

ARTICLES OF ASSOCIATION



ERRIN European Regions
Research and Innovation Network



Document revision history

Date	Version	Notes
September 2013	2	First revision of original Articles of Association. Approved by the Annual General Meeting.
11 June 2019	3	Revision to align the Articles of Association with the ERRIN strategy. Approved by the spring Annual General Meeting.

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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 interchangeably¹.

Article 2 Registered office

2.1

The registered office of the Association will be in the Brussels judicial region at 3 Rue du Luxembourg, 1000 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 location of the registered office will be published in the Belgian Official Journal in the same month.

Article 3 Purpose

3.1

The Association is a non-profit organisation. The Association’s purpose is to establish a network for cooperation between Brussels-based representative offices of regional and local administrations, universities, public and private bodies with a regional mandate, which are involved in research and innovation.

3.2

The Association’s objectives are to:

- **Bring a place-based perspective**
ERRIN brings a bottom-up place-based perspective to the European research and innovation policy and funding programmes. Through its member-driven working groups ERRIN strengthens EU policy development via the promotion of a regional innovation ecosystems approach and Smart Specialisation.
- **Make connections and facilitate EU engagement**
ERRIN builds close and informal relationships between member regions, EU institutions, and other partners, and works as a bridge between them. ERRIN facilitates access to people, knowledge, and ideas as well as encourages members to pool resources to more effectively respond to these opportunities.

¹ 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”).



- **Increase project opportunities for members**
ERRIN supports regional collaboration and project development by providing networking opportunities for members to share project ideas, best practices, and personal contacts. We develop and participate in projects that further members' and the wider network's interests.
- **Position regional interests in the research and innovation landscape**
ERRIN supports EU policy development through the promotion of regional experience and expertise. We create platforms and participate in events to share members' knowledge, further ERRIN's reputation, and enhance the understanding of regional perspectives. This activity is essential to successful delivery of the other objectives mentioned above.

3.3

To further these objectives, the Association may also carry out all types of operations and conduct all types of 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 associate members. The number of members is unlimited, with a minimum of three. Without contravening the present Articles of Association or Belgian law, the rights and obligations of the different categories of members will be determined by the current Articles of Association.

Article 5 Eligibility

5.1

Full membership of the Association is open to Brussels-based representative offices of regional and local administrations, as well as academic institutions (universities, research centres, institutes etc.), public and private bodies with a regional mandate, that are involved in research and innovation and that fulfil the eligibility criteria below.

To be eligible for membership any organisation must:

- Agree with and contribute to the purpose of the Association as described in article 3.2 of these Articles of Association;
- Have legal personality or be a physical person;



- Have stable and sufficient sources of funding to maintain their activities throughout the year(s) of membership and the professional competencies required to engage in network activities;
- Honestly declare to not sell on information obtained from the Association; and
- Pay an annual membership fee.

5.2

Associate membership of the Association is open to the type of organisations listed above (article 5.1) but also to networks, trade associations, academic institutions, businesses or non-governmental organisations that fulfil the above listed eligibility criteria but have no representative office in Brussels.

Article 6 Membership fee

6.1

Full members and associate members of the Association are required to pay an annual membership fee. A member that has not paid its membership fee will automatically have their membership services suspended.

6.2

The amount of the membership fee will be proposed by the Management Board and formally approved by the autumn Annual General Meeting.

6.3

The annual membership fee will be subject to an annual indexation corresponding to the Belgian annual inflation rate. This can be waived by a decision by the Management Board.

6.4

Members joining ERRIN during the financial year pay a pro-rata fee.

6.5

The maximum annual membership fee for standard membership services will be fixed at €10.000.

Article 7 Resignations and exclusions

7.1

Membership of the Association continues from year to year unless the member gives written notice of their intention to withdraw from the Association. Written notice of the intention to withdraw is required three months before the end of the fiscal year i.e. before the end of September. Written notice must be received by the Secretariat. 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 the financial year.

7.2

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

- Not abiding by the Articles of Association;
- Not abiding by the decisions of the Annual General Meeting or the Management Board;
- Not fulfilling the conditions for membership; and/or
- 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 Meeting, 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 Meeting – composition

9.1

The Annual General Meeting is made up of all members of the Association and is chaired by the Chair and/or the Vice-Chairs of the Management Board.

