

European Association of Research and Technology Organisations

Articles of Association

Title I: Name, Registered Office, Purpose and Activities of the Association

Article 1 - Name

The Association is named European Association of Research and Technology Organisations.

Article 2 - Registered Office

The registered office of the Association is established in Belgium at 36-38 rue Joseph II, B-1000 Brussels. The registered office of the Association may be transferred to any other location in Belgium, following a simple majority of the valid votes cast by a General Meeting of its members and publication in the Annexes of the "Moniteur Belge".

Article 3 - Purpose

The Association shall pursue activities of a not-for-profit scientific nature in accordance with the Belgian law of 25th October 1919, as amended by the law of 6th December 1954, 30 June 2000 and 2 May 2002.

The purpose of the Association shall be:

- to promote the European industrial research and technology sector to opinion formers in the public and private domains;
- to encourage the outsourcing of research, technology and innovation in Europe;
- to encourage government at all levels to stimulate science, research, technology and innovation in order to provide a more favourable environment for the European industrial research and technology sector;
- to foster the optimisation of the possibilities and the results of European industry, in small, medium and large firms, through research and development, technology and innovation;
- to foster excellence in industrial research and technology in Europe;
- to provide a forum for the exchange of ideas and information amongst the members of the Association;
- to set standards of conduct for members;
- to determine clear and fair rules as to technical responsibility, commercial practice, intellectual property etc. so that members of the Association may be recognised as *bona fide* partners;
- to supply assistance and collective services for members, such as the organisation of conferences and seminars, the publication of newsletters, and the provision of general and specific European information on European Union affairs.

In pursuing the activities of the Association, the members do not seek to obtain direct financial advantage for themselves, nor shall it be the objective of the Association to procure direct financial advantage for its members.

The Association may acquire any and all assets, fixed or otherwise, enter into contractual commitments, receive gifts, dispose of assets, grant privileges or securities in respect of its assets, and transfer title to its assets in accordance with the law, with these Articles of Association and any amendments to them.

Title II: Working Language and Activities of the Association

Article 4 - Working Language

The working language of the Association is English.

Article 5 - Activities of the Association

The activities of the Association shall include:

- collecting, analysing and disseminating to members information relating to European industrial research and development, technology and innovation, via newsletters, periodic mailings, electronic mails and other media;
- representing the interests of the European industrial research and development, technology and innovation sector to the European Commission and other European organisations;
- providing information and expertise to the European Commission and other European organisations;
- assisting members in their relations with the European Commission and other European organisations;
- organising working groups and task forces on subjects of particular interest to the members;
- organising and participating in conferences, workshops and other events of particular interest to the members;
- carrying out contracts of particular interest to the members;
- making available to members, for their occasional use, a centrally located office facility in Brussels and basic secretarial services;
- compiling and disseminating general and specific information about the members, especially concerning their skills in industrial research, technology and innovation.

Title III: Membership

Article 6 - Categories of Membership

There shall be different categories of membership: Individual Members; Association Members; Corresponding Members, and Associated Members. All members are individuals or organisations legally established according to the laws of their country.

- Category 1 - Individual Members shall be organisations established in member countries of the European Union or European Economic Area or in an "Associated Country" or intergovernmental organisations owned by multiple countries of the European Union or European Economic Area, in the meaning of the EU Framework Programme for Research and Technological Development*. Individual members' predominant activity is to provide research, development, technology and innovation principally to governments and the industry. They are public or private non-profit organisations. Individual members are managerially independent. The organisation is a legal entity or part of a larger non-profit organisation and has its own financial system (issuing its own financial statement, annual report etc.).
EARTO services accessible: They receive all the services of the Secretariat without restriction.
- Category 2 - Association Members shall be not-for-profit national/regional/sectoral associations established in the European Union or European Economic Area or in an "Associated Country", in the meaning of the EU Framework Programme for Research and Technological Development* and whose members are predominantly organisations which meet the conditions for individual membership and whose membership is broadly representative of the industrial research and development, technology and innovation sector in the territory, sector or other sphere of activity of the said association.
EARTO services accessible: Only the "Secretariat" of the association *strictu sensu* shall enjoy the rights of EARTO membership (i.e. Association cannot send its members to participate to EARTO Working Groups).
- Category 3 - Corresponding Members shall be industrial research and technology organisations which are established in countries which do not meet the geographic criteria of individual membership.
EARTO services accessible: Newsletter service, participate to EARTO general events, can join one Working Group, do not have voting rights.
- Category 4 - Associated Members shall be individuals or organisations which do not qualify for membership of the Association and which by their activities, their financial contributions or other means, make a significant contribution to the fulfillment of the purpose of the Association.
EARTO services accessible: Newsletter service, participate to EARTO general events, can join one Working Group, do not have voting rights.

