

# ISTITUTO NAZIONALE DI FISICA NUCLEARE

## CONSIGLIO DIRETTIVO

### DELIBERAZIONE N. 12492

Il Consiglio Direttivo dell'Istituto Nazionale di Fisica Nucleare, riunito in Roma il giorno 27 settembre 2012, alla presenza di n. 33 dei suoi componenti su un totale di n. 34;

- premesso che, in base all'articolo 2 del proprio Statuto, l'Istituto Nazionale di Fisica Nucleare promuove, coordina ed effettua la ricerca scientifica nel campo della fisica nucleare, subnucleare, astroparticellare e delle interazioni fondamentali, nonché la ricerca e lo sviluppo tecnologico pertinenti all'attività in tali settori;
- premesso che, l'INFN nello svolgimento della sua attività ha sviluppato competenze e conoscenze suscettibili di trovare applicazione in altri settori tra cui il campo del Calcolo Scientifico ad Alte Prestazioni (HPC);
- premesso che, nel perseguimento della propria missione, l'Istituto Nazionale di Fisica Nucleare promuove e partecipa a collaborazioni, stipula convenzioni e contratti in materia di studio, ricerca e servizi con enti, società ed imprese pubbliche e private, nazionali, comunitari, stranieri e organizzazioni internazionali; partecipa ad organismi scientifici e tecnici dell'Unione Europea, contribuendo alla formazione dell'area Europea della Ricerca, o di altri Paesi o comunque a carattere internazionale, operanti nell'ambito dei settori di sua competenza; favorisce l'innovazione promuovendo il trasferimento al mondo produttivo e alla società delle conoscenze e delle tecnologie acquisite;
- premesso che la "European Technology Platform for High Performance Computing (ETP4HPC)" è un'associazione di diritto olandese senza finalità di lucro che opera nel settore dell'High Performance Computing alla quale aderiscono piccole e medie imprese (Allinea, CAPS Enterprise, ParTec Cluster Competence Center GmbH), organizzazioni di ricerca (BSC, Commissariat à l'Energie Atomique, Cineca, Fraunhofer, Forschungszentrum Juelich, LRZ), aziende europee (ARM, Bull SAS, Eurotech, Xyratex, ST Microelectronics) e mondiali (IBM, Intel);
- premesso che, la ETP4HPC, secondo quanto previsto dal proprio Statuto, incoraggia la cooperazione internazionale, in particolare in ambito europeo, nella ricerca e nell'industria del settore dell'HPC, aggrega e coordina le risorse al fine di aumentare la competitività europea di fornitori e soluzioni HPC, favorisce l'allargamento della base di utenti, in particolare delle piccole e medie imprese nel settore HPC, promuove l'offerta di soluzioni innovative per affrontare grandi sfide sociali in Europa come il cambiamento climatico, il rendimento energetico, una migliore assistenza sanitaria, la previsione e gestione di grandi catastrofi;
- visto l'art. 3 (Membership) del suddetto Statuto che comprende tra gli associati "*... universities or research institutes with a non-profit objective which conduct or have conducted research and development activities in the field of HPC: in member states of the European Union, or in third countries which are a party to EUREKA, or in third countries which are party to an international agreement with the European Community under the conditions or on the basis of*

*wich such third countries make a financial contribution to the Seventh Framework Programme.”;*

- considerato l'interesse dell'INFN ad aderire all'ETP4HPC anche al fine della partecipazione a progetti europei;
- premesso che, in base all'art. 4, comma 3 e all'art. 7, comma 2, dello Statuto, gli oneri derivanti dall'adesione a ETP4HPC consistono nel pagamento di una quota associativa annua deliberata dall'Assemblea Generale e pari, per il 2012, a € 5.000,00;
- su proposta della Giunta Esecutiva;
- con n. 33 voti favorevoli;

#### DELIBERA

- 1) Di approvare l'adesione dell'INFN all'Associazione denominata “European Technology Platform for High Performance Computing (ETP4HPC)” di cui allo Statuto allegato che costituisce parte integrante e sostanziale della presente deliberazione. Il Presidente è autorizzato a compiere tutti gli atti all'uopo necessari e conseguenti.
- 2) L'onere finanziario derivante dall'adesione di cui al precedente numero 1), pari ad € 5.000,00 annui, trova copertura, nell'anno 2012, con i finanziamenti iscritti al capitolo 221410 del Bilancio 2012 dell'Istituto e, per gli anni successivi, con i finanziamenti che saranno assegnati a tale scopo al corrispondente capitolo di Bilancio.

