



H2020-NMBP-HUBS-2019

FlexFunction2Sustain

Open Innovation Ecosystem for Sustainable Nano-functionalized Flexible Plastic and Paper Surfaces and Membranes

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= Deliverable D1.6 = OITB Member Association Filed

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Dissemination level		
PU	Public	x
PP	Restricted to other programme participants (including the Commission Services)	
RE	Restricted to a group specified by the consortium (including the Commission Services)	
CO	Confidential, only for members of the consortium (including the Commission Services)	



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Executive Summary

Deliverable D1.6 describes the setup of the FlexFunction2Sustain Open Innovation Test Bed (OITB) Association. It was expected to register the association until Month 12 of the FlexFunction2Sustain Horizon 2020 project. However, it turned out that the complexity and commercial activity of an Open Innovation Test Bed requires deeper legal evaluations and a revision of the model proposed in the original FlexFunction2Sustain project proposal. Details on the particular challenges in the OITB setup were presented earlier in *Deliverable D1.4* (“Basic Structure of SEP operation”). Identified challenges were: regulations related to possible (semi)commercial activities for non-profit association; considerations on liability risks for the association and its members; restrictions related to the antitrust laws and cartel laws; and finally internal conditions at individual members that must be fulfilled by the association statutes to allow them to become members.

Finally, the FlexFunction2Sustain consortium has worked out a model that satisfied all boundary conditions and different interests based on a European **non-profit** OITB association. The association will closely interact with for-profit companies who will commercialise the results created within in the framework of the FlexFunction2Sustian Open innovation Test Bed activities.

The association will be created as non-profit association according the French 1901 law of association with a place of business in Paris, France. A final legal approval by all partners and several formal steps (e.g. receiving an official power of attorney of the legal representatives of the some OITB members) are still required before creating the association. It is expected to register the association officially before 31/01/2022 and to become operational by Month 24 of the project (01/04/2022).

The association is designed as open network of excellence for sustainable nano-functionalized flexible plastic and paper surfaces and membranes. It will secure the societal impact of the OITB based on the following association tasks:

- Technology information exchange for sustainable nano-functionalised flexible plastic and paper surfaces and membranes
- Framework to establish joint competencies
- Networking opportunities through events, seminars, webinars, conferences, etc.
- EU wide network of excellence through increased dissemination of OITB research results and offers
- Access to newest information about technology, regulation, standards
- Influence regulations, standards and future topics for public funding
- Create synergies with relevant organisations or networks
- Publish information on sustainability of plastic and paper based products and establish a trust brand for environmentally friendly plastic products
- Consolidate and maintain the OITB catalogue of offerings
- Create and sustain a brand under which results and assets of the OITB are disseminated
- Strategic collaboration with [one or more] external companies for commercial exploitation of OITB results

Besides the legally obligatory association bodies (General Assembly and Board of Directors), a set of standing technical committees and working groups will be established:

- Operation procedures and quality management: ensure efficient collaboration between members
- Knowledge, roadmap and trends: collect scientific and market trends, prepare roadmap documents
- OITB business and offerings portfolio: support members in setting up competitive OITB offerings
- Regulations and Standardisation: participate in standardisation bodies with “a European Voice”
- OITB interactions: synchronize with other OPEN INNOVATION TEST BEDS and maximize synergies
- Dissemination, regional developments, events: promote the OITB idea; establish events and workshops

The board of directors will be composed initially of 5 people, thereof minimum 2 from industrial partners. It is intended to form the first association’s board of directors from the following people: (1) Lars Montelius, INL – President; (2) Thomas Kolbusch, COATEMA – Industrial Vice President; (3) Nicolas Schiller, Fraunhofer FEP – Research Vice President; (4) Robert Harrison, SHP Law Group – Treasurer and responsible for administration; and (5) Sandrine Lebigre, IPC – OITB development on Recycling and Biodegradability.

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1. Introduction

Deliverable D1.6 describes the setup of the FlexFunction2Sustain Open Innovation Test Bed (OITB) Association. It was expected to register the association until Month 12 of the FlexFunction2Sustain Horizon 2020 project. It turned out that the complexity and commercial activity of an Open Innovation Test Bed requires deeper legal evaluations and a revision of the model described in the original FlexFunction2Sustain project proposal. Details on the particular challenges in the OITB setup were presented earlier in *Deliverable D1.4* (“Basic Structure of SEP operation”). Identified challenges were: regulations related to possible (semi)commercial activities for non-profit association; considerations on liability risks for the association and its members; restrictions related to the antitrust laws and cartel laws; and finally internal conditions at individual members that must be fulfilled by the association statutes to allow them to become members.

Finally, the FlexFunction2Sustain consortium has worked out a model that satisfied all restrictions and allows the creation of a **non-profit** Europe-wide active OITB association. The association will closely interact with commercial partners who will commercially exploit the OITB results and the catalogue of offerings created within the association’s framework.

The setup of the association, its organisational bodies and the statutes are presented in the following sections.

