



## ERRIN Statutes

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## Preamble

Name: European Regions Research and Innovation Network N.P.A.

Legal Form: Not For Profit Association

Registered Office: Avenue d'Auderghem 22-28 1040 Brussels

Constitution of a Not for Profit Association

Between: Glynis Whiting, avenue Van Goolen 52, 1200 Brussels,

Pascale Goergen, "Ferme du Train", rue du Lambais, 1390  
Grez-Doiceau

Anthony van de Ven, Schoolstraat 138, 1650 Beersel

Have established the European Regions Research and Innovation Network, as a non-profit association governed by Belgian law (according to the Belgian Law of 27 June 1921, changed by the Belgian Law of 2 May 2002), hereafter referred to as ERRIN, together with the Regional Offices of:

- |  |                                |
|--|--------------------------------|
| I. Fundacion Comunidad Valenciana – Region Europea | V. The Region of South Denmark |
| II. Unioncamere Lombardia                          | VI. The Region of Stuttgart    |
| III. Unioncamere Piemonte                          | VII. Helsinki Region           |
| IV. South Sweden European Office                   | VIII. Veneto Region            |
|  | IX. Yorkshire & Humber Region  |

They shall be recognized as the founding members of the ERRIN network. As founding members of ERRIN, these regions have taken the initiative to launch the network and take responsibility for the continuation of ERRIN as an independent not for profit association during the period up to the Annual General Meeting to be organised in the autumn of 2007.

During that period they will form an Interim Management Board with specific responsibilities described in Article 24 – Temporary provisions.

## Chapter I: Name, Registered office, Purpose and Duration

### Article 1 Name

- 1.1 A non-profit association is hereby incorporated under the laws of Belgium. Its name is "EUROPEAN REGIONS RESEARCH AND INNOVATION NETWORK", abbreviated as "ERRIN", hereinafter referred to as the "Association". Both the full name and the abbreviated name can be used interchangeably<sup>1</sup>.

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1.1 <sup>1</sup> The Association is governed by the provisions of the Belgian Act of 27 June 1921 regarding non-profit associations, international non-profit associations and foundations as amended by the law of 2 May 2002 (published in the Belgian Official Journal of 11 December 2002 (the "Act")).

## **Article 2 Registered office**

- 2.1 The registered seat of the Association will be in the Brussels judicial region at Avenue d'Auderghem 22-28, B-1040 Brussels. The registered office may be transferred to any other location within the Brussels Region by a decision taken by the Management Board. Any change in the venue of the seat will be published in the Belgian Official Journal in the same month.

## **Article 3 Purpose**

- 3.1 The Association has a not for profit purpose which is to establish a network for cooperation between the Brussels based representative offices of regional and local administrations, universities, public and private bodies with a regional mandate, that are involved in Research and Innovation.
- 3.2 The Network's objectives are to:
- a) **Knowledge sharing at the EU level.** ERRIN aims to be a focal point supporting regions to co-ordinate and jointly develop their approach to research and innovation work in Brussels and to facilitate rapid and regular dialogue with the EU institutions.
  - b) **Interregional exchange and practitioner development.** ERRIN supports members to understand the issues, opportunities and structures of partner regions by using modern communication tools to facilitate the exchange of best practice and experience, as well as contacts and project opportunities.
  - c) **Policy and thematic development.** ERRIN acts as a hub for regions to develop joint policy influencing initiatives, common projects and programmes.
  - d) **Working with other networks.** ERRIN supports the establishment of effective links and working relationships with other networks and organisations active on Research and Innovation issues at the European level.
- 3.3 To further these aims, The Association may also carry out all operations and conduct all activities, both in Belgium and abroad, which directly or indirectly benefit or promote its purpose and its objectives.

## **Chapter II: Members**

### **Article 4 Membership typology**

4.1 The Association is made up of Full members and Associated members. The number of members is unlimited, with a minimum of three. Without contravening the present Statutes or Belgian law, the rights and obligations of the different categories of members will be determined by the current Statutes.

### **Article 5 Eligibility**

5.1 Full membership of the Association is open to Brussels based representative offices of regional and local administrations, universities, public and private bodies with a regional mandate, that are involved in Research and Innovation and that fulfil the eligibility criteria.