Article 7 - Individual Members and Association Members

The Association aims for a membership of the largest possible number of Individual Members, i.e. individual research and development, technology and innovation organisations, and Association Members, as defined in the Articles of Association, in order to:

- enhance the opportunities for interfacing with national and regional governments and other organisations, by accepting into EARTO membership Associations of research and development, technology and innovation organisations which are well established, representative and reputed in their respective countries, regions, sectors or other spheres of activity;
- provide a mechanism for associating with EARTO the smaller, often highly specialised research and development, technology and innovation organisations which might not otherwise join the Association.

Article 8 - Members Votes

- Individual Members

The following table shall be used to calculate the number of votes granted to each individual member according to Article 16 of the Articles of Association:

Number of employees	Number of votes
up to 374	1
375 to 624	2
625 to 874	3
875 to 1,124	4
more than 1,124	5

- Association Members: Each Association Member shall have one vote.

Article 9 - Admission of Members

Applications for membership shall be made in writing. These applications shall be proposed by the Executive Board and confirmed by the members at their next General Meeting or by written procedure among the members. The General Meeting shall not be required to state its reasons for accepting or rejecting an application for membership.

Article 10 - Termination of Membership

Any member may withdraw from the Association at the end of a financial year, by written notification to the registered office of the Association and after having fulfilled all its obligations with respect to the payment of membership fees and any other amounts due to the Association.

Membership shall terminate in any of the following circumstances:

- when a member no longer fulfils the criteria above-mentioned in Article 6;
- bankruptcy, liquidation, dissolution or any similar situation resulting in the cessation of a member’s activity;
- failure to pay membership fees or any other sum due to the Association within sixty days of written request and after a reminder giving thirty days notice of overdue payment;
- infringement of the provisions of these Articles of Association or other rules for the conduct of members, as may be determined from time to time by the Association.

Exclusion from membership shall be proposed by the Steering Committee and decided by the Executive Board. Exclusion shall be effective immediately.

A member who resigns or is excluded from membership of the Association shall have no claim to the net assets of the Association.

Article 11 - Membership Subscriptions

Each Individual, Association, Corresponding or Associated Member shall pay each year the annual membership subscription for that year and category of membership as agreed by the General Meeting of the members upon a proposal by the Executive Board.

Membership subscriptions shall be due on January 30th of each year and shall be paid within 60 days of written request. Failure to pay within this time may result in exclusion from membership, as provided for in Article 10.

Article 12 - Membership Subscriptions Fees

Until further notice, the annual membership subscriptions are as follows:

- Individual Members: 25 € per employee with a minimum of 750 € and a maximum of 30.000 €. The current employee figure should be published officially by the members in their annual report or financial statement and be communicated to the EARTO Secretariat by 1 November. The Executive Board will decide every year in its autumn meeting whether to apply the OECD's official forecast for Belgium's inflation correction. The minimum and maximum fees will then be adapted every year when the inflation correction is applied. Following the Board decision, the Secretariat will inform the members on their membership fees by the end of November of each year. Should the maximum fee reach the amount of 50.000 € due to inflation corrections, decision on applying the inflation correction should be brought to the General Assembly for approval.
- Association Members: the annual fee for Association members is 10.000€. This amount is applicable as from 2015 to all new members (i.e. it does not affect the membership fee of members already "association members" of EARTO before that date).
- Corresponding Members: the annual fee for Corresponding members is 7.000€. This amount is applicable to all as from the General Assembly 2019.
- Associated Members: the annual fee for Associated Members is 5.000€. This amount is applicable as from 2020 to all members in that category.

Title IV: Governing Bodies of the Association

Article 13 – Governance of the Association

The Association shall be governed by the General Meeting of its members and an Executive Board as well as Steering Committee.

Article 14 - General Meeting

The General Meeting of the members shall be the supreme governing body of the Association. The General Meeting of the members shall be invested with all powers necessary or advantageous for the purpose of achieving the objectives of the Association. The General Meeting of the members shall decide the general policy of the Association and shall oversee the management of the Association by the Executive Board.

