

# Internal Regulations

## AI, Data and Robotics Association ADRA

Non-profit association  
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Belgium

### Change Record

Revision date	Description	approved
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## SECTION I: PURPOSE AND DEFINITIONS

### 1 Purpose of Internal Regulations

These Internal Regulations are adopted by the Board of Directors to implement the provisions of the Articles of Association and to specify operational details of the Association in accordance with Article 20 of the Articles of Association. In case of discrepancies with the Articles of Association, the Articles of Association shall prevail.

### 2 Definitions

2.1 Terms with a capital letter in the Internal Regulations below have the meaning specified in the minutes of the Association's incorporation meeting and Articles of Association if present there, otherwise as defined in the Internal Regulations.

2.2 For the purpose of these Internal Regulations the following terms are defined on an organisational level:

For Industry Members:

- (a) Company: a commercial entity, which may be independent or partially owned by another company.
- (b) Subsidiary: a company whose parent is a majority shareholder.
- (c) Wholly-owned subsidiary: a company whose parent owns 100% of the subsidiary.
- (d) Holding company: a company owning shares of another company; also referred to as parent company.

For Research Members:

- (a) An Education Entity: a University or other Higher Education Establishment.

The terms "written", "in writing" are deemed to include electronic means of communication such as email or FAX unless explicitly noted below.

2.3 For the avoidance of doubt in interpreting these regulations references made to the articles of the Articles of Association will be phrased "Articles of Association Article" whereas articles of these Internal Regulations will be referred to as "Article".

## SECTION II: MEMBERSHIP

### 3 Membership application

3.1 As stated in Articles of Association Article 4.2.4, Members must be legal entities

3.2 An independent research group or laboratory not affiliated to an Industry Member or a Research Member will be classed as an Industry Member.

3.3 Articles of Association Article 5 sets out the process for applying for Membership. Articles of Association Article 5.3 states that the Secretary-General is entitled to ask for additional information from each candidate. This information shall be requested using a Membership Application Form that is maintained by the Secretary-General in consultation with the Board of Directors. The Membership Application Form may be an electronic document.

- 3.4 All organisations that want to become a Member of the Association, must apply for Membership using the Membership Application Form.
- 3.5 For organisations that are not members of the Founding Members listed in the meeting minutes of the incorporation meeting of the Association, the applying organisation shall indicate in the Membership Application Form at least: the details of the organisation applying for membership in sufficient detail that it is possible to validate the Membership fee and constituency; the main contact point and representative of the applicant; and the legally authorised contact point. A minimum requirement to be considered for Membership is to fill in the fields of the Membership Application Form that are marked as mandatory.
- 3.6 For organisations that are members of the Founding Members listed in the meeting minutes of the incorporation meeting of the Association, the following information should be supplied; the details of the organisation applying for Membership; the name of the Founding Member they are a member of, the main contact point and representative of the applicant organisation; and the legally authorised contact point. Alternatively the applicant may request that this information is sent by the Secretary-General of the appropriate Founding Member to the Secretary-General.
- 3.7 For applicants who are members of Founding members the Secretary-General is responsible for ensuring that the applicant is a current member of the Founding Member and is fulfilling their obligations and that the membership of the Founding Member that they are relying on for membership of this Association is not in the process of being terminated.
- 3.8 Membership validation process: once the application is received by the Secretary-General, the Board of Directors will review the application based on the information provided and if all information is validated, the Board of Directors may grant the temporary membership status in the sense of Articles of Association Article 5.6 to the applicant (the Board of Directors has all power to accept, reject or ask for additional information). The actual membership status is granted by the General Assembly. In particular the Board of Directors will validate the constituency of the applicant and in the case of members of Founding Members, it will check the appropriate Founding Member is being used in the assessment of the applicable Member Fees.
- 3.9 The Association is entitled to assume that the mandatory information mentioned in Article 3.5 and 3.6 remains valid so long as the applicant or the Member has not provided updated information in writing to the Secretary-General. It is the responsibility of every applicant and every Member to deliver a timely written notification of any changes in the abovementioned mandatory information to the Secretary-General.
- 3.10 In the case of members of Founding Members the member is responsible for ensuring that any change in membership status of a Founding Member that might materially affect the Membership fee paid by them is communicated in writing to the Secretary-General at the time the annual Membership fee is requested. This includes termination of membership of the Founding Member or a change of status (for example ceasing to be classed as an SME).
- 3.11 The Secretary-General shall, under the supervision of the Board of Directors, maintain an up-to-date register of Members and their representatives and as a minimum the information set out in Articles 2.5 or 2.6 above, reflecting the various categories and subcategories of Members as defined by Articles of Association Article 4.
- 3.12 The representative of a Member whose Membership is terminated in accordance with

Articles of Association Article 6 ceases to be a representative of that Member of the General Assembly at the moment the Membership ceases. Any Office held by that representative becomes vacant thereby. If the representative is also a Director, the procedure provided in Statute Article 10.1.15 and 10.1.6 and Article 6.4 shall be followed.

