

EMIRAcle

European Manufacturing and Innovation Research Association
a cluster leading excellence



International non-profit Association (AISBL)

STATUTES

Titre I. Name, seat, goals and activities

Article 1. Name

A non profit international association is created for an unlimited duration under the name of “European Manufacturing and Innovation Research Association Cluster Leading Excellence” aggregated EMIRAcle.

This association is following the disposition of the title III of Belgium law dated 27 June 1921 modified by the law dated 2 May 2002 relative to the non profit associations, non profit international associations and foundations (articles 46 to 57).

Article 2. Registered office

Its registered office shall be : 62 rue du trone 1050 Bruxelles .

The General Assembly can decide to move the seat of the association to any other place in Belgium. The new address will be published In the Annexes of the Moniteur Belge the month following the decision.

Article 3. Social aims, Goals and activities

The association has a scientific, technical and socio economic objective. :

Its mission is to generate a breakthrough in vision, technological forecasting, strategic program development and organizational development for long term collaborative and concurrent research directed to the advance of knowledge for enhanced sustainable competitiveness and dynamics of EU-industry.

The goal of the association is to transform into a perennial structure the Network of Excellence VRL-KCiP, network presently founded by FP6 of the European Communities.

The aims of the EMIRAcle Association are: to network collaborative research laboratories sharing research strategies, knowledge and resources, promoting high quality research and short throughput times of research leading to advanced knowledge and stimulation of a high innovation speed in industry.

The Association main activities are built around projects.

Titre II. Members and Liability

Article 4. Members

The EMIRAcle Association has Full Right Members and Associated Members

4.1 Full Right Members:

The Association is composed of Full Right Members, who are legal entities or establishment formed according to the laws of their country of origin.

The Full Right Members at the creation of the Association are mentioned in the constitute charter. The Full Right Members have to be already partners or academic associated partners of the VRL-KCiP Network of Excellence.

4.2 Associated Members

Associated Members are legal entities or individuals who support the aim and the activities of the Association.

Article 5. Admission, Withdrawal or exclusion

5.1 Admission

5.1.1 Full right Members

Applicants can present their request to the General Assembly. The competitive selection procedure will be implemented by the General Assembly according to the Association Agreement.

The Intellectual Property Rights of the Full Right Members are stated in the Internal Association Agreement.

5.1.2 Associated Members

Associated Members can be any legal entities or individuals who paid the annual subscription determined by the General Assembly, and who obtain the approval of the Directory Board.

5.2 Withdrawal

5.2.1. Withdrawal of a Full Right Member

Full Right Member may request to terminate its participation in the Association by giving three (3) months written notice of termination to the Directory Board, by means of registered mail with acknowledgement of receipt, and may indicate the reasons for termination.

Consequences of such withdrawal:

- 1- The Full Right Member agrees to treat as confidential all confidential information, according to the definition of the Association Agreement, for a period of five (5) years from the date of its withdrawal, and agrees not to apply for any patent or other proprietary right over any confidential information it may have had knowledge of in connection with its participation in the Association.
- 2- A withdrawing Full Right Member shall return all equipments or materials provided by the other Full Right Members, or destroy them upon their written request.
- 3- Financial consequences for the withdrawing Full Right Member.

The Full Right Member shall pay the following costs:

- The Member is required to refund all advances paid to it by the Association except the amount spent for the activities of the Association, with appropriate justifications;
- The Member is not reimbursed for any part of the reserves constituted for the Association.

4- Consequences on access to research infrastructures acquired with Association co-financing: these are subject to user agreements and to co-ownership rules, if any.

5- The Member agrees to provide financial justifications for the period during which it participated in the Association and any other document or element required to prepare the Annual report, including after the date of its withdrawal.

7- The Member agrees to make a special endeavor to continue to pursue doctoral dissertations commenced in the scope of the Association under the best possible conditions.

5.2.2. Withdrawal of an Associated Member

Associated Member may request to terminate its participation in the Association at any time by writing a letter to the President of the Association. An Associated Member cannot request the return of a part of its subscription fee when withdrawn.

5.3 Exclusion

5.3.1. Exclusion of a Full Right Member

The exclusion of a Full Right Member may be decided by the General Assembly by unanimous vote minus the vote of the concerned Full Right Member.