- Agree with the purpose of the association as described in article 3.2 of these Statutes
- Have legal personality or be a physical person, and
- Pay a annual subscription fee

5.2 Associated Members to ERRIN can be those organisations that are European Networks, trade associations, academic institutions, businesses or non governmental organisations that fulfil the above listed eligibility criteria but have no representative office in Brussels.

5.3 Any eligible representation may be admitted to the Association following acceptance by the ERRIN Management Board and approval of the Annual General Assembly. The prospective candidate will submit a formal written request to the Chair of the Management Board. The Management Board will make a recommendation to the Annual General Meeting. The decision of the Annual General Assembly will be without appeal. The written application must be made on the standard application form and be accompanied by a letter and/or additional documentation relating to the activities and experience of the region in the area of Research and Innovation

### **Article 6 Members fee**

6.1 Full members and associated members of the Association will be required to pay an annual subscription fee. A representation that has not paid its subscription fee will automatically drop out of the members list. The level of the membership fee will be proposed by the Management Board and formally approved by the Annual General Assembly.

6.2 The annual fee will be subject to an annual indexation corresponding to the Belgian annual inflation rate.

6.3 The maximum annual fee will be fixed at € 10.000.

## **Article 7 Resignations and exclusions**

7.1 Any member is free to resign from the Association at any time by notifying the Management Board via registered letter giving three months notice. The resignation shall come into force at the end of the fiscal year in which the resignation has been made. The resigning member will remain liable for its financial obligations vis-à-vis the Association until the end of such financial year.

7.2 Any member may be excluded from the association upon decision by the Annual General Assembly by a majority of two thirds of the members present or represented for the following reasons:

- Not abiding by the Statutes of Association or its Internal Regulations;
- Not abiding by the decisions of the Annual General Assembly or Management Board;
- Not fulfilling the conditions for membership;
- Acting contrary to the interest and the values of the Association, thereby likely to damage the Association's objectives or reputation.

The Management Board may, until formal decision of the Annual General Assembly, suspend any member.

7.3 Membership automatically ends in the case of bankruptcy or liquidation. The member will remain liable for its financial obligations vis-à-vis the Association until the end of the financial year during which any of these events occurs.

7.4 The Management Board may readmit a member deemed to have resigned on condition that it meets all its outstanding financial obligations.

7.5 The member will be informed by registered mail of the intention to expel it and the grounds on which the proposed expulsion is based. The member has the right to notify its remarks in writing to the Chairman, within fifteen calendar days subsequent to the receipt of the letter. Upon its prior written request, the member involved shall be heard by the General Assembly.

## **Article 8 Liability of members**

8.1 Individual members are in no way responsible for the obligations of the Association. Members will not be personally liable for the obligations of the Association. Their liability is limited to the payment of their membership fees.

8.2 Members of the Management Board, Directors and persons entrusted with the daily management of the Association will not be personally liable for

the obligations of the Association. Their liability is limited to the proper performance of their function.

### **Chapter III: Bodies of the Association**

#### **Article 9 Annual General Assembly - Composition**

- 9.1 The Annual General Assembly is made up of all members of the Association and is chaired by the Chairman of the Management Board.
- 9.2 A member may be represented by another member at the Annual General Assembly. Each member may represent up to two other members at any one time. Proof of proxy sent to the registered seat of the Association at least two weeks before the AGA may be made by means of a facsimile message.
- 9.3 All Full members that have paid their fee have one vote at the Annual General Assembly. The rights and obligations set forth by the law do not apply to associated members. Such rights and duties are ruled by the Statutes.

#### **Article 10 Powers of AGA**

- 10.1 The Annual General Assembly holds the final decision making power of the Association. Its decisions are binding for all members of the Association. It is endowed with all powers which are mentioned in the present Statutes, or are reserved for it according to law.
- 10.2 In addition to those powers reserved by law, the following powers are reserved for the Annual General Assembly:
  - The approval of the Work Programme and Report of Activities;
  - Adoption and modification of the Internal Regulations;

#### **Article 11 Convening the AGA**

- 11.1 The Annual General Assembly will convene within five months after the closure of the previous financial year, to allow approval of the annual accounts and approval of the overall budget for the following financial year. A second Annual General Assembly will be convened in the second part of the financial year, during a conference organised by the Association, in order to approve the Annual report and the Workprogramme for the Association including a financial paragraph.
- 11.2 An extraordinary Annual General Assembly may be convened at any time, by decision of the Management Board or by request by one fifth of the members of the General Assembly when the aims or interest of the Association so demands. Notification will be made by means of a simple letter, signed by the President or two of the members of the Management

Board, and sent out at least one month before the Annual General Assembly is due to take place. Notifications should mention the date, place, time and agenda of the Annual General Assembly. All proposals signed by at least one twentieth of the members will be put on the agenda.