## 4 Membership fees

- 4.1 Membership fees and any other income will cover the running costs of the Association.
- 4.2 All Members with voting rights shall pay Membership fees within 30 (thirty) calendar days from the receipt of the invoice issued every year by the Association.
- 4.3 Fees are chargeable from the date that the Board of Directors approves a new Member.
- 4.4 The amount of the Membership fees is calculated on the basis of the table and notes established in Annex II.
- 4.5 Information relevant to the Membership category and Membership fee shall be specified in the Membership Application Form and confirmed every year by the Member.
- 4.6 It is the responsibility of the Member to notify the Secretary-General of changes in this information at the time it changes. The Secretary-General may require additional information or justification.
- 4.7 In case of persistent disputes over the amount of the Membership fees or Membership category, either the Secretary-General or the Member may ask the Board of Directors to determine the amount of the Membership fees.
- 4.8 The amount of Membership fees for an applicant joining the Association during the financial year shall be calculated pro rata, starting from the date of approval by the Board of Directors.
- 4.9 Articles of Association Article 6 sets out the process for terminating Membership and the payment of fees when terminating Membership.

## SECTION III: ORGANISATION OF THE ASSOCIATION

### 5 Organisation of a General Assembly

- 5.1 The constituency of the General Assembly is defined in the Articles of Association Article 9.1
- 5.2 Articles of Association Article 9.2 sets out the organisation of a General Assembly.
- 5.3 The board of directors may offer the members the possibility to participate in the general assembly remotely by means of an electronic communication tool provided by the ASBL. As regards compliance with the conditions of attendance and majority, members who participate in the general meeting in this way are deemed to be present at the place where the general meeting is held.

For the purposes of the first paragraph, the Association must be able to verify the

capacity and identity of the member referred to in the first paragraph by means of the electronic means of communication used. Additional conditions may be imposed on the use of the electronic means of communication, with the sole objective of ensuring the security of the electronic means of communication.

For the purposes of the first paragraph, the electronic means of communication must at least enable the members referred to in the first paragraph, without prejudice to any restriction imposed by or under the law, to directly, simultaneously and continuously take note of the discussions at the meeting and to exercise their right to vote with respect to all the items on which the meeting is required to take a decision. The electronic means of communication must also enable the members referred to in the first paragraph to take part in the deliberations and ask questions, unless the governing body justifies in the notice of the general assembly why the Association does not have such an electronic means of communication.

The notice of the general meeting shall include a clear and precise description of the procedures relating to remote participation. If the Association has an association website as referred to in Article 2 :31 of the companies and associations code, these procedures shall be made accessible on the association website to those who have the right to participate in the general assembly.

The minutes of the general assembly shall record any technical problems or incidents that prevented or disrupted the participation in the general meeting or the voting by electronic means.

The members of the bureau of the general assembly cannot participate in the general assembly by electronic means.

- 5.4 Except for the election of the Directors and without prejudice to Article 6.6.7, any Member with voting rights shall only have one vote within the category to which they belong: Industry or Research. The method of voting in the General Assembly is described in Articles of Association Article 9.4
- 5.5 Except for the election of the Directors and without prejudice to Article 6.6.7, a Holding Company or a Larger Entity shall by virtue of its own membership have only one vote and be entitled to nominate one representative in the General Assembly.
- 5.6 As stated in Articles of Association Article 9.2.11, Members with voting rights are entitled to exercise their voting rights by proxy. The proxyholder may be an Officer of the Association (e.g. the Secretary-General), another Member, or a non-member appointed only as the Member's proxyholder for the purpose of voting at a General Assembly. The identity of the proxyholder and a written copy of the proxy shall be notified in writing to the Secretary-General, at the latest at the start of the meeting of the General Assembly.
- 5.7 Where proxies are used, suitable arrangements shall be made to enable any allocation of votes as described in Articles of Association Article 9.4.4 and Article 6.6.7.
- 5.8 The following matters shall only be resolved upon by a physical meeting of the General Assembly unless as a result of Force Majeure it is deemed, by the Board of Directors, impossible to hold a physical meeting in which case a virtual meeting must be arranged:
  - (a) dismissal of the President and/or of the Directors;
  - (b) dissolution and liquidation of the Association.
- 5.9 Written Resolution process

5.9.1 Written Resolution(s): As stated in Articles of Association Article 10.6.1, any resolution(s) of the General Assembly may be adopted without holding a meeting, by means of a Written Resolution prepared by the Secretary-General.

5.9.2 For the avoidance of doubt a Written Resolution includes resolutions taken by electronic means, e.g., by e-mails or web-based tools.

5.9.3 Every Written Resolution shall be archived in the same manner as all other decisions of the General Assembly and Members without voting rights shall be duly informed.

The voting procedure shall be valid if the Written Resolution takes the form described herein. In particular the procedure shall be as follows:

(a) The President (or the Secretary-General upon request of the President) shall circulate a draft of Written Resolutions by e-mail or fax to all Members (both Members with voting rights and Members without voting rights). Such a Written Resolution shall clearly set forth the deadline within which any Member with voting rights is requested to express in the given space, one of the following answers:

- approval, or
- rejection, or
- abstention.

(b) Members with voting rights shall vote, in the form and by the term specified in the Written Resolution, but not less than 10 (ten) days from the date of the circulation to the Members.

(c) The Secretary-General in collaboration with at least one Director shall verify, summarise and communicate to all the Members the result of the voting procedure.

(d) If a Member does not vote within the term requested by the President, such failure shall be deemed as “not participating” in the vote. This shall be taken into account to determine the quorum for this resolution.