The exclusion of a Full Right Member has the same consequences as a withdrawal.

5.3.1. Exclusion of an Associated Member

The Directory Board can propose to the General Assembly to exclude an Associated Member who does not obey the rules of the Association. An Associated Member cannot request the return of a part of its subscription fee when excluded.

Article 6. Annual Subscription

An annual subscription fee per Full Right Member can be fixed every year by the General Assembly, under the proposition of the Directory Board. The maximum annual subscription fee of the Full Right Members will not exceed 2.000,00 euro

For the first year of the Association, no annual subscription fee will be charged from the Full Right Members.

An annual subscription fee per Associated Member is fixed every year by the General Assembly, under the proposition of the Directory Board.

The maximum annual subscription for the Associated Member will not exceed 25.000,00 euro .

Article 7. Liability

The Full Right Members shall not be liable for any debt or any other obligations incurred by the EMIRAcle Association. The EMIRAcle Association shall be solely liable for its debts and obligations according to Art. 49 of the Belgian Law relative to non profit associations.

Title III. *Decision-making and advisory bodies*

Article 8. Directory Board

8.1: Composition

The Directory Board is composed of a President, a Vice President for Research, a Vice President for Education, a Vice President Business Office, a Treasurer and a Secretary, belonging to the Full Right Members of the Association.

The members of the Directory board are elected by the General Assembly for a 3 years period. They do not receive any salary or contribution for the execution of their function. Expenses for representations may be dealt with budget with justification of cost.

8.2: Role

The Directory Board has the mission of the scientific animation of the Association in terms of integration, research, training, dissemination and valorisation of works towards industrial, institutional and academic partners.

After the budget has been proposed by the General Assembly and validated by the Steering Committee, the Directory Board authorises the Treasurer to announce the dates and the amounts of the payments to each Full Right or Associated Member, if needed.

The Directory Board may propose the withholding of payment(s) to a defaulting Full Right Member, subject to agreement by the General Assembly. Such agreement must be sought at the next General Assembly meeting.

The Directory Board is responsible for proposing all matters to the General Assembly which require a decision of the General Assembly.

8.3: Meeting

The Directory Board meets as often as is necessary, on the request of the President, or at the request of two of the other Full Right Members at least one a year.

8.4: Resolutions

The decisions of the Directory Board are taken with the advices of the other Full Right Members. The President is ultimately responsible for executing any decisions made by the Directory Board.

8.5: Representation

Association is validly represented in all the acts and in justice by the president under his only signature or by two members of the Directory Board acting jointly.

In the daily acts of management, the Association is validly represented by the president.

Article 9. General Assembly

9.1: Composition of General Assembly

The General Assembly is composed of the Directory Board and of one (1) representative of each Full Right Member involved in the Association.

At the start of the Association each Full Right Members has to designate its representative.

Any expert or qualified person may be invited to attend meetings of the General Assembly in an advisory capacity.

The Chairperson of the General Assembly is the President of the Association. He/She:

- sets the agenda for meetings of the General Assembly;
- chairs meetings of the General Assembly. In his/her absence, the General Assembly will be chaired by the First Vice President;

9.2: Role:

Provided that according to Article 10.2 a validation of the Steering Committee is obtained, the General Assembly is the Association's decision-making and arbitration body. Only the representative of the Full Right Members have the right to vote.

The General Assembly shall decide, inter alia, on the following matters:

Concerning the political and strategic orientation of the Association :

- the Association's "Programme of Activities" and "Plan of Use and Dissemination";
- the Association's budget, the financial allocation and different resources;
- deciding upon a change in the list of Full Right Members by unanimous vote minus that of the Member concerned;
- modifications to the "Programme of Activities", including, but not limited to, decisions to abandon a research programme or to reduce the budget allocated to it;
- the General Assembly may vote for the inclusion of a new Full Right Member on a unanimous basis;

- the General Assembly may authorize, by unanimous vote minus that of the Member, the withdrawal of a Full Right Member;
- the General Assembly decides on the exclusion, by unanimous vote minus that of the Member concerned, of a Full Right Member;
- the General Assembly is the decision-making body for any issue concerning the proper operation of the Association.
- the General Assembly proposes modifications of the statutes or/and the Association Agreement. The proposal has to be accepted by the Steering Committee.
- the General Assembly approves the report on the activities of the Association and the accounts for the closed financial year after a report from the body charged with auditing the annual accounts;
- the General Assembly adopts the provisional budgets and the internal policies
- the General Assembly approves the dissolution of the Association and the destination of its inheritance which must be affected at a not involved end.