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This @ before me, mr. Leonard Alexander Galman, civil-law notary in Amsterdam, came:

1. the foreign company: Bull SAS, with statutory seat in Les Clayes-sous-Bois and with address at 78340 Les Clayes sous Bois, Rue Jean Jaurès BP68, registered at Registre du Commerce de Versailles, France under number B642 058 739, hereinafter to be called: "founder under 1";
2. the foreign company: ParTec Cluster Competence Center GmbH, with statutory seat in München and with address at D-81679 München, Possartstrasse 20, registered at Amtsgericht München under number HRB 151545, hereinafter to be called: "founder under 2"

hereinafter together to be called: "founders".

The appearers declared to establish an association with the following

#### **ARTICLES OF ASSOCIATION:**

##### **ARTICLE 1 - NAME AND REGISTERED OFFICE**

1. The association bears the name: "**European Technology Platform For High Performance Computing**", by abbreviation **ETP4HPC**,
2. The association has its registered office in Amsterdam, The Netherlands.

##### **ARTICLE 2 – OBJECT**

1. The object of the association is:
  - a. To build a European world-class High Performance Computing (HPC) IT technology value chain that will be globally competitive.
  - b. To achieve a critical mass of convergent resources in order to increase the competitiveness of European HPC vendors and solutions.
  - c. To leverage the transformative power of HPC in order to boost European competitiveness in science and business.
  - d. To expand the HPC user base, especially Small and Medium Enterprises (SMEs) (through facilitating access to HPC resources and technologies) and to open the possibilities for SMEs to participate in the provision of competitive HPC technology solutions.
  - e. To promote the provision of innovative solutions to tackle grand societal challenges in Europe such as climate change, better healthcare, predicting and managing large scale catastrophes and energy-efficiency.
  - f. To foster international cooperation in research and industry.
2. The association among other things shall endeavour to attain the afore-mentioned object by:
  - a. Designing and updating a Strategic Research Agenda (SRA) to provide decision makers with relevant advice and expertise for the long term development of HPC technologies in Europe.
  - b. Providing recommendations and support to the implementation of the SRA.
  - c. Facilitating coordination between the HPC industrial ecosystem and public authorities (EU and Member States) responsible for HPC research and dissemination programs.
  - d. Fostering joint initiatives among ETP members and other stakeholders in the area of research and innovation programs.
  - e. Facilitating the emergence of start-ups and the growth of existing SMEs.
  - f. Supporting Europe and Member States authorities by reinforcing Europe's position in the worldwide HPC arena with the industrial focus of the association.
  - g. Representing the voice of the European HPC industry in the worldwide HPC

- arena.
- h. Gathering and contributing the funds necessary for the operation and organisation of the association.
  - i. Doing anything related to what is stated under sub a- h above or which may be conducive thereto, to be interpreted broadly.
3. The association is a non-profit organisation.
  4. The association will act according to the principles described in the annex hereto as endorsed by the founding Members. The association will be guided by the Vision Paper endorsed by the founding Members. The Strategic Research Agenda (SRA) of the association will be written in compliance with the Vision Paper.

### **ARTICLE 3 – MEMBERSHIP**

1. The association has four types of Active Members: A, B, C and D and Associated Members as defined in article 4.  
Where reference is made in these articles or in by-laws or resolutions adopted under these articles to “Active Member or Active Members”, this will be understood to include Active Members A, Active Members B, Active Members C and Active Members D, unless specifically stated otherwise or obviously intended otherwise. Without prejudice to paragraphs 2, 3, 4 and 5, only parties that have accepted the by-laws of this association, can be Active Members of the association.
2. Active Members A of the association, hereinafter also referred to as “SME-Active Members”, shall maintain an enterprise of micro, small or medium size as referred to in recommendation 2003/361/EC of the Commission of the European Communities dated the sixth of May two thousand and three (06/05/2003) which conducts or has conducted research and development activities in the field of HPC:
  - in member states of the European Union; or
  - in third countries which are a party to the pan-European intergovernmental EUREKA initiative (“EUREKA”) as described in the Declaration of Principles relating to EUREKA, laid down in the Hanover Declaration, approved by the Ministerial Conference in Hanover on the sixth of November nineteen hundred and eighty-five (06/11/1985); or
  - in third countries which are party to an international agreement with the European Community under the conditions or on the basis of which such third countries make a financial contribution to the Seventh Framework Programme of the Commission of the European Community for research, technological development and demonstration (2007-2013) pursuant to the proposal of the Commission of the European Community COM (2205) 119 final (the “Seventh Framework Programme”).
3. Active Members B of the association, hereinafter also referred to as “Research organisations-Active Members”, shall be nationally recognised universities or research institutes with a non-profit objective which conduct or have conducted research and development activities in the field of HPC:
  - in member states of the European Union; or
  - in third countries which are a party to EUREKA; or
  - in third countries which are party to an international agreement with the European Community under the conditions or on the basis of which such third countries make a financial contribution to the Seventh Framework Programme.
4. Active Members C of the association, hereinafter also referred to as “European