(e) The notification of outcome document sent shall contain the text of the resolution(s) submitted and shall attest whether the resolution(s) has/have been approved or rejected, with the list of Members expressing their votes or not participating in the vote. Since Articles of Association Article 9.7 requires unanimous written consent for Written Resolutions of the General Assembly, the resolution(s) will only be deemed approved if all Members with voting rights participated in the vote and voted in favour of the resolution.

5.10 In the event that the association has no President as a result of resignation or dismissal by the General Assembly and no candidates for President have been proposed then if necessary the Board of Directors may appoint an interim president from the Vice Presidents until a full Presidential election process can be conducted.

5.11 Notwithstanding the processes outlined in Articles of Association Article 10.1, and in particular Articles of Association Article 10.1.13, and if the provision in Articles of Association Article 10.1.16 for the calling of an extraordinary General Assembly has not been undertaken and as a result the Association has no serving Directors, the General Assembly must appoint an interim Board of Directors according to the constituency specified in Statue Article 10.1.5 and 10.1.7 until a full election process can be conducted according to Articles of Association Article 10 and Article 6.6 of the internal regulation.

## 6 Board of Directors

6.1 The composition of the Board of Directors is set out in Articles of Association Article

## 10.1

- 6.2 A Director's mandate may be terminated by the following actions:
- (a) revocation by the General Assembly for serious reasons, with a statement of such reasons, by a resolution passed by simple majority of votes,
  - (b) written resignation of the Director,
  - (c) exclusion of the Member of which the Director is also the representative in the General Assembly.
- 6.3 As set out in Articles of Association Article 10.1.16 The Board of Directors may decide to temporarily appoint a Director following termination of a Director's mandate under Article 6.2.
- 6.4 If a Director ceases in office due to resignation, termination of his employer's Membership or dismissal from the Board of Directors, the Board of Directors may replace him or her for the remaining unexpired term of the replaced Director, as follows:
- (a) Either with a respected colleague from the Member upon proposal of whom the Director was elected, if this Member belongs to the same category Member as the Member upon whose proposal the previous Director was appointed.
  - (b) Or, as set out in Articles of Association Article 10.1.16 the Board of Directors may temporarily appoint a director from the same organisation to fill the vacancy.
  - (c) Or with an unelected candidate at the previous elections to the Board of Directors, who will still accept the position, starting with the candidate who received the highest number of votes, elected upon the proposal of the same category of Members as the previous Director.
- Any Director appointed under this Article must be approved by the next General Assembly.
- 6.5 If the proportion of Directors elected by the General Assembly falls below 50% of the total number of Directors previously constituting the Board of Directors, through the operation of Article 6.4 the mandate of the entire Board of Directors is revoked. Another General Assembly shall be convened for the election of a new Board of Directors with the procedure set out in Article 6.6.
- 6.6 Election of Directors by the General Assembly
- 6.6.1 In accordance with the Articles of Association Articles 9.1, 9.2,9.3 and 10.1, the Directors are elected by the General Assembly.
- 6.6.2 Each of the Members with voting rights may propose one candidate, by written notice sent to the Secretary-General within one week after the receipt of the letter or e-mail convening the General Assembly for an election. The proposal notice shall at least include the curriculum vitae of the candidate and the details of the Member that proposes them. The proposed candidate shall be active the same category (Industry or Research) as the proposing Member.
- 6.6.3 In accordance with Articles of Association Article 5.6 any candidate for Membership, which, by resolution of the Board of Directors and without prejudice to Articles of Association Article 5.5, has been provisionally admitted to the Association as a provisional member may propose a candidate, provided that the provisional member becomes a Member before the General Assembly that resolves upon the appointment of Directors.
- 6.6.4 After receiving the proposal notices for candidates, the Secretary-General forms lists of candidates reflecting the categories of Members as set out Articles of Association Article 10.1, highlighting for each candidate which subcategory they represent (AI, Data or

Robotics).

- 6.6.5 Within one week before the date of the General Assembly, the Secretary-General shall communicate to the Members and to provisional members in the sense of Articles of Association Article 6.6.3, if the case may be, the lists of candidates designated, which shall be submitted to the vote of the General Assembly;
- 6.6.6 Members of the General Assembly, separated into Industry Members and Research Members, shall simultaneously vote on the designated candidates of their respective category.
- 6.6.7 Each Member with voting rights may cast a number of votes equal to the number of Directors to be elected in the Member's category. A Member may not cast more than one vote for each candidate. A Member must vote for at least one candidate in each sub-category.
- 6.6.8 The candidates for Director are ranked, in each category and sub-category, as follows:
  - (a) candidates are ranked by the number of votes obtained from Members;
  - (b) ties in this initial ranking are separated by a second vote among the Members of the same category.
- 6.6.9 Candidates are elected as follows, independently for each constituency of the Board of Directors as defined by the representation requirements of Articles of Association Article 10.1:
  - (a) The top-ranked remaining candidate able to fill an open mandatory Board position is repeatedly selected, until there remain no mandatory Board positions to fill.
  - (b) Candidates are then selected in decreasing rank order to fill any remaining positions.
  - (c) Candidates who remain unelected by this process are the "not elected" candidates eligible for the procedure of Article 6.4 (b).