The following powers shall be reserved exclusively for the General Meeting of the members:

- on or before May 31st of each year, approval of the final accounts for the preceding financial year and discharge of the members of the Executive Board in respect of their stewardship of the affairs of the Association during the preceding financial year;
- on or before May 31st of each year, approval of the budget of the Association for the current financial year;
- the membership fees and any other contributions due by the members of the Association for each financial year;
- the election and dismissal of the members of the Executive Board;
- amendments to the Articles of Association;
- the admission and exclusion of members of the Association;
- the dissolution of the Association;
- the establishment and subsequent amendment of the statutes of the Association;
- the nomination, if required, of auditors.

Article 15 – Meetings of the General Assembly

There shall be a General Meeting of the members at least once per year and whenever the Executive Board shall consider a meeting to be necessary or whenever at least one-fifth of the members of the Association make written request to the Executive Board for a meeting.

General Meetings shall be chaired by the President or, in his absence, by one of the Vice-Presidents or by a member of the Executive Board appointed for this purpose by the Executive Board, or, failing an appointment by the Executive Board, by a person designated at the beginning of the General Meeting.

General Meetings shall be convened in writing by the Executive Board with at least fifteen days notice and with indication of the place, date and time of the meeting. The agenda of the meeting shall be sent with the written notice of the meeting. No business may be conducted on any matter not shown on the agenda, unless all members with voting rights are present or represented.

Article 16 - Voting, Quorum

Only Individual Members and Association Members shall be entitled to vote at General Meetings of the members.

- Each Individual Member shall have from one to five votes, according to the number of employees retained for calculating the size of its annual subscription to the Association for the current year;
- Each Association Member shall have one vote.

The General Meeting shall conduct business only if at least 40% of the votes held by members are present or are represented by proxy.

An Individual Member or an Association Member may be represented at a General Meeting by giving written proxy to any other member with voting rights. No member may simultaneously exercise more than three proxies.

Unless otherwise stipulated in these Articles of Association or by the law, decisions of a General Meeting of the members shall be taken by a simple majority of the valid votes cast by the members present or represented by proxy. They shall be made known to all members. Decisions of General Meetings of the members shall be recorded in minutes which shall be kept at the registered offices of the Association.

Article 17 - Executive Board

Subject to the powers granted to the General Meeting by Article 14 of these Articles of Association, the Executive Board shall enjoy full powers to manage the affairs of the Association and to perform for this purpose all acts, as it may judge necessary or advantageous for achieving the purpose of the Association. The Executive Board shall comprise one member per country with at least one Individual or at least one Association Member and, in addition, up to six members elected at large one of which could be occupied by one of the intergovernmental organisations.

The Executive Board shall elect from among its members the President. The President, the Vice-President(s) and the members of the Executive Board shall be elected *intuitu personae*. The period of office of the President, the Vice-President(s) and the members of the Executive Board shall be three years, renewable without limit. The President, the Vice-President(s) and the members of the Executive Board shall not be remunerated for the services which they provide to the Association as elected officers. The Executive Board may delegate some or all its powers to the President, the Vice-President(s) or to one or more of its members.

The Executive Board may appoint a Secretary General to take charge of the day-to-day management of the Association and may delegate to the Secretary General the authorities necessary for the accomplishment of this task.

The Executive Board may appoint, from among its members a Steering Committee to oversee the management of the Association between meetings of the Executive Board.

Article 18 - Election of the Executive Board

The Executive Board members' election is organised as follows:

- Nominations of the Executive Board members representing each country shall be made by the members of each given country;
- If a member's subsidiary or affiliated partner or legally independent foreign affiliate is also member of EARTO, they cannot both present candidates to the board of EARTO at the same time (same term) in order to keep a balanced participation in the Board;
- The General Meeting appoints all members of the Executive Board (Article 14);
- Nominations of the six Executive Board members at large shall be made by the Executive Board.

Article 19 – Meetings of the Executive Board

The Executive Board shall meet as frequently as the interests of the Association require and at least twice per year. The Executive Board shall meet whenever at least one half of its members request in writing that a meeting be held.

Notice of meetings of the Executive Board shall be given in writing by the President, at least six days in advance, with indication of the place, date and time of the meeting. The agenda of the meeting shall be sent with the written notice of the meeting.