Corporate-Active Members”, shall maintain an enterprise which does not belong to the enterprises as referred to in paragraph 2, which conducts or has conducted research and development activities in the field of HPC:

- in member states of the European Union; or
- in third countries which are a party to EUREKA; or
- in third countries which are party to an international agreement with the European Community under the conditions or on the basis of which these third countries make a financial contribution to the Seventh Framework Programme; of which the directly or indirectly controlling companies or organisations are incorporated and resident in the European Union or in one of the Overseas Countries and Territories associated with the European Union as listed in Annex II to the EC Treaty (including, for the avoidance of doubt, Bermuda) (the “OCTs”).

5. Active Members D of the association, hereinafter also referred to as “Global-Active Members”, shall maintain an enterprise which does not belong to the enterprises as referred to in paragraph 2, which conducts or has conducted substantial research and development activities in the field of HPC:

- in member states of the European Union; or
- in third countries which are a party to EUREKA; or
- in third countries which are party to an international agreement with the European Community under the conditions or on the basis of which these third countries make a financial contribution to the Seventh Framework Programme; of which the directly or indirectly controlling companies or organisations are not incorporated and resident in the European Union or in an OCT.

6. As per the date of incorporation of the association, the founding Active Members of the association are:

- A. Allinea, CAPS Entreprise, ParTec Cluster Competence Center GmbH (SME Active members);
- B. BSC, CEA (Commissariat à l’Energie Atomique), Cineca, Fraunhofer, Forschungszentrum Juelich and LRZ (Research organisations-Active members);
- C. ARM, Bull SAS, Eurotech, Xyratex, ST Microelectronics (European Corporate Active members);
- D. IBM, Intel (Global Active members).

7. The Steering Board must keep at all times a register containing:

- The name, address and occupation of each person in charge of the administration and management of the association, and subsequent modifications;
- The present articles of associations, and subsequent modifications,
- The address of the registered office of the Association and any changes thereto;
- Information on the sale or purchase of the premises used for the administration and/or the meeting of the Active Members’ of the association;
- The date of the receipt delivered by the Dutch Chamber of Commerce at the time of filing declarations of any such modifications outlined above.

8. The Steering Board will keep a register containing the names and (electronic) addresses of all Active Members.

Every member is obliged to communicate in writing to the association his address and any change thereto; the association will regard this address as the valid address

provided the member has not communicated another address to the association in writing.

All consequences of failure to notify the association of his address and changes thereto are for the account and risk of the member.

9. An Active Member-legal entity is represented by its statutory representative or by one person that had been granted the power to represent such Active Member by a written power of attorney.
10. Membership is not transferrable except by legal entities in the event of merger. In this case, membership of the absorbed legal entity passes to the absorbing legal entity except where the absorbing entity is in breach of the Bylaws. The absorbing legal entity party must ensure that within three months after the merger it has entered its name on the register as referred to in paragraph 8 above.
11. If an Active Member ceases to meet the requirements of membership, he is obliged to communicate this as quickly as possible to the Steering Board of the association.
12. An Active Member needs to be engaged in the life of the association and so must participate in the activities of the association.

#### **ARTICLE 4 - ASSOCIATED MEMBERS**

1. Associated Members shall be:
  - individuals active in the field of HPC; or,
  - organisations interested in the field of HPC but who are not eligible to be Active Members.
2. The provisions of articles 3 (paragraphs 9, 10 and 11), 5 and 6 apply to the Associated Members to the fullest extent possible. In those articles mentioned in this paragraph, where reference is made to Active "member" or Active "Members", this shall be read as "Associated Member" or "Associated Members".
3. Associated Members are obliged to make a monetary contribution to the association each year, the minimum amount of which is determined by the General Assembly.
4. An Associated Member is entitled, either in person or by someone appointed as a proxy, to attend the meetings of the General Assembly of Active Members and to address those meetings.
5. An Associated Member is also entitled to inspect the written records of meetings and/or resolutions of the Steering Board and the General Assembly of Active Members.
6. Associated Members have no rights and obligations other than those granted to them or imposed on them by law or by virtue of the articles of association.
7. The Steering Board must keep a register containing the names and addresses of all Associated Members.
8. All Associated Members are obliged to communicate in writing to the association their address and any changes thereto; this address will be regarded by the association as the valid address so long as the Associated Member has not communicated another address to the association in writing.