## 7 Organisation of Board of Directors Meetings

- 7.1 The Board of Directors shall meet as frequently as necessary, but at least three times per year.
- 7.2 Notwithstanding Articles of Association Article 10.4.5 the Board of Directors may agree to hold meetings electronically by teleconference or videoconference, or any other platform or means.
- 7.3 A written notice stating the place, date, time and the agenda of the meeting shall be sent fifteen (15) days in advance by the President, by one of the Vice-Presidents, or by the Secretary-General under prior request from the President or one of the Vice-Presidents.
- 7.4 In the event that an electronic meeting is being held, a valid link allowing all Directors to access the teleconference or video conference facilities used for the meeting, must be communicated to all Directors, the President and others attending the meeting, at least 12 hours before the start of the meeting.
- 7.5 The Directors are only authorised to take decisions on items included in the agenda circulated with the notice, unless the meeting unanimously decides otherwise.
- 7.6 In case a Director cannot attend the meeting, they can either appoint another Director, preferably upon proposal of the same Membership category, or the President, or the Secretary-General as proxyholder as specified in Articles of Association Article 11.4.4. The proxy shall be notified in writing (including by electronic means) to the Secretary-



General.

- 7.7 In any case, a Director is not allowed to be absent for two Board of Directors' meetings in a row. Should this happen without valid explanation this is considered a serious reason for which a Director's mandate may be terminated in accordance with Article 6.2, first bullet point hereof.
- 7.8 Notwithstanding Articles of Association Article 10.5, minutes of all meetings of the Board of Directors shall be prepared by the Secretary-General. If the Secretary-General cannot be present, a suitable rapporteur shall be appointed by the Directors present.
- 7.9 Not later than five (5) working days from the date of any Board of Directors' meeting, the Secretary-General or the appointed rapporteur shall prepare and circulate the minutes to all Directors for comments to be received within five (5) working days of the date of such circulation. If no comments are received by this deadline, the minutes are considered approved. If comments are received, the minutes will be revised and circulated again for approval only if the meaning of the minutes has changed. The Secretary-General will circulate the final official minutes and archive them when the deadline for comments has passed without any further comment.
- 7.10 As set out in Articles of Association Article 10.6.1, any resolution of the Board of Directors may be adopted without holding a meeting by means of a unanimous written consent of the Directors in lieu of a meeting according to the following:
- In particular, the procedure shall be as follows:
- (a) the President, or one of the Vice-Presidents or Secretary-General shall circulate a draft of the written resolution to all Directors and the President.
  - (b) Such a written resolution shall clearly set forth the deadline within which any Director is requested to express one of the following answers:
    - approval, or
    - rejection, or
    - abstention.
  - (c) The Directors shall vote upon the written resolution in the form and by the term requested in the written resolution, but not less than 10 (ten) days from the date of initial circulation to the Directors.
  - (d) The Director(s) that have not voted within the term requested shall be deemed as not participating in this particular resolution. This shall be taken into account to determine the quorum for this resolution.
  - (e) The Secretary-General, shall then verify, summarise and communicate to all the Directors the result of the voting procedure by sending a document containing the text of the resolution(s) submitted and attesting whether the resolution(s) has/have been approved or rejected, with the list of Directors expressing their votes or not participating in the vote. Since Articles of Association Article 10.6 requires unanimous written consent for written resolutions of the Board of Directors, the resolution(s) will only be deemed approved if all Directors participated in the vote and voted in favour of the resolution.
- 7.10.1 The voting procedure shall be valid if the written resolution takes the form herein described.
- 7.10.2 Such decisions shall be archived in the same manner as all other decisions of the Board of Directors.

#### 7.11 Handling of a Formal Concern

- 7.12 Articles of Association Article 10.4.9 provides for the raising of a Formal Concern during Board of Directors' meetings. A Formal Concern may be raised in the event that consensus cannot be reached on a motion to be voted, a vote is proposed and at least 1/6<sup>th</sup> of the Directors assent. In that case, the Formal Concern should be raised at the point a motion is proposed and before a vote has taken place. A Director may voice the desire to raise a Formal Concern in order to ascertain if the requisite proportion of the Board of Directors supports the Formal Concern.
- 7.13 In raising a Formal Concern the Director must clearly indicate the nature of the Formal Concern and state the effect of failing to address it.
- 7.14 Directors who support the Formal Concern must indicate their acceptance of the Formal Concern as stated by the Director or themselves offer an alternative Formal Concern in line with Article 7.13.
- 7.15 The person chairing the Board of Directors meeting, at the time the Formal Concern is raised, must determine if the conditions set out in Articles of Association Article 10.4.9 have been met.
- 7.16 If the conditions set out in Articles of Association Article 10.4.9 have been met, the motion is removed from consideration by the Board of Directors. The motion cannot be put back to the Board of Directors until the next meeting.
- 7.17 The raising of a Formal Concern must be recorded in the meeting minutes along with the substance of the Formal Concern agreed by the Directors raising it.
- 7.18 The Vice-Presidents must convene a meeting to consider the Formal Concern, or add it as an agenda item to their next meeting.
- 7.19 The Vice-Presidents must either:
- (a) Determine an alternative motion for consideration by the next Board of Directors meeting.
  - (b) Consider that the motion is appropriate and in the interests of the Association and or its members and that the motion is returned to the Board of Directors.
  - (c) Determine that the motion as it stands cannot be put back to the Board of Directors.