## **Article 12 Procedures of decision making**

- 12.1 Unless otherwise provided for in the Statutes, or Belgian law, decisions of the General Assembly shall be taken with a simple majority of the votes cast. Abstentions shall not be taken into account and blank and mutilated votes will not be counted. In case of a tied vote, the Chair will have the casting vote.
- 12.2 Decisions can also be taken by circular letter. Decisions taken by circular letter are deemed to take place at the registered office of the Association and are deemed to come into force on the date mentioned on the letter.

## **Article 13 Minutes and consultation**

- 13.1 Minutes will be taken at each meeting, to be signed by the chairperson and the secretary, or by two members of the Management Board and written into a register reserved for this purpose.

## **Article 14 Management Board**

- 14.1 The Association will be run by a Management Board, made up of Full members of the Association. Their number will not exceed 15 members and consist of a minimum of 3 members<sup>2</sup>.
- 14.2 The Management Board shall meet a minimum of four times a year. Meetings of the Management Board shall be called by the Chairman, by any two members or by the Director of the Association. The notice indicates the place, date, hour and agenda of the meeting and is sent by letter, facsimile or any other written means (including electronic format) at least eight calendar days prior to the date of the meeting. The working documents will be attached to the notice.
- 14.3 The Management Board shall be vested with the power to undertake any act necessary or useful to achieve the purpose and objectives of the Association, except for those powers that the Act or these Articles of Association reserves to the General Assembly.
- 14.4 Except in the case that, due to a board member vacating his/her seat, it is necessary to nominate a new member of the Management Board for a single term, a term being the period between two autumn Annual General Assemblies, members of the Management Board will be elected by the Annual General Assembly for a period of three terms. Every term 1/3 of

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<sup>2</sup> A minimum of two (2) members in case the total number of members is three (3)

the sitting members will be up for election. Members may be re-elected once in consecutive elections.

- 14.5 Members will exercise their duties free of charge.
- 14.6 The Management Board will be presided over by a Chair and a Vice Chair, elected by the Annual General Assembly for a one year term, on the proposal of the Management Board. The Chair and Vice Chair may serve a maximum of two terms.
- 14.7 All members of the Management Board will be free to resign from their duties by sending notice to the Chair, or, if the Chair resigns, by sending notice to the Vice-Chair. If all members of the Management Board wish to resign, such resignation shall occur by sending notice to all members of the Association. The members of the Management Board can be dismissed by the Annual General Assembly at any moment.
- 14.8 Upon decision of the Management Board and under its responsibility, Working Groups may be formed to tackle specific areas of activities of the Association. The Working Groups will have an advisory role to the Management Board. The composition and rules of procedure of the Working groups are described in the Internal Regulations.

## **Article 15 Vacancy before term**

- 15.1 In the event that a vacancy occurs, a new member can be appointed by the General Assembly, in accordance with the provisions laid down in Article 14.4
- 15.2 The term of office of the replacing member shall expire at the same time as the term of the replaced member. The appointment shall be ratified at the next meeting of the General Assembly.

## **Article 16 Treasurer and meetings of the Management Board**

- 16.1 The Management Board will elect from among its members a Treasurer annually immediately after the general elections for a single term renewable once.
- 16.2 A meeting of the Management Board will only be considered valid if a majority of members of the Management Board are present. A member of the Management Board may be replaced by another member of the Management Board, but a member of the Management Board may not act as proxy for more than one person at a time. Proof of proxy may be shown by means of a facsimile or electronic mail message.
- 16.3 The Management Board may only deliberate on the matters set out in the agenda, unless all members are present and decide unanimously to discuss other matters.