All consequences of failure to notify the association of his address and changes thereto are for the account and risk of the Associated Members.

#### **ARTICLE 5 – ADMISSION**

1. Active Members of the association are those who have applied for membership to the Steering Board in the prescribed manner, meet the requirements of one of the requirements of paragraph 2, 3, 4 or 5 of article 3 and, having regard to the

provisions of paragraph 3 hereafter, have been admitted as such to the association by the Steering Board.

2. The Steering Board decides on admission of Active Members within three (3) months from the date of receipt of the relevant written application and notifies the applicant of the decision in writing, stating the type of membership of the respective Active Member. The Steering Board will take into account the principles of fairness, openness, transparency and non-discrimination.
3. In deciding the admission of an Active Member, the Steering Board will take into account the fact that in principle only one legal entity from a Group may become a member of the association. For the purpose of the present Articles of Association, a "Group" shall mean a group of legal entities under the same common Control and the controlling entity, and "control" shall mean the power to direct the management of another legal entity, directly or indirectly, whether through ownership of voting rights, by contract or otherwise. In the case of a corporation, the direct or indirect ownership of more than fifty per cent (50%) of its outstanding share capital shall in any case be deemed to confer control.

#### **ARTICLE 6 - END OF MEMBERSHIP**

1. Membership ends:
  - a. On the death of an individual Associated Member or on the winding-up of an Active Member-legal entity;
  - b. By notice of termination by the Active Member or by the association.
  - c. Upon expulsion of an Active Member in accordance with the provisions of subparagraph 3 below.
2. Notice of termination of membership by an Active Member may only be given towards the end of a financial year and with due observance of a period of notice of four weeks; this period will not be subject to the General Extension of Time-Limits Act. Membership may in any case be terminated by notice of termination given towards the end of the financial year following the year in which notice of termination is given, or with immediate effect in the event the association cannot reasonably be asked to allow such membership to continue.
3. The Steering Board may terminate the membership of an Active Member in the following cases:
  - a. If an Active Member has ceased to comply with the requirements as contained in article 3 paragraph 1 or if the Active Member has ceased to be eligible according to article 3 paragraph 2, 3, 4 or 5.
  - b. If an Active Member is declared bankrupt or is granted a moratorium on payments to creditors;
  - c. If a debt rescheduling arrangement is applicable to an Active Member;
  - d. If an Active Member is placed under tutelage;
  - e. In the event the association cannot reasonably be asked to allow the membership to continue.

The provisions of this paragraph 3 sub b. through d. shall apply accordingly to events recognised under a legal system other than that of The Netherlands that are comparable with the events referred to in b. through d.
4. A member may only be expelled in the event that he acts in breach of the articles, the rules or resolutions of the association or acts in an unreasonable manner to the prejudice of the association. The member will be expelled by the Board.

The expulsion shall be notified to the Active Member upon twenty-eight (28) days' prior notice sent by the Steering Board by registered letter with acknowledgment of receipt.

5. The Steering Board may suspend an Active Member who acts in breach of the articles of association or who prejudices the association in an unreasonable manner for a maximum period of six (6) months.

#### **ARTICLE 7 – FUNDS**

1. The funds of the association consist of:
  - a. The annual contributions of the Active Members and the Associated Members;
  - b. The subsidies paid by public authorities;
  - c. The fees and other incomes related to the sale of services provided by the association;
  - d. The initial contributions of the founding Members.
2. An amount which is set by the General Assembly is payable annually by all Active Members and all Associated Members. So long as the General Assembly has not set a new amount for a subsequent financial year, the amount set at the last meeting of the General Assembly remains fully valid for the subsequent year(s).