## 8 Sub-Committees of the Board of Directors

- 8.1 The Board of Directors may create and dissolve sub-committees in order to address specific and timely tasks.
- 8.2 Sub-Committees must reflect the constituency of the Board of Directors as set out in Articles of Association Article 10.1 unless there is a decision of the Board of Directors that the assigned task does not warrant reflection of the constitution of the Board of Directors.
- 8.3 Sub-Committees are chaired by a Vice-President or the Treasurer.
- 8.4 Directors may volunteer to become members of sub-committees. The Secretary-General will keep a list of sub-committees, their membership and their purpose.
- 8.5 Sub-Committees are created to bring recommendations to the Board of Directors. It is expected that, where it is appropriate, these recommendations contain suggestions for

action to be considered by the Board of Directors.

- 8.6 Sub-Committees may seek external assistance from outside of the Board of Directors or Officers of the Association in the process of formulating recommendations for the Board of Directors.
- 8.7 The role of a sub-committee is:
  - (a) To only address the task it has been given by the Board of Directors.
  - (b) To consider all aspects of the task it has been set.
  - (c) To report back to the Board of Directors its recommendations in the time specified by the Board of Directors.
- 8.8 If a Sub-Committee fails to return recommendations to the Board of Directors within the specified time, or another time agreed by the Board of Directors, then the Board of Directors may dissolve the Sub-Committee.

## 9 Task Forces

- 9.1 In accordance with Articles of Association Article 11.1, the Board of Directors may create and dissolve Task Forces in order to undertake specific activities that benefit the association and or its members.
- 9.2 Task Forces are created by agreement from a 2/3 majority of the Board of Directors to address specific strategic and operational needs of the Association
- 9.3 Task Forces must reflect the constituency of the Board of Directors as set out in Articles of Association Article 10.1 unless there is a decision of the Board of Directors that the activities to be undertaken do not warrant reflection of the constitution of the Board of Directors.
- 9.4 Task Forces are chaired by a Director and operate under the authority of the Board of Directors. The Board of Directors can appoint or re-appoint the chair of the Task Force.
- 9.5 Directors may volunteer to become members of a Task Force. The Secretary-General will maintain a list of Task Forces, their membership (including members who are not Directors), their reporting responsibilities to the Board of Directors and the objectives of the Task Force.
- 9.6 Task Forces report to and seek approval for action from the Board of Directors.
- 9.7 Task Forces may seek external assistance from outside of the Board of Directors or Officers of the Association in performing their allotted function.
- 9.8 The role of a Task Force is to:
  - 9.8.1 Address the remit it has been set by the Board of Directors.
  - 9.8.2 To consider all aspects of the remit it has been set.
  - 9.8.3 To report back to the Board of Directors on progress towards its objectives at times and with the regularity specified by the Board of Directors.
- 9.9 If a Task Force fails to report to the Board of Directors within the specified time, or another time agreed by the Board of Directors, then the Board of Directors may dissolve

the Task Force or appoint a new Chair of the Task Force.

## **SECTION IV: OFFICERS OF THE ASSOCIATION**

### **10 Election and duties of the President**

- 10.1 Articles of Association Article 14 sets out a mandate for the President
- 10.2 In time to fulfil Articles of Association Article 14.4, the Board of Directors may draw up nominations for the position of President as set out in Articles of Association Article 14
- 10.3 The Board of Directors shall choose from the proposed candidates the President to be nominated by the General Assembly, and voting will proceed according to Articles of Association Article 9.4.
- 10.4 In case the General Assembly does not approve the President proposed by the Board of Directors, the Board of Directors shall propose other candidates.
- 10.5 The President is not allowed to carry out either the function of Secretary-General or the function of Treasurer.
- 10.6 According to Article Articles of Association Article 14.7, the President is not a member of the Board of Directors. The President does not have a casting vote in the event of a tie upon votes of the Board of Directors or upon votes at the General Assembly.

{Additional Presidential duties can be added here}

### **11 Election and duties of Vice-Presidents**

- 11.1 Articles of Association Articles 10.2 and 14 set out the election of the Vice-Presidents.
- 11.2 The Vice-Presidents are preferably experienced members of the Board of Directors.
- 11.3 At the first Board of Directors meeting where one or more of the allotted Vice President roles is unfilled a call is issued for candidates from the relevant constituency of the Board of Directors. Directors who cannot attend this first meeting must inform the Secretary-General of their intention to stand as a Vice President prior to the meeting or by proxy at the meeting.
- 11.4 The Board of Directors must decide by a 2/3 majority if it is appropriate to hold a vote to elect one or more of the Vice Presidents at this first meeting. In the event that the Board decides not to hold a vote for a given constituency then this vote must take place at the next Board of Directors meeting.
- 11.5 Where a single candidate stands for any of the six constituencies as defined in Articles of Association Article 10.2.2 and 10.2.3 the directors in that constituency must approve the candidate by a majority vote. Where multiple candidates exist in a constituency the candidate with the majority vote in that constituency is elected.
- 11.6 In the event of a tied vote in any constituency the vote is opened to the Directors belonging to the same declared field as set out in Articles of Association Article 10.1.5 where the candidate with the majority vote is elected.