- 16.4 Decisions will be taken by a simple majority of votes put forward by the members of the Management Board present or represented. Each member will have one single vote. Abstentions shall not be taken into account and blank and irregular votes will not be counted in the votes cast. In the case of an even vote, the Chair shall have the casting vote.
- 16.5 Decisions may also be taken by circular letter, by conference call or by videoconference, in accordance with the rules laid down in the Internal Regulations. Decisions taken by circular letter, conference call or videoconference are deemed to take place at the registered office of the Association. Decisions taken by circular letter are deemed to come into force on the date mentioned on the letter. Decisions taken by conference call or videoconference are deemed to come into force on the date of the meeting.
- 16.6 Minutes will be taken by the Secretariat at each meeting and will be formally approved at the next meeting. All members will have the right to consult these Minutes and the decisions taken at the registered seat of the Association. Any extracts to be produced, as well as any other acts, may validly be signed by the Chair, the Vice Chair or any other two members of the Management Board, or by the Director of the association.

## **Article 17 Elections and management**

### ELECTION OF THE MANAGEMENT BOARD

- 17.1 There will be a maximum of two members per EU member state elected to the Management Board. The same region may not be represented in the Management Board by two institutions at the same time.
- 17.2 Membership of the Management Board is open to Full members of the Association. Members are elected to the Management Board by the Annual General Assembly for a three-year term according to the schedule below, outlining that a maximum of five seats come up for elections every term.
- 17.3 As an exception to the general rule, the first Management board, appointed at the launch of the association, will have a mandate up to the first autumn AGA after the launch. At that AGA all 15 Management Board seats will become available while all sitting members may be elected.

Member	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	
Year	A	A	A	A	A	A	A	A	A	A	A	A	A	A	A	Founding board appointed
1	B	B	B	B	B	B	B	B	B	B	B	B	B	B	B	Lowest five election result
2	C	C	C	C	C	B	B	B	B	B	B	B	B	B	B	Middle five election result
3	C	C	C	C	C	D	D	D	D	D	B	B	B	B	B	Highest five election result
4	C	C	C	C	C	D	D	D	D	D	E	E	E	E	E	
5	F	F	F	F	F	D	D	D	D	D	E	E	E	E	E	
6	F	F	F	F	F	G	G	G	G	G	E	E	E	E	E	
7	F	F	F	F	F	G	G	G	G	G	H	H	H	H	H	
8	I	I	I	I	I	G	G	G	G	G	H	H	H	H	H	
9	I	I	I	I	I	J	J	J	J	J	H	H	H	H	H	
10	I	I	I	I	I	J	J	J	J	J	K	K	K	K	K	

17.4 The election procedures will be as follows:

17.4.1 Nominations for election to the Management Board must be received by the Management Board not later than six weeks prior to the date of the Annual General Assembly

17.4.2 The vote on the election to the Management Board will take place by secret ballot.

17.4.3 Without prejudice to the other articles of these Statutes, the members who receive the largest number of votes will be elected to the Management Board until the available seats on the Management Board have been filled. A more detailed description of the voting procedure is included in the Internal Rules.

17.4.4 In case of tie in the number of votes received by two or more members, the Management Board determines a way of resolving the issue of the tie.

#### ELECTION OF THE CHAIR AND VICE-CHAIR

17.5 Nominations for election of the Chair and the Vice-Chair must be received in writing by the Management Board no later than 6 weeks prior to the date of the Annual General Assembly. The Annual General Assembly will elect the Chair and Vice-Chair upon recommendation of the Management Board.