2. Results and discussion

2.1. Founding Members of the Association

The association is founded by the following by **13 members** of the FlexFunction2Sustain project consortium, who bring complementary expertise and services to the OITB as described in the FlexFunction2Sustain project Handbook (https://flexfunction2sustain.eu/wp-content/uploads/2021/08/Project-handbook_FINAL.pdf) in Deliverable D8.10 and in the FlexFunction2Sustain OITB catalogue of offerings.

Long name	Short name	Country
Fraunhofer Gesellschaft	FHG	DE
Joanneum Forschungsgesellschaft mbH	JOA	AT
Aristotle University Thessaloniki	AUTH	EL
Coatema Coating Machinery	COA	DE
AMCOR Flexubles	AMCOR	CH
Gesellschaft für Mittelstandsförderung	GEMIFO	DE
Organic Electronics Technologies	OET	EL
SHP Law Group	SHP	FR, DE
BL Nanobiomed	BLNANO	EL
Centre Technique Industriel de la Plasturgie et des Composites	IPC	FR
International Iberian Nanotechnology Laboratory	INL	PT
Hellenic Organic and Printed Electronics Association	HOPEA	EL
Amires s.r.o.	AMI	CZ

2.2. Objectives and tasks of the association

The **FlexFunction2Sustain association** is designed as an open, collaborative network of excellence for sustainable nano-functionalized flexible plastic and paper surfaces and membranes. It forms an active platform for the exchange and cooperation of inventors, scientists, technologists, producers, sellers and all future relevant partners for development and implementation in joint projects. The association will maximize of the FlexFunction2Sustain OITB and – together with other OITB – shall contribute to a common European voice in international standardisation bodies. Thematic focus is the surfaces modification of plastic and paper surfaces and membranes with nanotechnologies for sustainable and/or smart innovative products.

The statutes will specify the task of the association as follows:

- Technology Information Exchange for sustainable nano-functionalised flexible plastic and paper surfaces and membranes
- Framework to establish joint competencies
- Networking opportunities through events, seminars, webinars, conferences, etc.
- EU wide network of excellence through increased dissemination of OITB research results and offers
- Access to newest information about technology, regulation, standards
- Influence regulations, standards and future topics for public funding
- Create synergies with relevant organisations or networks
- Publish information on sustainability of plastic and paper based products and establish a trust brand for environmentally friendly plastic products
- Consolidate and maintain the OITB catalogue of offerings
- Create and sustain a brand under which results and assets of the OITB are disseminated

- Strategic collaboration with [one or more] external companies for commercial exploitation of OITB services and results

The association is set up as a non-profit legal entity. The commercial exploitation of the Open Innovation Test Bed Results is covered by a separate legal entity – the “Single Entry Point” (SEP) company. Here, multiple Single Entry Point companies can be active at the same time. Still, the association may and will receive income from its activities (membership fees, training activities, events, documents) which will be used for covering expenses for dissemination, events, and standardisation activities.

2.3. Business and sustainability plan of the FlexFunction2Sustain OITB association

The business and sustainability plan of the association is compiled in the Project Deliverable D1.5 “*Final OITB Business Plan*”. The business idea of the association is summarized as follows:

The Flexfunction2Sustain Open Innovation Test Bed (OITB) consolidates the efforts and goals of the EU Commission to re-industrialize Europe with new technologies and applications, especially in the field of nanotechnologies for smart and sustainable nano-functionalized plastic and paper surfaces and membranes. In addition, it forms an active platform for the exchange and cooperation of inventors, scientists, technologists, producers, sellers and all future relevant partners for development and implementation in joint projects. This platform serves higher ideational values and places the general benefit for society above the profitability of the association – that is why the association model was favoured. The service entry of the members, which ensures success, must, however, be organized in a profitable manner for them. Therefore, the Open Innovation Test Bed combines the services of its members in a project-, future-, and market-oriented manner. These services uniquely combine technology services, business development and services for evaluating, securing, and exploiting intellectual property rights. **The OITB extremely shortens the “time-to-market” cycle for its interest groups.**

To achieve that, the OITB interconnects knowledge-providers and production providers with research partners, innovators and industrial interest groups. The association **creates a framework for efficient collaboration on technical and business level** by providing standards for interactions as well as organizational and legal structures for successful collaboration. On the other hand, the OITB is also building technical and collaboration databases that go far beyond the functionality and value of today's technology.

The core capabilities of the OITB association consist of

- goal-driven partner facilitation of interested parties and services
- goal-focused combination of its members
- supply of structures to accelerate processes of decision-making
- customer and application-oriented information about suitable technology and production providers
- potent market access
- development of standardized framework conditions of cooperation
- accelerating cross-company project management

Interested parties may use the OITB offers to optimize their market knowledge, partner selection, technology knowledge, market access, organization procedures and project management in collaborative projects. This enables them to access new or previously blocked market shares.

The OITB strengthens the voice of the European industry (in the addressed market segment) in international standardization bodies and in establishing new EU specifications for products with sensitive applications (*e.g.*, food packaging or medical products ...).

The association will finance its activities from income generated through:

- membership fees (3000 ... 4,000 €) starting after the FlexFunction2Sustain H2020 projects ends
- sponsoring memberships with higher membership fees on voluntary base
- income from events, publications and congresses
- consulting and advisory activities
- participation in regional, national and EU funded network and technology projects

- license / commission fees from commercial single entry point (SEP) companies which exploit the OITB offerings catalogue commercially
- training activities and teaching courses and seminars for industry

The income will be used to cover administration expenses and to finance dissemination and education activities, participation in standardization bodies and others.