9.2

A member may be represented by another member at the Annual General Meeting. Each member may represent up to two other members at any one time. Proof of proxy sent to the registered office of the Association at least two weeks before the Annual General Meeting may be made by means of an email.

9.3

All members that have paid their annual membership fee have one vote at the Annual General Meeting. The rights and obligations set forth by the law do not apply to associate members. Such rights and duties are ruled by the Articles of Association.

Article 10 Powers of the Annual General Meeting

10.1

The Annual General Meeting 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 Articles of Association or are reserved for it according to the law.

10.2

In addition to those powers reserved by law, the following powers are reserved for the Annual General Meeting:

- The approval of the Work Programme and report of activities;
- Approval of the annual accounts; and
- Approval of the draft budget for the coming year.

Article 11 Convening the Annual General Meeting

11.1

The Annual General Meeting will convene within six months after the closure of the previous financial year, to allow approval of the annual audited accounts. A second Annual General Meeting will be convened in the second part of the financial year in order to approve the draft budget for the following financial year, the annual report and the work programme for the Association.



11.2

An extraordinary Annual General Meeting may be convened at any time by decision of the Management Board, or by request by one fifth of the members of the Annual General Meeting when the aim or interest of the Association so demands. Notification will be made by means of a simple letter, signed by the Chair of the Management Board or two of the members of the Management Board, and sent out at least one month before the Annual General Meeting is due to take place. Notifications should mention the date, place, time, and agenda of the Annual General Meeting. 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 Articles of Association, or Belgian law, decisions of the Annual General Meeting shall be made 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 made by virtual meetings and in writing. The decision is deemed to take place at the registered office of the Association and will come into force on the date of the virtual meeting or the written communication.

Article 13 Minutes and consultation

13.1

Minutes will be taken at each Annual General Meeting and will be signed by the Chair of the Annual General Meeting. An accessible archive of the minutes will be made available.

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 members².

14.2

The Management Board shall meet a minimum of four times a year. Meetings of the Management Board shall be called by the Chair, by any two members of the Management Board or by the Director of the Association. The notice indicates the place, date, time, and agenda of the meeting and is sent by email or any other written format at least eight calendar days prior to the date of the meeting. The working documents will be attached to the notice.

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



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 Act reserves to the Annual General Meeting.

14.4

The Management Board may produce other internal rules, which governs the processes and procedures of the Association.

14.5

Members of the Management Board will exercise their duties free of charge.

14.6

Members of the Management Board are elected by the members of the Association and are approved by the autumn Annual General Meeting for a period of three terms, a term being the period between two autumn Annual General Meetings.

14.7

Each term or year, one third of the sitting members will be up for election. Board members having completed a three-year period on the Board are able to stand for a further three years. Board members may stand for election at the end of their two periods of three years when elections are not taking place due to a lack of candidates for the Board.

14.8

The Management Board will be led by a Chair and two Vice-Chairs, elected by their peers on the Management Board at the first Management Board meeting following the autumn Annual General Meeting. The postholder will serve for two terms, a term being the period between two autumn Annual General Meetings. The Chair and Vice-Chairs may serve a maximum of two times two terms in any one role.

14.9

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-Chairs. 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 Meeting.

14.10

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 Rules.

Article 15 Management Board - Vacancy before term

15.1

In the event that a vacancy occurs in the middle of a term, a new member can be appointed by the Management Board following an announcement to all members of the network of the Board vacancy, in accordance with the provisions laid down in Article 14.

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 Annual General Meeting.

Article 16 Treasurer and meetings of the Management Board

16.1

The Management Board will annually elect from among its members a Treasurer at the first Management Board meeting following the autumn Annual General Meeting. If no Board Member is willing, or the proposed member is not judged suitable by the Board, then the Board can co-opt another ERRIN member as Treasurer. The Treasurer has the right to participate in all Board meetings where s/he judges the topics relevant to the correct functioning of his/her position and tasks. The Management Board may if deemed necessary co-opt ERRIN members for other posts as required.

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 an email or other written communication.

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 made 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 made by email, by conference call, or by videoconference. Decisions made by email, conference call, or videoconference are deemed to take place at the registered office of the Association. Decisions made by email or by conference call or videoconference are deemed to come into force on the date mentioned in the email or the date of the meeting.