17.6 The Chair and the Vice-Chair are always members of the Management Board.

#### MANAGEMENT OF THE ASSOCIATION

- 17.7 The Management Board holds the overall responsibility for the administration and management of the association; it manages the current affairs of the Association and represents it in all legal and extra-legal sectors.
- 17.8 All powers which are not explicitly reserved by law or by the present Statutes to the General Assembly are held by the Management Board.
- 17.9 The Management Board will nominate or dismiss, either directly or by the means of an intermediary, all employees and members of staff of the Association; it will also decide upon their work and conditions.
- 17.10 The Management Board can, within the powers reserved to it, delegate its powers to one or more of its members, or to one or more employees of the Association. The Management Board may, in particular, delegate the daily management of the Association to the Director. This includes any action necessary in the normal course of business or which can be taken without a formal decision of the Management Board due to the minor importance or urgency, including the use of the signature necessary for this management. Without prejudice to formalities imposed by the labour law then in force, the Management Board may dismiss said delegate at any moment and said delegate may resign by sending notice of his/her intention to do so to the President.
- 17.11 The appointment, resignation and dismissal of the Director must be published in accordance with the provisions of the Act. The Director must be convened to, and has the right to attend all meetings of the General Assembly and the Management Board. He/she may voice an opinion but has no voting right. Only the Management Board is authorized to revoke the delegation of daily management and to determine the conditions under which the delegation can be terminated.
- 17.12 The functions of Director and staff are remunerated, unless otherwise provided by the Management Board.
- 17.13 The Director may delegate a part of his/her powers for particular or specific purposes to a third party, under his/her responsibility.
- 17.14 Unless otherwise specified in the Minutes of an Management Board meeting, any member of the Management Board may validly sign individually an act regularly decided upon by the Management Board.
- 17.15 The Management Board will establish and amend all internal rules and regulations, which it deems necessary or which are provided for in the Statutes. These shall never contradict current Statutes.

## **Article 18 Declaration of Interests**

- 18.1 Before the Management Board takes a decision or undertakes an operation whatsoever in which any of their number may have a personal interest, either direct or indirect, that member of the Management Board is held to declare the interest and ensure that his declaration is mentioned in the Minutes of the meeting of the Management Board.
- 18.2 That member of the Management Board may not vote in the Management Board in matters regarding that operation or decision.

## **Chapter IV: Representation of the Association**

### **Article 19 Representation of ERRIN**

- 19.1 The Association shall be validly represented with respect to all acts, including court proceedings, by the joint signature of the Chair, the Vice Chair or two Management Board Members, who shall not be obliged to offer proof to third parties of a prior decision of the Management Board.
- 19.2 The Director shall individually represent the Association with respect to all acts of daily management and also in court proceedings within the limits of the daily management, and shall not be obliged to offer proof to third parties of a prior decision of the Management Board.
- 19.3 The Association is also validly represented by an attorney-in-fact, within the limits of his power-of-attorney.

## **Chapter V: Financial Year and Accounts**

### **Article 20 Financial year and accounts**

- 20.1 The financial year of the Association will start on the 1st January and end on 31<sup>st</sup> December of the same year.
- 20.2 The Management Board will prepare the accounts of the financial year ended to the spring Annual General Assembly which will approve these accounts within 6 months of the ending of the fiscal year reported on.
- 20.3 The Management Board will prepare the overall budget of the coming financial year, and will present this to the spring Annual General Assembly for approval.
- 20.4 The Management Board will prepare the Work Programme of the Association including a detailed financial paragraph and present this to the Autumn Annual General Meeting for approval.
- 20.5 The accounts and budget will be kept in accordance with the Belgian Accounting laws and rules and may be seen by members at the seat of the Association as from the tenth day preceding the Annual General Assembly.

- 20.6 After the approval of the annual accounts, the General Assembly shall take a special vote on the discharge from liability of the directors, and, as the case may be, the auditors.

## **Chapter VI: Dissolution and liquidation**

### **Article 21 Dissolution**

- 21.1 In the event of a voluntary dissolution, the Annual General Assembly, or, failing this, a tribunal will appoint one or more liquidators. It will also determine their powers and the method of liquidation.

### **Article 22 Balance of liquidation**

- 22.1 Any proposal to amend these Articles of Association or to dissolve the Association shall only be valid where it is proposed by the Management Board or the majority of the members.
- 22.2 Decisions regarding amendments to the Articles of Association or the dissolution of the Association shall be taken with a majority of two-thirds of the votes cast.
- 22.3 In the event that the Association is dissolved, the General Assembly shall decide by a simple majority of the votes cast on (i) the appointment, powers and remuneration of the liquidators, (ii) the methods and procedures for the liquidation of the Association and (iii) the destination to be given to the net assets of the Association.