2.4. Association Brand Name and Corporate Design

The association brand name and corporate design has not been finally decided yet. The FlexFunction2Sustain project brand and logo (see the title page of this deliverable) has already reached a high level of awareness and so will be exploited for developing the association’s corporate identity. A professional marketing agency will secure a professional appearance on the market and in the society.

The association’s intended official registered name will be “FlexFunction2Sustain Association For Nanotechnologies for Sustainable and Smart Plastic and Paper Surfaces and Membranes“.

2.5. Association bodies

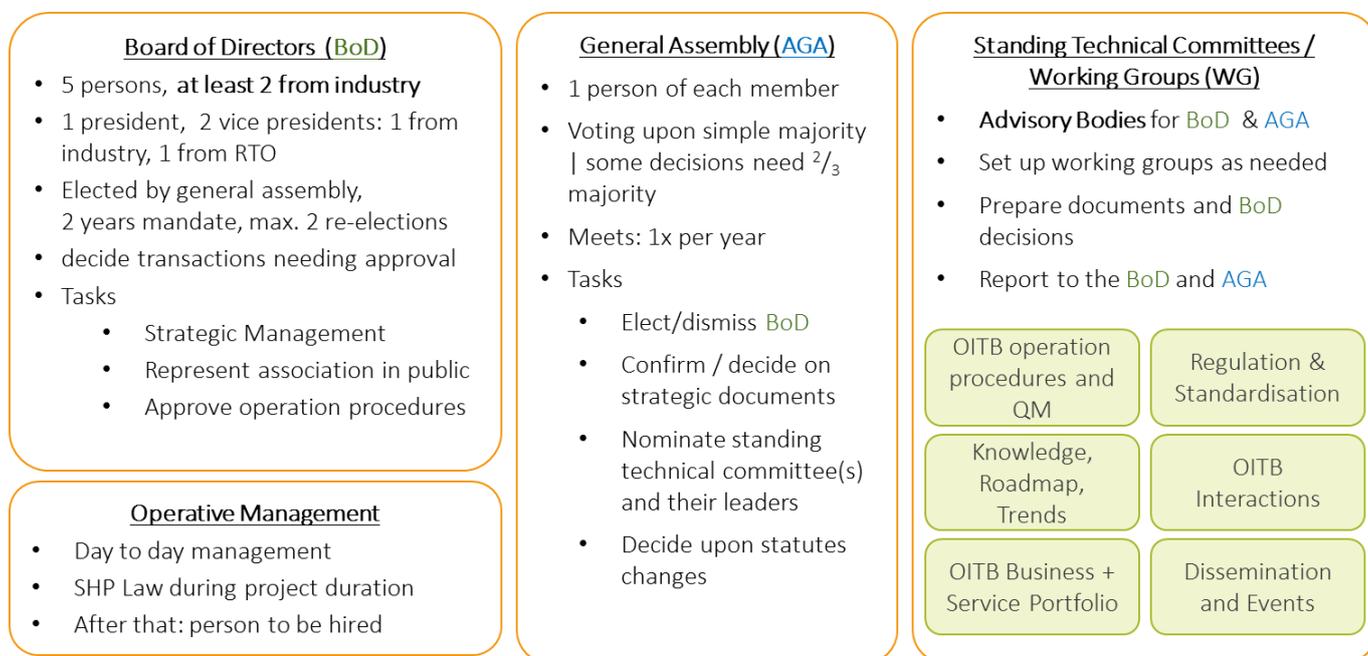


Figure 1: Overview of the FlexFunction2Sustain Association Bodies

Figure 1 illustrates the organisational setup of the FlexFunction2sustain Association. The association will create the relevant association bodies namely the Board of Directors (Executive Board) as Strategic Management Entity and the General Assembly as ultimate decision making body. A draft of the association statutes is attached to this deliverable document and describe the roles of the two association bodies in detail.

Beyond that, the FlexFunction2Sustain association will establish a set of standing technical committees and working groups which address several activities of the Open Innovation Test Bed. Initially six different technical committees will be created. They are summarized in the following table.

Group Name	Leader	Activities
OITB operation procedures and quality management	JOA FHG-FEP	Establish operational procedures for technical collaboration among OITB members (e.g., metadata formats, material and progress tracking) and for documentation and quality control.