16.6

Minutes will be taken by the Secretariat at each Management Board meeting and will be formally approved at the next meeting. All members will have the right to consult these minutes and the decisions made at the registered office of the Association and on the Association's website. Any extracts to be produced, as well as any other acts, may validly be signed by the Chair, the Vice-Chairs or any other two members of the Management Board, or by the Director of the Association.

Article 17 Elections of the Management Board

17.1

There will be a maximum of two members per country elected to the Management Board. The same region may not be represented in the Management Board by two members 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 autumn Annual General Meeting for a three-year period. A maximum of five seats come up for election every year.

17.3

Candidates for the Management Board should be Brussels-based, have experience in research and innovation, and have decision-making power in their organisation/office.

17.4

The vote on the election to the Management Board will take place by secret ballot. The vote can take place electronically (i.e. via webform, e-mail or similar) or physically. Members unable to vote physically can send an e-mail to the ERRIN Secretariat with a signed attachment from the member giving the votes for the Board members on the day of the ballot at the latest.

17.5

The Management Board is elected with at least 50 percent of the members + 1 member voting. If this minimum is not reached, there will be a second round without a quorum. Without prejudice to the other articles of these Articles of Association, the member(s) who receive the highest number of votes will be elected to the Management Board until the available seats on the Management Board have been filled.

17.6

In case of a 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.

Elections of the Chair and Vice-Chairs

17.7

The first Management Board meeting following the autumn Annual General Meeting will elect a Chair and two Vice-Chairs amongst the members of the Management Board.

17.8

The Chair and the Vice-Chairs are always elected from amongst the members of the Management Board.

Article 18 Management of the Association

18.1

In line with Belgian law and the present Articles of Association, 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 matters.

18.2

Unless otherwise specified in the minutes of a Management Board meeting, the authorised signatories for the Association are the Director, the Chair, or the Vice-Chairs.

18.3

The Management Board will establish and amend all internal rules and regulations which it deems necessary or which are provided for in the Articles of Association. These shall never contradict the Articles of Association.

18.4

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. 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 Chair of the Management Board.

18.5

The Director may delegate a part of his/her powers for particular or specific purposes to a third party, under his/her responsibility.

18.6

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 Management Board and the Annual General Meetings. S/he may voice an opinion but has no voting right. Only the Management Board is authorised to revoke the delegation of daily management and to determine the conditions under which the delegation can be terminated.

18.7

The Management Board will be informed and consulted on the nominations and dismissal of all employees and members of staff of the Association.

18.8

The functions of the Director and staff are remunerated, unless otherwise provided by the Management Board. The functions of the Secretariat are outlined in the internal rules.



Article 19 Declaration of interests

19.1

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.

19.2

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 20 Representation of ERRIN

20.1

The Association shall be validly represented with respect to all acts, including court proceedings, by the joint signature of the Chair, the Vice Chairs or two Management Board Members, who shall not be obliged to offer proof to third parties of a prior decision of the Management Board.

20.2

The Director shall individually represent the Association with respect to all acts of daily management and 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.

20.3

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 21 Financial year and accounts

21.1

The financial year of the Association will start on the 1st January and end on 31st December of the same year.

21.2

The Management Board will prepare the accounts of the financial year ended to the spring Annual General Meeting which will approve these accounts within 6 months of the ending of the fiscal year reported on.

21.3

The Management Board will prepare the overall budget of the coming financial year and will present this to the autumn Annual General Meeting for approval.

21.4

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.

21.5

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 Meeting.

21.6

After the approval of the annual accounts, the Annual General Meeting shall take a special vote on the discharge from liability of the Directors, and, as the case may be, the auditors.

Article 22 Dissolution

22.1

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

Article 23 Balance of liquidation

23.1

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.

23.2

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 at the Annual General Meeting.



23.3

In the event that the Association is dissolved, the Annual General Meeting 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 VI

Final comments

Article 24 Final comments

24.1

Any points not specifically mentioned in these Articles of Association will come under the legislation of the Belgian law of 21st June 1921 as amended by the law of 2nd May 2002.

24.2

These Articles of Association shall be written in the French and English languages. The French version will be officially registered and shall take precedence.

23.3

English shall be the working language of the Association.

24.4

Any dispute in connection with the Articles of Association of the Association, its Internal Rules or any decision of one of its bodies, shall be governed by Belgian law and shall be submitted to the Brussels courts.