applications
A prospective member shall apply for membership by sending an application letter by email or regular mail to the Executive Director. Acceptance of the Member shall be done by a Decision of the Workgroup. In order to be accepted as a Member, the candidate Member has to comply with all rules for Members of the Workgroup, pay the annual dues (pro-rated based on the number of remaining months in the current Working Year) and accept these Bylaws. Payment of the yearly dues shall be accepted as proof of acceptance of the Bylaws.

Termination of Membership
A Member may resign from membership at any time by giving written notice of intention to resign to the Executive Director at least 30 days prior to the effective date of such resignation. Resignation shall not relieve a member from any dues or assessments incurred prior to the effective date of said resignation and no repayment of dues already collected will be made after a resignation.

By a Decision of the Workgroup any Member who has ceased to meet the qualifications for membership in his class can be disqualified. In that case the Member shall receive a pro-rated refund based on the number of months they have been a member.

Commitment
A Member shall underwrite the objectives of the Workgroup and these Bylaws in general, and shall undertake to:

• Have most if not all Workgroup meetings attended by its Representative, or if not possible at least by its Assistant Representative.
• Participate in email discussions in-between such meetings.
• Support the activities of the Workgroup and its sub-committees by performing actual work, including but not limited to researching, testing, reviewing, authoring and preparing Workgroup deliverables.
• Failure of a Representative or Assistant Representative to attend AT LEAST 50% of the meetings for a specific year will cause a review of the Members status by the Executive Committee.

Additionally:

• Association Members are encouraged – but not obligated – to adopt the process specifications developed by the Workgroup. It is conceivable that a particular process specification is not acceptable, or is simply not relevant, to a particular Association Member.
• Educational Members are encouraged – but not obligated – to add information regarding the Ghent PDF Workgroup and the specifications it develops to the curriculum of the students in their educational institution.
• Vendor Members are encouraged – but not obligated – to adjust software and/or hardware they develop to support the process specifications developed by the Workgroup.

Article 6 - Executive Committee
The Executive Committee consists of a fixed number of officers. The number of officers shall be fixed at seven (7), and they shall have functions as defined in these bylaws. The number of officers and their functions can be changed only by a Workgroup Decision. The duration of the term an officer is serving cannot be shortened by a Decision to reduce the number of officers. Should the number of Officers be increased the added positions shall be vacant and they shall be filled as defined in the Bylaws.
List of Officers

Following is the list of officers and their responsibilities:

1. **Chair**
   The Chair shall be the Chief Officer of the Workgroup; shall, subject to the control of the Executive Committee and the Members, have general supervision, direction and control of the business. The Chair presides over all meetings and ensures the objectives of the Workgroup are met at all times.

2. **Vice Chair**
   The Vice Chair supports the chair by giving guidance and support. In case of absence or disability of the Chair, the Vice Chair performs all functions of the Chair.

3. **Executive Director**
   The Executive Director shall manage all day-to-day activities of the Workgroup; coordinates and schedules Workgroup meetings; serves as focal point for internal communication including meeting agendas, meeting minutes and deliverables.

4. **Marketing Officer**
   The Marketing Officer shall communicate the objectives and work of the Workgroup. This shall be done by publishing the specifications of the Workgroup, by issuing press releases or other updates to the press, by actively marketing the Workgroup and by helping its members in their internal and external communication.

5. **Technical Officer**
   The Technical Officer provides input on technology related issues, serves as liaison between the Workgroup and any technical sub-committees and oversees development of the reference implementations.

6. **Documentation Officer**
   The Documentation Officer shall lead the team that writes documentation on the specifications put forward by the Workgroup. This documentation should be useful to both members and non-members. It should allow associations to view and use the results of the Workgroup and give vendors enough technical information to comply with any relevant part of the specifications.

7. **Treasurer**
   The Treasurer holds adequate and correct books and records of the accounts of the Workgroup.

Election of Officers

All members of the Executive Committee are elected to serve on the Executive Committee for a period of two (2) years (with the exception of the 2004 Working Year as explained below).Their term coincides with two Working Years.

Election is governed by the following rules:

1. All members can put forward candidates for all functions in the Executive Committee, with the exception of the Chair position for which only Association Members can put forward candidates.

2. Valid candidates for Association Members must be a member of the respective Association and may not be employed by a Vendor Member. Valid candidates for Vendor Members must be employed by the Vendor Member.

3. An officer of the active Executive Committee can be a candidate for the same or a different position in the Executive Committee for the next Working Year. There shall be no limit to the number of terms a person can serve on the Executive Committee.