- 11.7 In the event that after application of Article 11.5 there is a tie the vote is open to the whole Board of Directors. In the event of a tie at this round of voting the candidate is selected by the drawing of straws
- 11.8 The duties of the Vice Presidents are set out in Articles of Association Article 14.
- 11.9 While the Board of Directors shall have final authority on all matters within its areas of competence as set out in Articles of Association Article 10.3, the Vice Presidents as a collective shall be empowered, in urgent circumstances and hereof, to act without prior reference to the Board of Directors, and always in the best interests of the Association. The Board of Directors will ratify the decisions in the first forthcoming Board of Directors meeting.
- 11.10 The Vice Presidents shall meet every two weeks or more often as required, in person or using suitable telecommunication means.
- 11.11 Each Vice President shall be responsible for the execution of tasks allocated to them by agreement with the Vice Presidents and or the President.

{Additional VP Duties may be added here}

## 12 Election and duties of the Treasurer

- 12.1 Articles of Association Articles 10.2 and 14 set out the election of the Treasurer.
- 12.2 Articles of Association Article 16 sets out the role of the Treasurer
- 12.3 The Treasurer is preferably an experienced member of the Board of Directors.
- 12.4 At the first Board of Directors meeting where the post of Treasurer is unfilled a call for candidates is issued. Directors who cannot attend this first meeting must inform the Secretary-General of their intention to stand as a Treasurer prior to the meeting or by proxy at the meeting.
- 12.5 In the event that there is a single candidate their appointment must be approved by a 2/3 majority of the Board of Directors.
- 12.6 In the event that there are multiple candidates the candidate with the majority of votes will be elected unless the number of votes cast for that candidate is less than half the total number of votes cast including abstentions.
- 12.7 In the event that no candidates are put forward or that no candidate can command a sufficient majority in the Board of Directors the President will seek further candidates for an election to be held at the next Board Meeting.
- 12.8 The Treasurer's duties are as follows:
- (a) To agree the Membership Fee structure with the Board of Directors.
  - (b) To present the financial position of the Association to the General Assembly
  - (c) To agree the annual budget with the Board of Directors.
  - (d) To report the financial progress of the Association to the Board of Directors at least every 3 months.
  - (e) To work with the President, Vice-Presidents and the Secretary-General to manage the

income and expenditure of the Association.

## 13 Secretary-General

- 13.1 Articles of Association Article 13 sets out the mandate for the Secretary-General.
- 13.2 The Secretary-General is appointed and dismissed by the Board of Directors and cannot be a Director.
- 13.3 In the event that no Secretary-General is appointed, the Board of Directors may decide to nominate one or more of the Secretaries-General of the Founding Member Associations to fill the role of Secretary-General. This arrangement must be reviewed by the Board of Directors annually prior to each General Assembly.
- 13.4 Alternatively until a Secretary-General is appointed, the Board of Directors can elect to collectively carry out the duties of the Secretary-General as set forth in this Article 13.
- 13.5 The Secretary-General is responsible for the day-to-day administrative management of the Association.
- 13.6 The Secretary-General operates in accordance with the general guidelines they receive from the President of the Association and under the supervision and authority of the Board of Directors. The Secretary-General shall cooperate with the Treasurer pursuant to Articles of Association Article 16.
- 13.7 Duties of the Secretary-General include the following tasks, but are not limited to them:
- (a) representing the Association at events as agreed with the Board of Directors and in coordination with the President and/or the Vice Presidents of the Association.
  - (b) acting as internal and external contact point.
  - (c) collecting and distributing information internally and externally;
  - (d) preparing, coordinating and following-up the meetings of the Board of Directors and the General Assembly in coordination with the President and/or the Vice Presidents of the Association.
  - (e) conducting and coordinating publications of the Association.
  - (f) conducting and coordinating public relations.
  - (g) maintaining the Association's website.
  - (h) promoting the Association, in particular its research agenda and related strategy documents including its annexes and future updates.
  - (i) organising meetings and events.
  - (j) keeping in touch and cooperating with related Associations, European Partnerships and European Technology Platforms.
  - (k) managing all matters related to Membership and administration of the Association.
  - (l) Overseeing the collecting and administering the Membership fees.
  - (m) creating annually or upon request activity reports for various audiences.
  - (n) Preparing with a draft annual budget of the Association and a draft of the financial reports and Association's accounts to be revised by the Treasurer and then submitted to the Board of Directors before the approval of the General Assembly.
  - (o) management of relations with the working groups of the association as set out in Articles

of Association Article 11.

- 13.8 The Association Office shall support the Secretary-General in performing the above mentioned tasks and providing related services.
- 13.9 The Secretary-General shall have the right to attend the meetings of all bodies and groups of the Association, without voting rights.
- 13.10 The Secretary-General shall carry out his/her duties with strict impartiality.
- 13.11 All information pertaining to the Association is confidential and the Secretary-General shall keep such information confidential when performing their duties.
- 13.12 The expenditures of the Secretary-General will be reported to, and overseen by, the Board of Directors. Reports and all other relevant information may be requested by the Board of Directors at any time.
- 13.13 The Secretary-General supports the Treasurer to manage the association budget so that it remains positive. If it is apparent that the Association is insolvent or close to insolvency, the Secretary-General shall inform the President and the Treasurer.
- The Secretary-General together with the President and the Treasurer shall elaborate a plan including suggestions to return to solvency. When elaborated, the President shall convene a meeting of the Board of Directors and, if necessary, a meeting of the General Assembly.
- 13.14 The Secretary-General may receive a power of attorney to represent the Association in matters that have been approved by the Board of Directors, whenever such matters may validly be delegated by the Board of Directors.
- 13.15 The Secretary-General is responsible in consultation with the President and the Board of Directors for ensuring that the association's officers and Directors are properly indemnified against legal liability while carrying out their duties and that the Association is properly indemnified in its actions.