Group Name	Leader	Activities
		Further FlexFunction2Sustain OITB business processes and guidelines (such as communication strategy; continuous improvement.) are maintained within this group.
Regulation and Standardisation	IPC	Participate in Standardisation Bodies and represent standardisation projects of OITB and its members; coordinate pre-normative experimental and conceptual activities; Continuously review standards and regulations and suggest revisions where appropriate.
Knowledge-Management, Roadmaps	COATEMA	Collect scientific and market information, trends or reports, establish an OITB internal knowledge-base and prepare technical white papers and the FlexFunction2Sustain OITB roadmap documents.
OITB-Interactions	INL	Exchange information, experience and best practice with other OITB and relevant projects (e.g., pilot lines or digital innovation hubs). Synchronise dissemination and exploitation activities with other OITB and share and align the catalogue of offerings to create joint services and maximize synergies in the EU Open Innovation Ecosystem.
Dissemination and Events	HOPE-A	Prepare public dissemination and teaching materials; prepare and organize FlexFunction2Sustain events; consult the board of directors and the members on attending trade-fairs and conferences and coordinate joint dissemination activities; manage the interaction with the single entry point (SEP) companies.
OITB Business + Service Portfolio	GEMIFO	Maintain and continuously update the FlexFunction2Sustain Catalogue of offerings; Support member in directing their service offerings towards market needs and in preparing their service descriptions; suggest invitation of new association members.

2.6. Commercial exploitation of the OITB results

The OITB results are all outcomes related to the commercialisation of joint OITB member's services resulting from the project partnership work (both within the FlexFunction2Sustain Horizon 2020 Project and in projects implemented within the framework of the association). Those results will be valorised in the association brand. Those results will be for example, the logo; the offerings catalogue; a communication kit with promotional material; contract templates or any kind of process scheme.

Commercial exploitation of the OITB catalogue of offerings shall be done through a separate (legally independent) limited liability company that is referred to as "Single Entry Point Company" (SEP). Multiple SEP may be contracted at the same time. Single entry point companies are "authorized dealers" for the OITB offerings and coordinate for their customers' research and development activities based on the OITB members services. The association will select at least one (likely multiple regionally segmented) SEP **through a public tender**. The SEP and the Association will sign a framework collaboration contract.

Based on market knowledge received in customer interactions, the SEP will support the OITB in adjusting its' catalogue of offerings towards market needs. The FlexFunction2Sustain Association will provide to the SEP access to the OITB brand including *i.e.* the logo; the offerings catalogue; a communication kit with promotional material; contract templates and guidelines for OITB internal procurement. The SEP will be encouraged to incorporate OITB members as regional advisors and agents to improve the customer experience of SME in each EU country. Any SEP will be required to pay a flat licensing fee for using the OITB brand after the OITB catalogue of offerings as reached a certain maturity.

More details on the specification for the SEP and the intended contractual framework between the OITB association and the SEP companies are provided in the Deliverable D1.8 "SEP Legal Entity Filed".

3. Conclusions

Deliverable 1.6 demonstrates the setup of the FlexFunction2Sustain association that represents the non-profit activities of the FlexFunction2Sustain Open Innovation Test Bed (OITB). The association is designed as an open network of excellence for sustainable and smart nano-functionalized plastic and paper surfaces and membranes. We expect to **create the association before January 2022**. Based on that it is going to be operational before 1st April 2022. The association will be set up as French non-profit association and its activities address the societal aspects of the OITB. Six standing technical committees will be established to elaborate different aspects of the OITB activities such as *e.g.*, Standardisation; Dissemination; Market evaluation; Education or Interactions with other OITBs. Commercial Exploitation of the OITB results will be done by one or more separate Single Entry Point Companies within a framework contract. These companies shall pay a license fee to the FlexFunction2Sustain Association for the right of using the OITB brand and corporate identity, catalogue of offerings and operation procedures.

4. Degree of progress

Deliverable 1.6 is completed to 85%: The Grant Agreement has foreseen the registration of the association with official authorities until Month 12 of the FlexFunction2Sustain project. Several legal challenges, a required change in the overall OITB legal structure and comprehensive approval procedures at the partner facilities have been identified. These items led to a delay in the setup of the association and in registering the association with official authorities. The herein presented association model has been confirmed by the FlexFunction2Sustain project consortium during the Month 18 meeting. The next steps include the formal foundation of the association to be completed until January 2022: allowing operation of the association by Month 24 of the project (1st April 2022).

The original plan – to render the OITB operational by Month 24 – remains valid. Due to an intended adjustment in the SEP interaction model (description see Deliverable D1.8; subject of an amendment of the Grant Agreement to be approved by the European Commission after M18;), **the SEP and the association can be set up in parallel.** Both legal entities will be operational in the market on M24. **No adaption to the overall work plan are needed.**

5. Dissemination level

Deliverable 1.6 is public.

6. Appendix I – FlexFunction2Sustain Association Statutes

Flex2Function OITB Statutes – French 1901 Association

Association

FlexFunction2Sustain Association For Nanotechnologies for Sustainable and Smart Plastic and Paper Surfaces and Membranes [name to be finalized]
48 Rue Saint-Honoré, 75001 PARIS, France

STATUTES

DRAFT 24 September 2021

TITLE I – OBJECTIVES– NAME – Registered Office - DURATION

ARTICLE I: CONSTITUTION

An Association governed by the law of July 1, 1901 is formed among the present and future signatories to the present statutes.

The Association is non-profit-oriented. In pursuing the activities of the Association, the Members do not seek to obtain direct financial advantage for themselves, nor shall it be the objective of the Association to procure direct financial advantage for its Members.