A different contribution is set for SME-Active Members, Research organisations-Active Members Corporate (European and Global) Active Members and Associated Members and, within Corporate Active Members, 2 sub-categories are set, one for Corporate Active Members belonging to a Group whose annual turnover exceeds five hundred million euro (€ 500,000,000.--) and one for Corporate Active Members belonging to a Group whose annual turnover is less than five hundred million euro (€ 500,000,000.--).
3. The General Assembly can decide to request special contributions to fulfil the objectives of the Association.
4. The Steering Board has the power to grant full or partial exemption from the obligation to pay a contribution or special contribution in special cases.
5. The funds of the association are fully and exclusively devoted to activities directly aimed at the fulfilment of the association's objectives set out at article 2 above.
6. The General Assembly determines the amount of the contributions and any modifications thereto by a majority resolution passed in accordance with article 18.

#### **ARTICLE 8 - STEERING BOARD: COMPOSITION AND APPOINTMENT**

1. The Steering Board consists of fifteen (15) members (the "SB members") that shall remain in charge for two (2) financial years (unless the General Assembly establishes a shorter term at the time of their appointment) and who may be re-elected.
2. The SB members are appointed by the General Assembly.
3. The General Assembly will appoint the SB members, to fill vacant positions or on expiry of the term of the SB members, to have a Steering Board with the following composition:
  - (i) three (3) SB members will be appointed from the SME-Active Members;
  - (ii) five (5) SB members will be appointed from the Research organisation-Active Members;
  - (iii) five (5) SB members will be appointed from the European Corporate Active Members;
  - (iv) two (2) SB members will be appointed from the Global Active Members.



4. The nominees shall be either individual nominees or a list of nominees with a number of members less or equal to the number of vacant positions. Nominations shall be filed at the association's registered office at least fifteen (15) days prior to the date of the General Assembly meeting to be held.  
For the five (5) members appointed from the Research organisations-Active Members, the nominees need to represent organisations strongly involved in HPC research and/or represent initiatives that structure HPC in Europe like associations active in the European HPC ecosystem. To ensure such representation, the organisations looking to be a nominee will submit their application to the Steering Board, for a preliminary assessment of the representative capacity of the nominee. The Steering Board will decide whether the nomination is suitable on a well grounded basis, to be explicitly expressed in writing.
5. If the number of SB members has fallen below fifteen (15) but remains greater or equal to eight (8), the remaining SB members will appoint temporary SB members necessary to fulfil the requisite number of SB members, taking into account as far as possible, for the substitution of an SB member, the Active Members category from which the concerning SB members should be appointed. These temporary SB members will remain in charge until the following General Assembly.  
In the event of vacancies of more than eight (8) SB members, the remaining SB members shall call a General Assembly meeting within fifteen (15) days to fill such vacancies.
6. Save as decided otherwise by the General Assembly, the SB members do not receive any remuneration for their position and are not entitled to reimbursement of expenses incurred by them in fulfilling their position unless when they have a specific mandate to represent the association.
7. During the start-up phase of the Association (before the first board election and not later than September two thousand and thirteen (2013)), the Steering Board is composed of the sixteen (16) founding members.

#### **ARTICLE 9 - STEERING BOARD ORGANISATION**

1. The Steering Board appoints from its members one Chairman (the "Chairman") and two (2) Vice-Chairmen (the "Vice-Chairmen"). The Steering Board also appoints a secretary (the "Secretary") and a treasurer who are SB members.  
One Vice-Chairman will be appointed from SB members who are qualified as Prace Tier 0. One Vice-Chairman will be appointed from the industrial SB members. The Vice-chairmanship of the Prace Tier 0 members will rotate every six (6) months. The Steering Board may appoint a deputy from its members for each of the Vice-Chairmen.
2. An SB member can only have one of the positions mentioned in paragraph 1., None of the positions can be combined and fulfilled by one natural person.

#### **ARTICLE 10 - DECISION-MAKING BY THE STEERING BOARD**

1. The Chairman, or in case of the Chairman's absence, one Vice-Chairman or six other SB members acting jointly have the power to convene meetings of the Steering Board.
2. At least four (4) meetings must be held each financial year.
3. The meeting will be convened by notice sent to the addresses of the members in accordance with the register, referred to in article 3. The period for convening the meeting will be at least fourteen (14) days.

The convening notice will state the items to be considered.

Meetings of the Steering Board shall be held in a European Union member state.

Meetings of the Steering Board can be organised and attended by means of telephone and/or videoconference systems that permit all attendees to be identified, to participate in the meeting without interruption and to obtain information on an equal basis. In the case of electronic meetings of the Steering Board they shall be considered as held at the place in which the Chairman and the Secretary must be simultaneously located.