Concerning the Programme of Activities, the General Assembly shall :

- prepare the Detailed Programme of Activities;
- make progress reports on the state of advancement of the Association;
- accept the participation of the Association as a partner of a proposal in order to contract with industry, national or European. programs
- propose the Association budget as well as the funding of the Full Right Members.

Concerning the entry of new Full Right Members, the General Assembly shall :

- implement the selection procedure for new Full Right Members.

Concerning Intellectual Property, the General Assembly shall :

- The General Assembly will be in charge of issues regarding Intellectual Property Right that has to be defined in the Association Agreement;

9.3: Meeting

The President shall give each member of the General Assembly at least thirty (30) calendar days written advance notice of a meeting or fifteen (15) calendar days notice in case of an emergency situation.

Any decision requiring a vote at a General Assembly meeting must be identified as such on the pre-meeting agenda.

Should a member of the General Assembly suggest adding a discussion point/resolution to the proposed agenda, it shall given written notice thereof to all other members at least seven (7) calendar days prior to the meeting date.

The President of the General Assembly shall draft the minutes of each meeting, to formalise in writing all decisions taken and shall dispatch them to all members within fifteen (15) calendar days after the concerned meeting.

The minutes shall be considered as accepted by the members if, within fifteen (15) calendar days from receipt thereof, no Full Right Member present or represented at the said meeting has objected in writing to the President of the General Assembly, provided that objection shall be either on such formalisation or on a decision that was not part of the agenda and which was not accepted by all members.

The minutes of the General Assembly can be consulted at the head office of the Association.

Article 10. Steering Committee

10.1: Composition

The Steering Committee is composed of one representative of each legal entity that has a Full Right Member belonging to the Association, with the power to engage it's institution.

This representative may be the same person as for the General Assembly;

The Directory Board shall attend meetings in an advisory capacity, as well as any other qualified person invited by the head of the Steering Committee.

Head of the Steering Committee:

The Head of the Steering Committee is elected among its Members, for a 3-year term. She/he can be re-appointed for one additional term.

The Head of the Steering Committee sets the agenda for meetings of the Steering Committee and chairs the meetings.

10.2: Role

The Steering Committee, based on inputs provided by the decisions of the General Assembly:

- Approves the Association Budget and the allocation of funds to the Full Right Members
- Accepts new Members to join the Association;
- Reviews the performance of Members of the Association, and makes recommendations to the Directory Board concerning actions to be taken in cases of failure by any Full Right Member;
- Reviews the performance of the Members of the Directory Board and proposes the replacement of any Member in case of failure.

Title IV Accounts and Budgets

Article 11:

The financial year shall begin on the 1st day of June and close on the 31th day of May.

Each year the Assembly approves by a majority the accounts of the previous exercise and the draft budget for the current exercise.

the annual account are transmitted to the graft qualified commercial court.

Title V Modification of the statutes and dissolution of the international Association

Article 12.

Without detriment to the Articles 50 §3, 55 et 56 of the law of non-profit associations, the international non-profit associations and the foundations, a modification of the statutes can only be debated if it is explicitly announced in the convocation for the Assembly on which agenda it is included. The convocation must be sent to the Members of the Association at least one month prior to the meeting.

At least 2/3 of the Full Right Members must be present at the Assembly to vote on a modification of the statutes, the dissolution or the liquidation of the Association.

Modification on the goals of the Association can be approved with 4/5 of the votes of Full Right Members present or represented. Any other modification of the statutes, the dissolution, or the liquidation of the association must be approved with 4/5 of the vote of the Full Right Members present or represents.

The modification of the goals of the Association will be applicable after the approval of the competent authority, according to the Article 50 § 3 of the law and after being published in the Annexes du "Moniteur Belge", according to the Article 51 § 3 of the law.

The General Assembly will determine the rules of the liquidation of the Association. and the destination of its inheritance which must be affected at a not involved end.