4. Each person can be a candidate for only one function on the Executive Committee.

5. For the 2004 Working Year, all positions in the Executive Committee are open. After that, on each Working year that is odd (2005, 2007...) the Chair, Technical Officer and Documentation Officer positions shall be open. For each Working year that is even (2006, 2008...) the Vice-Chair, Executive Officer, Marketing Officer and Treasurer positions shall be open.

6. The last point on the agenda for the Annual Meeting shall be a vote for all open positions in the Executive Committee. Voting shall be by private ballot. The votes shall
Changes to the Officers during a Working Year

Resignation of Officers: Any officer may resign at any time by giving written notice to the Executive Committee. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Removal of Officers: By Decision of the Workgroup, any officer can be removed from his office at any time. At that time his position on the Executive Committee becomes vacant and shall be filled in the proscribed manner.

Disqualification of Officers: If the status of an officer changes such that he would no longer be defined as a valid candidate for the position in the Executive Committee he is currently holding, that officer will resign his office or be removed from his office by the Workgroup. This policy may be overridden in specific cases by a Decision.

Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or other cause shall be filled in as quickly as possible. This will be done by following the regular election procedure.

Article 7 - Observers

The Workgroup may invite other industry experts to participate in its meetings and activities as Observers. By default an Observer is granted a six (6) months trial period during which they can visit meetings and participate in discussions, but an Observer has no voting rights. Observer status is intended for candidate Members, prior to committing to full membership.

Granting observer status is decided on by the Executive Committee. A formal invitation to join the Workgroup as Observer will be sent by the Executive Director of the Workgroup. Because of practical circumstances the Executive Director may allow alternative trial period arrangements (such as granting two visits instead of the default six month trial period) to specific Observers.

Article 8 - Subcommittees

The Workgroup can form subcommittees to perform practical work or investigate open issues. Such a subcommittee for a specific topic is formed by a Decision of the Workgroup.

A subcommittee is headed by one or more subcommittee chairs, who are selected by the Workgroup. The participants are not restricted to the representatives of the members of the Workgroup; the subcommittee chairs can invite whoever helps the work that has to be done.

The subcommittee chairs report back and are guided by the Workgroup. Actual decisions acting on the work done by the subcommittee are taken by the Workgroup in the usual way. All subcommittee chairs are allowed to attend General Meetings.

Article 9 - Decisions

Consensus

Any Officer or Member can put forward a motion for formal decision ("Decision") to the Workgroup. It is the Workgroup’s intention to make any Decision of importance in consensus between all participants.
Voting
If, for a particular Decision, consensus appears not to be feasible, the Chair or Executive Director calls for a vote according to the procedure set forth in the following paragraphs. The Chair or Executive Director can call a vote during a Workgroup meeting, or at any time through electronic voting (email). In the latter case, at least five (5) whole business days shall go by between calling the vote and counting the votes.

Voting Rights
Each Member, regardless of the number of representatives they appointed, has exactly one vote. Observers have no vote. Officers serving on the Executive Committee have no separate vote; if they are the only representative of their association or company they can cast the vote of that member.

For any Decision to be valid, the number of Association Members casting their vote must be higher than the number of Vendor Members. If at any time this would not be the case the number of votes each Association Member has shall be increased until the above condition is fulfilled.

For any Decision to be valid, the combined numbers of Vendor and Association Members casting their vote must be higher than the number of Industry Members. If at any time this would not be the case the number of votes each Vendor and Association Member has shall be increased until the above condition is fulfilled.

Majority to Change the Bylaws
A Decision is made (i.e. a motion is accepted) only if
(a) At least 2/3 of the total number of potential votes is represented at the meeting (or collected electronically or by proxy), AND
(b) At least 3/4 of the collected votes, after subtracting any explicit abstentions, are positive.

Note that this procedure ensures that at least half of the total number of potential votes is positive, or an explicit abstention (2/3 x 3/4 = 6/12 = 1/2).

Majority to Approve a Decision
A Decision is made (i.e. a motion is accepted) if at least 8 votes are represented and only if at least 51% of the present votes, after subtracting any explicit abstentions, is positive.

If on two consecutive meetings the minimum quorum to vote is not reached, 51% of the present votes is sufficient to decide to dissolve the Workgroup.

The number of present votes is:
1. For Decisions made through email: the total number of votes equals the number of returned votes by eligible members.
2. For Decisions made on a meeting: the total number of votes present at the meeting, or represented at the meeting using a proxy.