ARTICLE II: OBJECTIVES

The association has the following objectives in Europe:

- Exchanging information about technologies for sustainable nano-functionalised flexible plastic and paper surfaces and membranes.
- Building competencies in the field of sustainable packaging among its members and suppliers
- Creation of networking opportunities including, but not limited to events, seminars, webinars, conferences, in order to form a larger network
- Creation of an EU wide network of excellence with a high reputation in order to gain higher acceptance with industrial customers and an increased dissemination of their research results, services and products
- Providing access to the latest information about technology, organisational and regulation development in order to achieve higher competitiveness
- Influencing regulations, standards and future topics for public funding

- Participation in other organisations or networks, or subscription of interests or shareholding in other non-profit organisations in order to contribute to the achievement of the objectives of the Association
- Increasing awareness and promotion of the OITB members' services in the field of "nano-functionalisation of plastic and paper surfaces and membranes" - providing industry and society access to information and data on sustainable plastic and paper materials and products and establishing a trust brand for environmentally friendly plastic products (e.g. in packaging). Intellectual Property of the Members and confidentiality agreements that have been closed by the Members amongst each other or with third parties will be respected
- Establishing strategic collaborations through framework contracts with one or more commercial companies that will promote and sell the services and products of the Association and its members. The OITB Association will only enter into such contracts if these contracts do not conflict with the goal to be a non-profit association.

ARTICLE III: NAME

The Association has the name: **FlexFunction2Sustain Association For Sustainable and Smart Plastic and Paper Technologies**

ARTICLE IV: Registered Office

The registered office of the Association is initially located at **48 Rue Saint-Honoré, 75001 PARIS, France**. The registered address of the Association can be transferred to any other location in which the same taxation provisions apply following a simple decision of the Board of Directors which is empowered to modify these statutes to record such a change. If the transfer of the location will lead to a change in taxation, the transfer shall be subject to a decision by the Extraordinary General Assembly.

ARTICLE V: DURATION

The Association is constituted from the date of signature by the Founding Members for an indefinite duration.

TITLE II – MEMBERSHIP OF THE ASSOCIATION – SUBSCRIPTIONS

ARTICLE VI: MEMBERS

The Association is composed of Founding Members, Ordinary Members, Passive Members and Honorary Members (collectively called “Members”). The Annual Subscription Fees for Members (excluding Honorary Members) are annually fixed by the General Assembly.

Article VI.1: Founding Members

Founding Members are those which participated in the foundation of the Association and which have paid the Annual Subscription Fee for Members. The Founding Members are listed in Appendix 1.

Article VI.2: Ordinary Members

Ordinary Members are those which participate in the operation of the Association and which have paid the Annual Subscription Fee for Members. Ordinary Members contribute to the attainment of the objectives of the Association.

Article VI.3: Passive Members

Passive Members are non-voting members. Passive membership is open only to universities and non-profit research institutions.

Article VI.4: Honorary Members

The Board of Directors may grant the status of Honorary Member to any natural person or legal entity that has given exceptional service to the Association. Honorary Members are not required to pay an Annual Subscription Fee and will have no voting rights.

ARTICLE VII: ADMISSION AND TERMINATION OF MEMBERSHIP

Article VII.1 Admission of Membership

Admission or refusal of membership is decided at the sole discretion of the General Assembly, with the exception of Honary Members.

Article VII.2 Termination of Membership

Membership in the Association is terminated by:

- (1) those Members who declare their resignation in writing 6 months prior to the end of a calendar year. The resignation becomes effective at the 31 December of the respective calendar year.
- (2) those Members whose resignation is determined by the General Assembly for failure to pay their Annual Subscription Fee within 2 months of the annual renewal date and after one reminder,

or those who are found in serious breach of the statutes or internal rules of the Association following a hearing in front of the Board of Directors in order to provide their explanation. If the Member which commits a potential breach of the statutes or internal rules of the Association is a Member of the Board of Directors, it shall not be allowed to participate as a Board of Directors Member in the hearing and in the decision on the termination of the Membership.

(3) those Members who die (in the case of a natural person) or which are declared insolvent or bankrupt (in the case of a legal entity)

The loss or termination of membership of a specific Member does not lead to the termination of the Association which will continue its activities and its pursuit of objectives through its remaining Members. Notwithstanding the possibility of resignation, any existing contracts involving the terminating Member shall be completed even after termination. Even after the termination of Membership, the Association shall have access to any Intellectual Property generated through service contracts by the terminating Member. The assignment or licensing of such Intellectual Property shall be set out in a separate agreement.

Upon termination of membership for any reason, the Member will still be liable for payment in full of any overdue Membership Subscription Fees and any further debts, including those for the year in progress.

TITLE III – BODIES OF THE ASSOCIATION AND DECISION-MAKING

ARTICLE VIII: GENERAL ASSEMBLY OF THE MEMBERS

Article VIII.1 Powers of the General Assembly

The General Assembly of the Members shall be the supreme governing body of the Association. The General Assembly of the Members shall be invested with all powers necessary or advantageous for the purpose of achieving the objectives of the Association.

The General Assembly of the Members shall decide on the general policy and strategy as well as objectives of the Association and shall oversee the management of the Association by the Board of Directors.

