

European Regions Research and Innovation Network

Statutes

(revision September 2013)

Chapter I: Name, Registered office, Purpose and Duration	2
Chapter II: Members.....	3
Chapter III: Bodies of the Association.....	5
Chapter IV: Representation of the Association	10
Chapter V: Financial Year and Accounts	10
Chapter VI: Dissolution and liquidation	11
Chapter VII: Final comments.....	11

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 seat 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 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 coordinate 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 project 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.

1.1 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”).

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;
- 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;
- Pay an annual subscription fee.

5.2 Associated Members of 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. Prospective candidates will submit a formal written request to the ERRIN secretariat by a standard application form which may 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 Membership 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 autumn Annual General Assembly.

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

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

6.4 The maximum annual fee 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 Assembly by a majority of two thirds of the members present or represented for the following reasons:

- Not abiding by the Statutes of the 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 Annual General Assembly may be made by means of a facsimile message.
- 9.3 **All 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 Annual General Assembly

- 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 six 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 in order to approve the annual report and the work programme 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 aim 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 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 circular letter. Decisions made 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 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 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. 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 or three years. 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 as long as there are no elections needed due to a lack of candidates for the Board.
- 14.4 Members will exercise their duties free of charge.
- 14.5 The Management Board will be presided over by a Chair and two Vice Chairs, elected by the Annual General Assembly for a one-year term, on the proposal of the Management Board. The Chair and Vice Chairs may serve a maximum of three terms.
- 14.6 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

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

notice to all members of the Association. The members of the Management Board can be dismissed by the Annual General Assembly at any moment.

- 14.7 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 Management Board following an announcement to all members of the network of the Board vacancy 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. 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 he/she judges the topics relevant to the correct functioning of his/her position and tasks.
- 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 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 circular letter, by conference call or by videoconference, in accordance with the rules laid down in the Internal Regulations. Decisions made by circular letter, conference call or videoconference are deemed to take place at the registered office of the Association. Decisions made by circular letter are deemed to come into force on the date mentioned on the letter. Decisions made 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 made 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 unless there are fewer or just enough candidates for the Board than places available, which means that no election is required and then a member from any Member State will be accepted in order to complete a full 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 election every term.
- 17.3 The election procedures will be as follows:
- 17.3.1 Nominations for election to the Management Board must be received by the Management Board **no later than six weeks prior to the date of the Annual General Assembly**.
- 17.3.2 The vote on the election to the Management Board will take place by secret ballot. 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.
- 17.3.3 Without prejudice to the other articles of these Statutes, the members 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. A more detailed description of the voting procedure is included in the Internal Rules.
- 17.3.4 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-CHAIRS

- 17.4 Nominations for election of the Chair and up to two Vice-Chairs must be received in writing by the ERRIN Secretariat. The first Management Board meeting following the elections will nominate a Chair and the Vice-Chairs. The Management Board will also nominate a Treasurer. The Annual General Assembly will confirm the nomination of the Chair and Vice-Chairs nominated by the Management Board.
- 17.5 The Chair and the Vice-Chair are always members of the Management Board.

MANAGEMENT OF THE ASSOCIATION

- 17.6 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.
- 17.7 All powers which are not explicitly reserved by law or by the present Statutes to the Annual General Assembly are held by the Management Board.
- 17.8 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.
- 17.9 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.
- 17.10 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 authorised to revoke the delegation of daily management and to determine the conditions under which the delegation can be terminated.
- 17.11 The functions of Director and staff are remunerated, unless otherwise provided by the Management Board.
- 17.12 The Director may delegate a part of his/her powers for particular or specific purposes to a third party, under his/her responsibility.
- 17.13 Unless otherwise specified in the Minutes of a Management Board meeting, any member of the Management Board may validly sign individually an act regularly decided upon by the Management Board.
- 17.14 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 the 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 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.
- 19.2 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.
- 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 31st 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 Annual 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 21st June 1921 as amended by the law of 2nd May 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.