4. The personal commitment of Steering Board members is of crucial importance and their substitution in meetings is strongly discouraged. SB Members may be represented by another SB Member only by written declaration.  
An SB member may represent up to one (1) fellow SB member at a meeting.
5. The Chairman or, in his absence, the Vice-Chairman with the longest period of office in the Steering Board, chairs the meetings of the Steering Board.
6. Except for a resolution to appoint temporary SB members according to article 8.5 above, resolutions of the Steering Board shall only be valid if adopted in the presence of the majority of SB members and by majority vote of the members present and represented.  
If all currently appointed SB members are present at a meeting, resolutions may be adopted on any item tabled, provided this is done unanimously, even if the requirements contained in these articles of association regarding the convening and holding of meetings have not been complied with.
7. Blank and invalid votes will be deemed not to have been cast.
8. The Steering Board may also adopt resolutions other than in a meeting, provided such resolutions are in writing, all SB members have been given the opportunity to cast their vote and no SB member objects to this manner of adopting resolutions. A resolution shall be so adopted if the unanimity of SB members is in favour of it. Every resolution adopted outside a meeting will be announced at the following meeting, which announcement must be recorded in the minutes of that meeting.
9. Minutes of the meetings of the Steering Board and the agenda must be kept by the Secretary or by the person designated for this purpose by the chairman of the meeting.

The minutes shall be adopted at the following meeting and, in evidence thereof, must be signed by the Chairman and the Secretary.

#### **ARTICLE 11 - TASKS OF THE STEERING BOARD**

1. Subject to the restrictions imposed by the articles of association, the Steering Board shall carry out the administration and management of the association and is accordingly vested with the broadest powers, except for those powers remitted by law or by these Articles to the authority of the General Assembly.
2. The Steering Board has the power to delegate certain tasks under its responsibility to executive committees or working groups appointed by the Steering Board. The Steering Board can ask representatives of the executive committees or the working groups to attend the Steering Board meetings.
3. The Steering Board has the power to decide the adoption of certain documents including the SRA or any amendments thereto.
4. The Steering Board prepares the financial statements that are presented to the General Assembly.

5. The Chairman is entrusted with carrying out the day-to-day affairs of the association, and in particular, with implementing the decisions of the Steering Board. In matters of urgency he may decide to take, under his responsibility, the necessary measures for all matters, subject to ratification by the Steering Board at their next meeting.

#### **ARTICLE 12 – REPRESENTATION**

1. The Steering Board will represent the association. The power of representation will also accrue to the Chairman or to the two (2) Vice-Chairmen acting jointly. This will not prejudice the competency of the Steering Board to grant power of attorney in a resolution of the Steering Board to represent the association.
2. The Steering Board will be able, subject to approval of the General Assembly meeting, to adopt resolutions for entering into agreements for the acquisition, alienation, encumbrance of registered property and for concluding agreements in which the association binds itself as surety or joint and several debtor, warrants performance by a third party or provides security for a debt of a third party. The requirement for approval will also apply to the power of representation of the association with respect to said acts. The approval must be satisfactorily evidenced from the extract of the minutes of the relevant General Assembly meeting, signed by the Chairman and the Secretary.

#### **ARTICLE 13 – ORDINARY AND EXTRAORDINARY GENERAL ASSEMBLY**

1. Ordinary or extraordinary General Assemblies are convened by the Chairman:
  - on behalf of the Steering Board;
  - on a date no later than four (4) weeks after submission of a written request to convene a meeting, sent to the Chairman by a number of Active Members entitled to cast at least one-tenth of the votes. An ordinary General Assembly is convened in this way.
2. Meetings are convened by notice in one or several of the following ways, at the sole discretion of the Chairman:
  - in writing sent by post to the address of the members as registered in accordance with article 3.8;
  - by electronic mail sent to the electronic address of the members or of a member's representative appointed in accordance with article 3.9,
  - by publication on the association's dedicated web site.