Article 10 - Records
The Workgroup shall keep:
- Adequate and correct books and records of accounts
- Written minutes of all proceedings of the meetings
- The official copy of the Bylaws
- The official copy of the legal papers required as a non-profit organization under Belgian law ("De statuten van de vzw")
These papers shall be kept at the principal office of the Workgroup. They are available for inspection by all Members at all reasonable times during office hours.

**Article 11 - Meetings**

**Regular**
The Workgroup shall physically meet 4 times per year. More meetings can be added through a Decision. Between such meetings, Workgroup activities and projects can and will be conducted through electronic communication. Decisions can be made through electronic communication as well.

**Evaluation**
On the agenda of the Annual Meeting shall be an item to:

- Evaluate the operation and results of the Workgroup.
- Determine an overall action plan for the subsequent working year.

A management representative for each Member shall be invited to these meetings, in addition to the regular Representatives.

**Annual**
As necessary for accordance to Belgian law, the Workgroup shall hold its general meeting (“Algemene Vergadering”) together with each Annual Meeting.

**Attending meetings**
Two (2) representatives of each Member and Observer may attend any meeting with the exceptions for the Annual Meeting as previously noted. Members of the Executive Committee, chairs and co-chairs of subcommittees do not count towards those two representatives. Additional representatives can only attend with the previous permission of the Executive Director and will be subject to an additional financial charge, determined by the Executive Director on a per-case basis.

**Article 12 - Communication**

**Working language**
The working language of the Workgroup is English. All internal communication and all deliverables, including meeting minutes, working notes, test reports, proposals, documentation and so forth shall be written in English. All meetings shall be conducted in English.

The only exception to this rule is that certain legal documents that serve to establish the Workgroup as a legal non-profit organization according to Belgian law have to be in Dutch. Each Member has the right to inspect these Dutch documents at any time and to have them translated (at their own expense) to ensure they follow the intentions of the Bylaws.

**Right to disseminate**
The Officers and any Member are explicitly allowed to publicly communicate the Decisions of and the deliverables produced by the Workgroup, at any time after such Decisions have been made or such deliverables have been deemed final by a Decision of the Workgroup. Such communication may be done in any language, and any deliverables may be translated as well, as long as the translated version accurately reflects the English original. Such translation will not occur at the expense of the Workgroup, unless otherwise decided in a Decision.
Teleconferencing

If feasible during a meeting (depending on where the meeting is organized and what facilities are available) the Workgroup may provide a means for people to follow the proceedings of the meeting over the Internet.

The Workgroup only offers this service to the following participants:

• Members of the Workgroup
• Observers of the Workgroup
• Active members of a Workgroup subcommittee

As a Member or Observer you can follow all sessions. Subcommittee members are only allowed to follow the sessions of their subcommittee. Please do not share your login information for such sessions without previous agreement of the Executive Director of the Workgroup.

Article 13 - Legal

Legal Form

The legal form of the Workgroup is a non-profit organization in accordance with Belgian law, the principal office of which is at Kleindokkaai 3, 9000 Gent, Belgium. The principal address of the Workgroup is the same as the address of the legal form. Its official founding documents (“de statuten”) have been published accordingly in the Belgian State newspaper (“Het Staatsblad”).

No Agency

Nothing contained in these Bylaws shall be construed as creating any agency, partnership or other form of joint enterprise between the Parties. No Party can legally represent the Workgroup or can be held responsible or liable for its actions, or for the actions of any other Party.

Consequential Damages Waiver

No Party will be liable to any other Party for any loss of use, interruption of business, cost of procurement of substitute goods, technology or services or any indirect, special, incidental, or consequential damages of any kind (including lost profits) regardless of the form of action whether in contract, tort (including negligence), strict product liability or any other legal or equitable theory even if such Party has been advised of the possibility of such damages.

Expenses

Each Party carries its own expenses, including but not limited to travel & lodging for attending the Workgroup meetings.

Property Rights

No Officer or Member shall have any right or interest in any of the property or assets of the Workgroup.

Non-liability

No Officer or Member shall be personally liable for the debts, liabilities, or obligations of the Association.
Article 14 - Amendment of Bylaws

New Bylaws may be adopted or these Bylaws may be amended or repealed by a Decision of the Workgroup. If so the legal documents for the Belgian nonprofit organization may have to be adjusted as well in accordance to Belgian law.

A Decision of the Workgroup to change the Bylaws or to change the members of the Executive Committee shall automatically imply consent to change the legal documents for the non-profit organization if and as necessary.

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