The following powers shall be reserved exclusively for the General Assembly of the Members:

- (a) on or before June 30th of each year, approval of the final accounts for the preceding financial year and discharge of the members of the Board of Directors in respect of their management of the affairs of the Association during the preceding financial year;
- (b) on or before June 30th of each year, approval of the budget of the Association for the current financial year;
- (c) admission and exclusion of Members of the Association;
- (d) determination of Membership fees and any other contributions due by the Members of the Association for each financial year;
- (e) election and dismissal of the members of the Board of Directors;

- (f) nomination, if required, of auditors, including statutory auditors;
- (g) nomination of members of the Technical Committee;
- (h) determination of general policies for the activities and internal organisation of the Association, in particular, the internal rule on the attribution and delegation of powers and of signing authority to the President and the other members of the Board of Directors;
- (i) participation of the Association in other organisations or networks, or the subscription of interests or shareholding in other non-profit organisations or companies ; the decisions to be made by the Association as member/shareholder in such organisations;
- (j) the establishment and subsequent amendments to the Statutes of the Association, unless otherwise provided for in these statutes;
- (k) the merger of the Association with other organisations or the division of the Association or the sale or other disposition of a substantial part of the assets of the Association;
- (l) the dissolution of the Association.

ARTICLE VIII.2: COMMON RULES FOR THE GENERAL ASSEMBLY

- (a) The General Assembly is composed of all Members of the Association. Each Member may be represented by a person of its choice to represent the Member who shall, on request by the Board of Directors, demonstrate their authorisation to represent the member. In the event of absence, a Member may delegate their vote to another Member of the Association. Such a delegation needs to be made in text form.
- (b) Each Founding Member and each Ordinary Member which participates in the General Assembly shall have one vote. Passive and Honorary Members shall not have any voting rights and will not be taken into account to determine a quorum if a decision requires a quorum.
- (c) The General Assembly will meet following an invitation of the President, on the day, time and place indicated in an announcement.
- (d) An extraordinary General Assembly may be called by the President, the Board of Directors, or by at least one-third of the Members. Participation in the General Assembly may also be made by telephone or video conference.
- (e) Invitations to an ordinary or an extraordinary General Assembly will be sent at least thirty (30) days in advance by letter or email to each Member indicating the agenda of the meeting.
- (f) The agenda is determined by the Board of Directors and approved by the General Assembly at its opening.
- (g) The General Assembly may vote on only those items included in the agenda.
- (h) The General Assembly will be presided by the President, or in his absence by a person designated by the General Assembly.

- (i) The deliberations of the General Assembly will be recorded in the minutes of the meeting, containing a list of those present, and a summary of the discussions, the texts under consideration, and the result of any votes taken. The minutes will be stored in the archives of the Association as well as in the register prescribed in article V of the Law of 1901 for the cases where a change in the administrative structure or statutes may be concerned.
- (j) The General Assembly will elect a new Board of Directors every two years and approve the list of members of the Technical Committee
- (k) The minutes or extracts of the minutes are signed by the President of the Board of Directors.

ARTICLE VIII.3: ORDINARY GENERAL ASSEMBLY

- (a) An ordinary General Assembly will meet at least once per year within six months of the closing of the annual accounting period.
- (b) In order for the General Assembly to have validity to vote and validity to deliberate, half of the Members must be present or represented to form a quorum. If this quorum is not reached, the General Assembly will be called with the same agenda within a delay of fifteen days. During this second meeting, the General Assembly may deliberate and vote regardless of the number of attendees.
- (c) The Board of Directors will present a report to the General Assembly concerning the management of the Association and on the activities undertaken by the Association as well as the financial status of the Association. If the Association has appointed a Statutory Auditor, the report of the Statutory Auditor will be presented at the meeting.
- (d) The General Assembly will approve the accounting report and give its release to the Board of Directors and the President, or it will not approve the accounts and present a list of questions to be resolved by the President and the Board of Directors before release will be granted.
- (e) The General Assembly will consider and approve any actions beyond the authority of the Board of Directors. The decisions of the ordinary General Assembly are obtained by a simple majority of the Members present or represented. In the case of a tie vote, the vote of the President shall decide by casting vote unless the President has a conflict of interest. In the event of a conflict of interest, then the decision will be left to those members of the Board of Directors not having a conflict of interest.

ARTICLE VIII.4: EXTRAORDINARY GENERAL ASSEMBLY

- (a) An Extraordinary General Assembly is the only meeting authorised to modify the statutes of the Association, to dissolve the Association, or to decide its merger or union with other associations pursuing related objectives. In each of these cases, at least two thirds of the Members or their duly appointed representatives must be present at the Extraordinary General Assembly and all decisions concerning the modification of the Statutes of the Association (except the decision of the change of the registered office which does not lead to a change in taxation pursuant to Article IV) the dissolution of the Association or the merger or union of the Association are taken by a majority of two-thirds of the Members present or represented.
- (b) If the Extraordinary General Assembly does not have the required number of Members present or represented, a second Extraordinary General Assembly may be called within 15 days. This second Extraordinary General Assembly may take all decisions, regardless of the number of Members present, but only on the items on the agenda of the previous Extraordinary General Assembly by a majority of two-thirds of those present or duly represented.