## 14 Association Office

- 14.1 The Association Office may be created by the Board of Directors to assist the Secretary General with the administration of the daily management of the Association and to support the Directors and the Secretary-General in their tasks as defined in the Articles of Association and these Internal Regulations.
- 14.2 The budget for the Association Office is decided by the Board of Directors in line with the budget of the Association.
- 14.3 The expenditures of the Association Office shall be reported to, and overseen by, the Board of Directors. Reports and all other relevant information may be requested by the Board of Directors at any time from the Secretary-General.
- 14.4 The Association Office operates under the authority of the Secretary-General and may be dismissed and replaced by the Board of Directors upon proposal of the Secretary-General.

## 15 Topic Groups

- 15.1 The Topic Groups (TGs) of the Association are the main centres of activity within the Association. They shall always be involved in the preparation of the Strategic Agendas and roadmaps issued by the Association, as well as in their final endorsement before their approval by the Board of Directors.
- 15.2 Topic Groups may focus on sector-specific or cross-disciplinary issues, on supply-chain or end user oriented topics, on technological or application- oriented issues or on any other specific matters related to the Association, as outlined in Articles of Association Article 2. Topic Groups may also be established to deal with matters important to the development of the Association not otherwise covered by other Topic Groups. Each Member is expected to contribute actively to at least one Topic Group, by designating its experts as members of the relevant Topic Group.
- 15.3 Topic Groups, in accordance with Articles of Association Articles 11.2, 11.3 and 11.4 are established or dissolved by the Board of Directors by simple majority vote.
- 15.4 The Board of Directors will make an annual review of the operation of Topic Groups and act to ensure that they are successful.
- 15.5 A Topic Group Leader is elected for a renewable period of two (2) years from amongst the Members who are Topic Group members.
- 15.6 The Topic Group Leader will represent the Topic Group towards the Board of Directors and report annually and upon request to the Board of Directors
- 15.7 The re-election of a Topic Group Leader may be initiated on a motion supported by at least 30% of the Members of a Topic Group put to the President or Vice- Presidents.
- 15.8 The President or Vice-Presidents may release a Topic Group Leader from their position upon a written request and thereby initiate a re-election.
- 15.9 Topic Groups are expected to produce results which are beneficial to the Association, to a broad set of its Members, and to the community as a whole. Opportunities arise from time to time to develop and exploit the results of Topic Group activities for the benefit of the Association and its Members and for the wider community, with activities which extend beyond the regular remit of Topic Groups. Topic Group Leaders are expected to take up these opportunities and inform the Board of Directors when they have done so.
- 15.10 Topic Group Leaders are expected to provide an annual report to the Board of Directors summarising the activities of the Topic Group during the previous year. The Secretary-General in consultation with the Board of Directors will provide a template for this report.

## 16 Financial Limits

- 16.1 The budget is prepared by the Treasurer and the Secretary-General, under the responsibility of the Board of Directors, and adopted or rejected by the Board of Directors and approved by the General Assembly.
- 16.2 The General Assembly has unlimited authority to approve any revenue or capital expenditure within or outside of the budget as well as multi-year commitments (such as leases, incurrence of debt, hire, purchase...).
- 16.3 The General Assembly delegates financial authority to the Board of Directors and the Secretary-General according to the following rules:



- (a) The Secretary-General has delegated authority to approve both revenue and capital expenditure of up to a specific amount proposed by the Board of Directors and reflected in the minutes of the General Assembly meetings where the annual budget or any amendment is approved.
- (b) The Secretary-General has delegated authority to approve revenue expenditure of up to a specific amount € outside of the budget with an annual limit of a specific amount proposed by the Board of Directors and reflected in the minutes of the General Assembly meetings where the annual budget or any amendment is approved.

16.4 For the officers of the association the following rules apply:

- (a) Any of the following persons can approve expenses below a specific amount proposed by the Board of Directors and reflected in the minutes of the General Assembly meetings where the annual budget or any amendment is approved: the President, each of the Vice-Presidents, the Secretary-General or the Treasurer.
- (d) Any two of the following persons can jointly approve expenses from a specific range proposed by the Board of Directors and reflected in the minutes of the General Assembly meetings where the annual budget or any amendment is approved €: the President, each of the Vice-Presidents, the Secretary-General or the Treasurer.
- (e) The President can approve expenses below a specific range proposed by the Board of Directors and reflected in the minutes of the General Assembly meetings where the annual budget or any amendment is approved jointly with one of the Vice-Presidents or the Treasurer.
- (f) Expenses of a specific range proposed by the Board of Directors and reflected in the minutes of the General Assembly meetings where the annual budget or any amendment is approved and above can only be approved by resolution of the Board of Directors.