The period for convening an ordinary General Assembly is at least thirty (30) days, not counting the date on which the notice or publication is issued and the date of the meeting.
3. The notice convening the meeting must state the agenda, the draft resolution(s), and the place and time of the meeting.
4. General Assemblies will be held in a European Union member state. Meetings of the General Assembly can be organised and attended by telephone and/or by any other electronic communication system that permits all attendees to be identified, to participate in the meeting and to obtain information on an equal basis and to exercise voting rights. Electronic meetings of the General Assembly shall be considered held at the place in which the Chairman resides.
5. The General Assembly is exclusively competent to resolve on:
  - Any undertakings and commitments (including but not limited to contracts and agreements) exceeding a unit amount of two hundred and fifty thousand euro

- (€ 250,000.--), or of unlimited value;
  - Any undertakings and commitments, irrespective of their value, related to lending and taking on loans of monies;
  - Settlement agreements and representation of the association at court, including the conduct of arbitration proceedings, with the exception of the fill in of conservatory measures that could be resolved by the Steering Board in urgent situations;
  - The matters listed in paragraph 6 below.
6. Each year, within six months after the end of the financial year, an ordinary General Assembly must be convened. The General Assembly shall resolve the following matters:
- a. approval of the annual report as referred to in article 20, including the report of the committee referred to therein;
  - b. discharging the Steering Board from liability for the performance of their management tasks in the preceding financial year;
  - c. filling vacancies within the Steering Board;
  - d. establishing the level of financial contributions to the association;
  - e. proposals of the Steering Board or of members, announced in the convening notice for the meeting.

#### **ARTICLE 14 - ADMISSION TO THE GENERAL ASSEMBLIES AND VOTING RIGHTS**

1. All Active Members and Associated Members of the association, the SB members and those persons who are invited to attend by the chairman, the Steering Board and/or the General Assembly are admitted to General Assemblies. Excluded or suspended Active Members and suspended SB members are not admitted to General Assemblies unless the meeting included a discussion on their suspension. Suspended Active Members and suspended SB members are entitled to attend and address the meeting on their suspension.
2. The General Assembly decides on the admission of any persons other than those referred to in paragraph 1.
3. Each Active Member who is not suspended has one vote. Associated Members have no voting right.
4. Every Active Member who is entitled to vote may appoint as his proxy another Active Member who is entitled to vote. An Active Member who is entitled to vote can act as proxy for up to one other Active Member.

#### **ARTICLE 15 - CHAIRING OF MEETING AND MINUTES**

1. General Assemblies shall be chaired by the Chairman, or in the event of the Chairman's absence, by a Vice- Chairman; whenever the two (2) Vice-Chairmen are present, the meetings will be chaired by the elder of the two. In the absence of all of the aforementioned individuals, the meeting shall be chaired by a person elected by the majority vote of Active Members present and represented at the meeting.
2. The chairman shall be assisted by a secretary who is to be appointed by the chairman by the majority vote of the Active Members represented at the meeting. The secretary need not be an Active Member.
3. The chairman of the General Assembly shall preside over the meeting and govern its proceedings in compliance with the law and these articles of association. To this end, the chairman shall, amongst other things: verify that the meeting is duly constituted; ascertain the identity of those present and their right to attend, including by proxy;

ascertain the legal quorum for passing resolutions; and direct the agenda and discussions. The chairman shall also take appropriate measures to ensure the orderly conduct of discussions and votes and shall establish the procedures and ascertain the results thereof.

4. Minutes will be taken by the secretary of the discussions and resolutions addressed at each meeting and these minutes will be adopted and signed by the chairman and the secretary.

#### **ARTICLE 16 - DECISION-MAKING BY THE GENERAL ASSEMBLIES**

1. For General Assemblies convened on first call, the quorum of present Active Members is equal to fifty per cent of the Active Members entitled to use their voting rights, irrespective of the number of Active Members represented at the meeting. For General Assemblies convened on second call, the quorum of present Active Members is equal to thirty-three per cent of the Active Members entitled to use their voting rights, irrespective of the number of Active Members represented at the meeting.
2. Except for the resolutions mentioned in Articles 18.1 and 18.2 hereafter, all resolutions of the General Assembly must be adopted by an absolute majority of the votes validly cast and with due observance of the first paragraph.
3. Blank votes and invalid votes will be deemed not to have been cast.
4. Provided all Active Members are present or are represented at a General Assembly, valid resolutions may be adopted on all items tabled provided that the relevant motion to resolve upon an item that was not in the agenda is proposed with unanimous vote.

#### **ARTICLE 17 - MEETINGS OF ACTIVE MEMBERS OF DIFFERENT TYPES**

1. Each category of SME-Active Members, Research organisation-Active Members, European Corporate-Active Members and Global Corporate-Active Members may hold a meeting whenever they deem a resolution of such a meeting is necessary.
2. They are free to draw up processes to rule their own category meetings.