ARTICLE IX: BOARD of DIRECTORS

ARTICLE IX.1 Common Rules for the Board of Directors

- (a) The Association is governed by a Board of Directors.
- (b) The Board of Directors is composed of five members: a President, two Vice Presidents, a Treasurer and an Administrative Officer. Only the Members or representatives of the Members can be a member of the Board of Directors. The Board of directors only consist of natural persons; legal persons can elect a natural person from within their organisation as a representative.
- (c) The President represents the Association legally.
- (d) Unless otherwise stipulated in particular in the delegation of powers to the President, all legal acts entered into by the Association shall be signed by at least two members of the Board of Directors acting in co-signature or by the President of the Association in co-signature with at least another member of the Board of Directors. Those exercising co-signature on behalf of the Association shall not be required to justify towards third parties their authority to sign.
- (e) The two Vice-Presidents deputise for the President. One of the Vice-Presidents is responsible for representing the interests of the industrial members of the Association and the other of the Vice-Presidents is responsible for representing the interests of the research and university members of the Association.

- (f) The Treasurer will be responsible for the finances of the Association and the Administrative Officer for the organisation and legal matters of the Organisation.
- (g) The Board of Directors will adopt internal rules of procedure to set out the roles and responsibilities as well as delegation powers to staff members and financial responsibilities. The internal rules of the Board of Directors shall be approved by the General Assembly.
- (h) The members of the Board will be elected every two years at the General Assembly.
- (i) The length of the President's and the Vice-Presidents' mandates is two years and is renewable for a maximum of two more periods, so that the maximum length of a mandate is six years in total. The Treasurer and the Administrative Officer may be re-elected indefinitely.
- (j) At least 40% of the Members of the Board of Director shall be from industrial companies. For the project phase of the OITB, the Board of Directors should consist of the following members:
[xxx][xxx]

ARTICLE IX.2 MEETINGS OF THE BOARD OF DIRECTORS

- (a) The Board of Directors will meet regularly following a calling notice by the President in conjunction with the Administrative Officer, or by a majority of the Board Members and as often as the interests of the Association require, but at least twice a year.
- (b) The Board of Directors will meet in person in Brussels or Paris, or with the Agreement of all the Board members at any other place indicated in the calling notice.
- (c) The Board of Directors may also meet by means of telephone or video conference.
- (d) The calling notice will be sent to each Board member via simple letter or email at least thirty (30) days before the planned meeting date. The calling notice will contain the meeting agenda. The receipt of the calling notice shall be acknowledged at least (20) days before the planned meeting via simple letter or email.
- (e) Decisions of the Board of Directors are determined by a simple majority of those present at the meeting. The President's vote shall be decisive in the case of a tied vote. In order for the Board of Directors to have validity to vote and validity to deliberate, at least three Members out of five must be present or represented.
- (f) The decisions of the Board of Directors will be recorded as written minutes and preserved in the archives of the Board of Directors, as well as in the register prescribed in article V of the Law of 1901 for the cases where a change in the administrative structure or statutes may be concerned. The written minutes will be sent to the Members of the General Assembly within 15 days of the meeting of the Board of Directors.

ARTICLE IX.3: POWERS OF THE BOARD OF DIRECTORS AND OF ITS PRESIDENT

Article IX.3.a Powers of the Board of Directors

- (a) The Board of Directors manages the activities of the Association and is granted all powers for the administration of the Association necessary to achieve its objectives, but limited by the powers of the General Assembly of all the Members of the Association.
- (b) The Board of Directors is responsible for all decisions regarding the accounting and preservation of the assets of the Association, particularly with regard to the disposition of funds, any contracts for the lease or rental of office space necessary for the operation of the Association, and the management of personnel employed by the Association.
- (c) The Board of Directors determines procedures governing the admission to and termination of membership of the Association in accordance with these Statutes. It proposes the Annual Subscription Fees for Members to the General Assembly, based on the proposal of the Treasurer.
- (d) At its discretion, the Board of Directors may form subcommittees, for which it determines the procedure for designation, termination, replacement or renewal of the committee members, who may be chosen from the Members and/or external experts.
- (e) The Board of Directors checks and approves any reports from these sub-committees.
- (f) The Board of Directors inspects and the Treasurer establishes the annual financial accounts. The annual financial accounts and the budget then have to be approved by the General Assembly according to Article VIII.1.

IX.3.b Powers of the President of the Board of Directors

- (a) The President is responsible for the faithful execution of the decisions of the Board of Directors and for the Association.
- (b) The President is responsible for calling meetings of the Board of Directors and the General Assembly. The President and the Administrative Officer are responsible for recording the minutes of the meetings of the Board of Directors and of the General Assembly. The President will keep the register specified in article V of the Law of July 1, 1901, with the option of delegation of these tasks to the Administrative Officer.
- (c) The work done by the President and the Board members is free of remuneration except that reasonable expenses will be paid.