## **Chapter VII: Final comments**

### **Article 23 Final comments**

- 23.1 Any points not specifically mentioned in the above Statutes will come under the legislation of the Belgian law of 21 June 1921 as amended by the law of May 2nd, 2002.
- 23.2 These Articles of Association shall be written in the French and English languages. The French version is the official version of the Articles of Association and shall take precedence.
- 23.3 English shall be the working language of the Association.
- 23.4 Any dispute in connection with the Articles of Association of the Association, its Internal Regulations or any decision of one of its bodies, shall be governed by Belgian law and shall be submitted to the Brussels courts.

### **Article 24 Temporary Provisions**

- 24.1 As a temporary provision and as an exception to Article 24, the first financial year will begin on the date the Association will be granted legal personality and will end on 31 December 2007.
- 24.2 As a temporary provision and as an exception to Articles 14 and 20, the Parties take unanimously the following decisions, which will come into force when the Association is granted legal personality:

## APPOINTMENTS

### Appointment of Management Board Members

The following persons are appointed as Management Board Members:

NAME	POSITION	ORGANISATION
SIBILLA, ANNA	Communication and RTD advisor	Unioncamere Piemonte
FRANCOISE CHOTARD DAUMAS, CEDRIC	Director Policy Officer	Ile-de-France Europe
WOLF ANDREASEN, GHITA	Director	South Sweden EU Office
SOLITANDER, ADRIAN KIVILEHTO, ANNA	Head of Office Policy Officer	Helsinki EU Office
KNOPS-GERRITS, PETER-PAUL	Liaison Officer	Flanders Region
PINNA, VALENTINA	Head of Office	Unioncamere Lombardia EU Office
MIELCZAREK, MARIUSZ		Lodz Region in Brussels
SCHREIBER, SYLVIA	Director	Stuttgart Region European Office
VAN DE VEN, ANTHONY	Policy Officer	Eindhoven City & Region EU Office
WHITING, GLYNIS	Head of Office	West Midlands in Europe
REVUELTA, JUAN MANUEL ORTIZ, MARCO	Director Policy Officer	Fundacion Comunidad Valenciana – Region Europea
SUMNER, SUZY	Head of Office	Englands North West
DEHAN, XAVIER DE CONINCK, VINCENT	Policy Advisor Policy Advisor	Brussels Capital Region
GONZALO, CARMEN		BIZKAIA Basque Country European Office
BALOGH, ZOLTAN	Director	Eszak-Alfold Region

### Appointment of Chairperson

Mr Juan Manuel Revuelta, Head of Office, Fundacion Comunidad Valenciana – Region Europea is appointed as Chair.

Mr Adrian Solitander, Head of Office of the Helsinki EU Office is appointed as Vice Chair.

### Appointment of a Mandate

Mr Marcel Baeten, born 10 november 1951 at Hoeilaart Belgium, living at Veldstraat 16 1560 Hoeilaart NN 51.11.10.389.71 is granted mandate to fulfill all formalities linked to the creation of this NPA, should it be in relation to Tribunal de Commerce, Ministry of Finance, VAT administration and to all other authorities linked to the creation of the NPA

### Appointment of the Director

Mr Claus Schultze is appointed as Director, entrusted with the daily management of the Association.

The office of the Director shall take effect on the date on which the Association will be granted legal personality. The mandate is remunerated and is granted for an unlimited period of time.

### **Appointment of the Financial Responsibility**

Mrs Françoise Chotard, Director of the Ile-de-France Representation in Brussels is appointed as Treasurer.

### **MANAGEMENT**

The first appointed management Board, consisting of the Founding Members of ERRIN will take upon itself the following tasks, to be completed before the first Annual General Meeting:

1. The preparation of a work plan for the association up to the first Annual General Meeting.
2. The Preparation of the first Annual Accounts and Budget for the association for approval of the Annual General Meeting
3. The preparation of the Internal Rules in close consultation with the full membership of the association.
4. The day to day management of the network from the day of its legal establishment up to the first general election of the Management board of ERRIN in the autumn of 2007.
5. The preparation of the first Annual General Meeting of the Association in the spring of 2007.
6. The preparation of the first elections for the Management Board of ERRIN and a template for candidacies.

Certified:

Glynis Whiting, chair,

Anthony Van de Ven, vice-chair

Pascale Goergen, member of the Management Board

Marcel Baeten, mandate