#### **ARTICLE 18 - ALTERATION OF ARTICLES, ALTERATION OF THE VISION PAPER AND MERGER**

1. Amendments to these articles are made upon a resolution of the General Assembly taken with the majority of at least two-thirds of the votes cast in a meeting at which at least two-thirds of the members will be present or represented. In the event that two-thirds of the members are not present or represented, a second meeting will be convened and held within four weeks, at which meeting a resolution may be adopted on the proposal tabled for consideration in the previous meeting, irrespective of the number of members present or represented, provided the resolution is adopted by a majority of at least two-thirds of the votes cast.
2. The above provisions of this article apply mutatis mutandis to (i) a resolution on the transfer of membership in the event of a merger of an Active Member and (ii) for the determination and modification of contribution amounts as set forth in article 7 (iii) for the modification of the Vision Paper.

#### **ARTICLE 19 - DISSOLUTION AND LIQUIDATION**

1. The association may be dissolved by a resolution of the members in General Assembly meeting. The provisions in paragraphs 1 of the preceding article will be apply accordingly. In the resolution for dissolution, on the proposal of the Steering Board, the General Assembly meeting will appoint the liquidators; otherwise the

Steering Board members at the time of the resolution will be the liquidators.

2. The balance remaining after liquidation will accrue to those who were members at the time of the resolution for dissolution. Each of them will share and share alike. However, in the resolution for dissolution, the balance remaining may also be put to an alternative specific use.

#### **ARTICLE 20 - FINANCIAL YEAR – ANNUAL REPORTS AND ACCOUNTS**

1. The financial year will coincide with the calendar year.
2. The Steering Board shall keep such records of the financial position of the association and of everything relating to the activities of the association, in accordance with the requirements ensuing from said activities, and shall keep the relative accounting records, documents and other data carriers in such a manner, that the rights and obligations of the association can be known at any time.
3. At a General Assembly meeting held within six months of the end of the financial year, (except where said period has been extended by the General Assembly meeting), the Steering Board will publish an annual report on the course of affairs in the association and the policy conducted. The Steering Board will submit the balance sheet and the statement of income and expenditure with explanatory memorandum to the meeting. These documents will be signed by the Steering Board members; the reasons for any missing signatures will be stated in writing. After expiry of the period each member may claim fulfilment of said obligations by the joint Steering Board members at law.
4. Annually, the General Assembly meeting will appoint an accountant as referred to in section 393, subsection 1 of Volume 2 of the Civil Code to audit the annual statements of account. The accountant will report its findings to the General Assembly meeting.
5. The Steering Board shall keep the accounting records, documents and other data carriers referred to in paragraph 2 of the present article for a period of seven years.
6. The data put on a data carrier, with the exception of the balance sheet and statement of income and expenditure put on paper, may be transferred on to an other data carrier and stored provided this will be done with a correct and full rendering of the data and said data will be available during the full storage time and may be retrieved within a reasonable period.

#### **ARTICLE 21 - COMMITTEES AND/OR WORKING GROUPS**

The Steering Board has the power to establish one or more committees and/or working groups, the tasks and powers of which will then be regulated by standing rules. The committee(s) and/or works groups is/are accountable for the performance of its/their tasks to the Steering Board.

#### **ARTICLE 22 - INTERNAL REGULATIONS**

The General Assembly may adopt and change one or more sets of internal regulations regulating subjects that are not covered, or not fully covered, by these articles of association.

#### **ARTICLE 23 – APPLICABLE LAW**

These bylaws are written according to Dutch law. The Members agree that, in the event of failure to reach agreement, all disputes arising out of or in connection with these bylaws shall be exclusively submitted and settled to the competent court within the jurisdiction of the registered office of this association.

#### **Final statements**

1. The first financial year will end at the end of two thousand and thirteen (2013).
2. For the first time the number of members of the general council will be fixed at sixteen (16)) and the following persons will be appointed members of the general council:

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**Final stipulation**

The Statutes laid down in this deed are based on the following unofficial English translation thereof, which has been approved by the Association. The English translation shall never prevail over the Dutch text.

- ./ The power of attorneys to the appearer is evident to me, the civil-law notary, from the deed to be appended to this original.

**End deed**

The appearers are known to me, the civil law notary.

This deed, drawn up as an original, was passed in Amsterdam on the date stated in the preamble of the present deed.

After the sum and substance of the text of this deed had been stated and explained to the appearers, they declared to have taken cognizance of the text of this deed and not to insist on it being read out in full.

Thereupon, after a restricted reading-out in accordance with the law, this deed was signed by the appearers and by me, the civil law notary.