16.5 The following expenses policy and chain of approval must apply at all times:

- (a) The Secretary-General approves all staff and Board of Directors' expenses.
- (b) The Treasurer approves the Secretary-General's expenses.
- (c) The Board of Directors approves the Vice-Presidents' remuneration (if any).
- (d) All expenses of Secretary-General, Vice-Presidents and Board of Directors are presented annually to the General Assembly for approval.

## **SECTION V: CONFIDENTIALITY**

### **17 Protection of information confidential to the Association**

17.1 Any representative of the Members, Directors or employees of the Association shall maintain the strictest confidentiality concerning transactions and data of the Association.

17.2 On appointment to the Board of Directors, each Director is required to sign a Non-Disclosure Agreement with respect to their role as a Director of the Association.

17.3 Members agree that all confidential information, data and documents disclosed by the Members to each other in connection with the Association or developed for the purposes of the Association shall be kept secret and confidential; shall not be used other than for the purpose of the Association; and shall not be disclosed to any third party without the prior written consent of the other Members except if required to do so by law or by an

order of any court of competent jurisdiction.

- 17.4 The obligations of confidentiality set out in this Article shall not apply to information that at the time of disclosure was publicly known without unlawful act of the Members, or that was received legitimately in good faith from a third party without obligation of confidentiality.
- 17.5 These obligations remain for a period of five years after the person concerned ceases to work for or with the Association.
- 17.6 At the start of each Board Meeting, each meeting of the Vice-Presidents and of each meeting of Sub-Committees, an anti-trust declaration will be confirmed by the attendees at the meeting. The Secretary-General in consultation with the President is responsible for ensuring that this declaration is kept up to date with best practice and is accepted by the Board of Directors as a valid declaration.
- 17.7 In the event that a breach of confidentiality occurs, the Secretary-General who has become or has been made aware of the breach is responsible for disclosing the breach to the President and Vice-Presidents. The Secretary-General must decide (advised when possible by the President and Vice-Presidents) on any actions to be taken as required by law, by the Articles of Association of the Association or by these Internal Regulations. The Board of Directors should be informed of any breach of confidentiality and decide if action is needed.

## **SECTION VI: LANGUAGE – ORDER OF PRECEDENCE**

### **18 Language**

- 18.1. The official version of these Internal Regulations is English. In the event that these Internal Regulations need to be drafted in French, under the Belgian Laws, it is in any case understood that the English version in case of discrepancies between the two versions shall prevail.
- 18.2. In case of conflict or interpretations between any provision of these Internal Regulations and a provision of the Articles of Association, the latter shall prevail.

Annexes tot the Internal Regulations:

- Annex I: List of European countries (status quo on 29 January 2016)
- Annex II: Member fee structure
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## **SECTION VII Annexes**

### **19 Annex I: List of European countries (status quo on 29 January 2016)**

Austria	Belgium
Bulgaria	Croatia
Cyprus	Czech Republic
Denmark	Estonia
Finland	France
Germany	Greece
Hungary	Ireland
Italy	Latvia
Lithuania	Luxembourg
Malta	Netherlands
Poland	Portugal
Romania	Slovakia
Slovenia	Spain
Sweden	United Kingdom

see also:

[https://europa.eu/european-union/about-eu/countries\\_en#28members](https://europa.eu/european-union/about-eu/countries_en#28members)

Associated countries – with science and technology cooperation agreements that involved contributing to the framework programme budget:

Albania	Bosnia and Herzegovina
Faroe Islands	the former Yugoslav Republic of Macedonia
Iceland	Israel
Moldova	Montenegro
Norway	Serbia
Switzerland	Turkey
Ukraine	

See Also

[https://ec.europa.eu/info/funding-tenders/opportunities/docs/2021-2027/common/guidance/list-3rd-country-participation\\_horizon- Euratom\\_en.pdf](https://ec.europa.eu/info/funding-tenders/opportunities/docs/2021-2027/common/guidance/list-3rd-country-participation_horizon- Euratom_en.pdf)

## 20 Annex II: Member fee structure

Type of Organisation	Description (total number of employees)(1)(2)	Annual fee	Maximum Discount if member of ELLIS, EurAI, CLAIRE, BDVA or/and euRobotics (Founding Organisations) (4)
Large Enterprise	>3000 persons employed	10,000.00 €	5,000.00 €
Mid-caps	250 – 3000 persons employed	5,000.00 €	2,500.00 €
SMEs	1- 249 persons employed	2,000.00 €	1,000.00 €
Research and Academia (5)	>= 50 employees	2,000.00 €	1,000.00 €
Small research entity (5)(6)	<50 employees	500.00 €	250.00 €
Strategic members	Any size	3,000.00 €	NA
Start-ups (3)	Any size (3 years)	250.00 €	125.00 €
Others	Any size	500.00 €	250.00 €

### Notes:

(1) EU recommendation 2003/361/EC

(2) Total number of persons employed in Europe (list of countries as per Adra Articles of Association and Internal Regulations)

(3) Considered start-up if <3 years since founding date. After 3 years they will go to the appropriate category depending on number of employees.

(4) Adra members are eligible to a Discount if they are members of one/several Founding Organisations. This Discount is (i) computed as 50% of the highest fee paid to a Founding Organisation, and (ii) can't exceed 50% of the Full Adra Fee.

(5) Industry labs with dependency to corporations count as Industry and the size of the corporation(s)

(6) For labs or groups part of larger legal entities the Research/Academia category applies