The Executive Board shall conduct business only if at least one half of its members are present or are represented by written proxy. A member of the Executive Board may not exercise more than one proxy simultaneously. Decisions of the Executive Board shall be taken by a simple majority of the votes cast by its members present or represented by proxy. In the case of a tied vote, the President shall have a casting vote.

Article 20 - Steering Committee

The Steering Committee is appointed at the discretion of the Board and has two purposes. It shall:

- Manage the affairs of the Association and perform for this purpose all acts it may judge necessary for achieving the purpose of the Association on behalf of the Executive Board;
- Oversee the daily management of the Association implemented by the Secretariat.

Members of the Steering Committee can only be chosen from Members of the Executive Board. The Steering Committee reports to the Executive Board. The President appoints all members of the Steering Committee. The Steering Committee meet at least 5 times a year and more, if necessary. The Steering Committee shall appoint the Vice-President(s) of the Association among its Members.

Title V: Financial Management

Article 21 - Financial Year

The financial year of the Association shall commence on January 1st of each year and shall end on December 31st of the same year. The first financial year of the Association shall commence on the day of the constitution of the Association and shall end on December 31st of the same year.

The Executive Board shall propose the annual budget of the Association, which it shall submit for approval to the General Meeting, in accordance with Article 9 of these Articles of Association. The Executive Board shall draw up draft final accounts for each financial year, which it shall submit for approval to the General Meeting of the Association, in accordance with Article 9 of these Articles of Association.

The Executive Board shall be responsible for managing the funds of the Association and maintaining the bookkeeping, assisted, if required, by a professional accountant. In case the activities of the Association require the appointment of statutory auditors, such an appointment shall be made by the General Meeting. The Association may constitute a "Reserve Fund", in particular for the purpose of financing special activities or covering special expenditures.

Article 22 - Legal Representation

All legal acts entered into by the Association shall be signed, unless otherwise stipulated, by two members of the Executive Board acting in co-signature or by the President of the Association in co-signature with another member of the Executive Board. Those exercising co-signature on behalf of the Association shall not be required to justify towards third parties their authority to sign.

All legal action or arbitration involving the Association, as plaintiff or defendant, before courts, tribunals or other jurisdictions shall be the responsibility of the Executive Board, represented by the President or a member of the Executive Board designated by the President.

Title VI: Amendment of the Articles of Association – Dissolution

Article 23 - Amendment of the Articles of Association - Dissolution

Without prejudice to Article 5 of the law of 25th October 1919, any proposal to amend the present Articles of Association or to dissolve the Association shall be made by the Executive Board or by at least one half of the members with voting rights. The Executive Board shall give at least three months notice of the General Meeting of the members called to vote on the proposal to amend the Articles of Association or to dissolve the Association.

The General Meeting of the members called for this purpose shall conduct business only if at least one half of the members with voting rights are present or are represented by proxy. Any member with voting rights may be represented by proxy according to the same rules as for ordinary General Meetings of the members. A decision to amend the Articles of Association or to dissolve the Association shall require a majority of two-thirds of the votes cast by the members present or represented by proxy at the General Meeting.

If the General Meeting does not achieve the quorum stipulated above, a further General Meeting of the members shall be called within one calendar month. This further General Meeting of the members shall be empowered to take a binding and final decision on the proposal to amend the Articles of Association or to dissolve the Association, which shall require the votes of two-thirds of the members present or represented by proxy.

Any decision to amend the Articles of Association shall take effect only after having been confirmed by royal decree and after fulfilment of the requirements for publication provided for in Article 3 of the law of 25th October 1919. In the event of a decision to liquidate the Association, the General Meeting of the members shall appoint one or more liquidators charged with realising the Association's assets and settling its debts. Any net assets shall be disposed of in accordance with prevailing law.

Title VII: General Provisions

Article 24 - Notice of Meetings, Proxies

Notice of meetings and award of proxies shall be made in writing, by letter (recommended or not), by fax or by electronic mail ("e-mail").

Article 25 - Changes in the Statutes

Changes and amendments in Statutes shall be prepared by the Steering Committee, ratified by the Executive Board and by the General Assembly.

Article 26 - Other

Any matters which are not covered by the present Articles of Association, in particular requirements regarding publication in the Annexes of the "Moniteur Belge", shall be determined in accordance with prevailing law.