ARTICLE X: TECHNICAL COMMITTEE

Article X.1 Common Rules for the Technical Committee

- (a) A Technical Committee will be established comprising nine members.
- (b) Members of the Technical Committee will be elected by the General Assembly for a period of two years. A member of the Technical Committee may not be a Board member. However, Board members may attend meetings of the Technical Committee. One Technical Committee Member will be assigned as committee spokesperson, being responsible for organizing its meetings.
- (c) The Board of Directors will invite nominations for members of the Technical Committee in advance of the General Assembly and will prepare a list of members balancing the Membership of the Association. At least 40% of the members of the Technical Committee should have industrial background and at least 40% of the members of the Technical Committee should be working in a university or non-profit research organisation. The General Assembly will vote on whether to approve the list of members. In the event that the list of members is not approved by the General Assembly, the General Assembly may decide on a revised list or invite the Board of Directors to prepare an amended list for voting at a forthcoming Ordinary General Assembly.

Article X.2 Powers of the Technical Committee

The tasks of the technical committee are:

- a) Evaluating the market and suggesting to the General Assembly potential new members with complementary competences to the OITB
- b) Creating, continuously monitoring and revising the OITB internal operation procedures
- c) Maintaining rules for and supporting the resolution of conflicts of interest and disputes between the members relating to technical matters.
- d) Preparing decision templates for the board of directors and the general assembly
- e) Advising the Board of Directors and General Assembly on the use of revenue earned from profit participation of the SEP company/companies and on the use of revenue from selling OITB association level services, in particular:
 - a. Establishing research fund suggestions and formulating internal and open calls for proposals

- b. Evaluating and ranking proposals in order to prepare the distribution of the funds through the Board of Directors
- f) Interacting with standardisation committees and regulatory bodies and organizing pre-normative experimental activities and preparation of revisions of relevant standards.
- g) Maintaining an OITB-wide knowledge database and continuously updating the information in this database

The Technical Committee may form dedicated subcommittees to complete specific tasks. Every association member may be part of such a sub committee

ARTICLE XI: INDEPENDENT STATUTORY AUDITORS

- a) By application of the laws currently in force, one or more statutory auditors, both incumbent or deputy should be named by the General Assembly of the Members.
- b) The statutory auditors have oversight over the accounts of the Association in accordance with the applicable law. The statutory auditors are appointed for six annual accounting periods. Their mandate expires after the General Assembly that approves the annual accounts of the sixth accounting period.

ARTICLE XII: CERTIFIED ACCOUNTANT

Upon the proposal by the President, the Board of Directors will name a certified accountant in order to assure the proper accounting procedures for the accounts of the Association and, in the absence of the Statutory Auditors, the annual review of the accounts. The Board of Directors will fix the mission and the length of the mission of the certified accountant.

TITLE IV – ACCOUNTING PERIOD - RESOURCES OF THE ASSOCIATION

ARTICLE XIII: ACCOUNTING PERIOD

The annual accounting period begins on January 1 and ends on December 31 of each year. Exceptionally, the first accounting period will begin on the first business day following the publication of the Association in the Official Publication Gazette (Journal Officiel) and will finish on the 31 December 2022.

ARTICLE XIV: RESOURCES

- a) The members of the Association contribute to the treasury of the Association by the payment of an Annual Subscription Fee, the amount of which is determined each year by the General Assembly.
- b) The financial resources of the Association are composed of the paid Annual Subscription Fees and any public or private subsidy that may be received. These resources may be complemented by funds from any other source that is not forbidden by the laws and statutes in force.
- c) The financial resources and property of the Association shall be applied solely towards the promotion of its objectives as set forth in these statutes and no portion thereof shall be paid or transferred, directly or indirectly, to Members of the Association or any members/officers of the Board of Directors or of the Technical Committee, except to pay
 - a. reasonable and proper remuneration to any Member, officer or servant of the company for any services rendered to the Association,
 - b. reasonable and proper rent for premises demised or let by any Member of the Association; and/or
 - c. to any member/officer of its Board of Directors or of its Technical Committee of out-of-pocket expenses

ARTICLE XV: RESPONSIBILITY

The contractual liability of the Association is limited to its assets alone. No Member or groups of Members, including those directly involved in the administration, can be held legally responsible for the actions of the Association.

TITLE V – DISSOLUTION – PUBLICATION

ARTICLE XVI: DISSOLUTION

In the case of dissolution of the Association, either voluntary or imposed, the extraordinary General Assembly will name one or more liquidators from among the members of the Board of Directors or external

liquidators who are professionally qualified. The Association shall reserve sufficient funds to cover the costs that occur in the event of liquidation.

The liquidator(s) will represent the Association. The liquidators will have complete powers to liquidate all assets and to pay all outstanding liabilities.

At the conclusion of the liquidation process, the extraordinary General Assembly will decide how to treat any remaining assets following the payment of liabilities, debts and outstanding expenses related to operations and liquidation. In particular, the extraordinary General Assembly may decide on the donation of its net assets to any associations having similar objectives or to any organisation, public or private under the condition that this beneficiary is not either directly or indirectly a Member of the Association.

ARTICLE XVII: PUBLICATION

The President of the Board of Directors will assure the formalities of declaration and publication as required by the Law of 1 July 1901, and by the decree of 16 August 1901.

ARTICLE XVIII: INTERNAL RULES

This document is a translation from the French text. The French text is the authentic text.