

Internal Regulations

Author	Adra
Created on	22 October 2021
Revised on	17 December 2021
Last modified on	February 2025
Last modified by	Amaya Garmendia
Document status	Version 3.0

SECTION I: PURPOSE AND DEFINITIONS

1 Purpose of Internal Regulations

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

2 Definitions

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

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

For Industry Members:

(a) Company: a commercial entity, which may be independent or partially owned by another company.

(b) Subsidiary: a company whose parent is a majority shareholder.

(c) Wholly-owned subsidiary: a company whose parent owns 100% of the subsidiary.

(d) Holding company: a company owning shares of another company; also referred to as parent company.

(e) Startup:

- *The company has to be younger than ten years.*
- *It has to have an innovative product and/or service and/or business model.*
- *The startup has to aim to scale up (intention to grow the number of employees and/or turnover and/or markets in which they operate).*

(You can no longer be considered a start-up if your revenue is above €40 million, you have more than 100 employees, Worth more than €400 million, on paper or otherwise.)

For Research Members:

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

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

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

SECTION II: MEMBERSHIP

3 Membership Application¹

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

3.2 Independent research groups or labs not affiliated to an Industry or Research Member will be classified as Industry Members.

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

3.3 Upon the approval of the Board of Directors, members as described in Articles 4.4 of these Articles of Association can suggest and lead task forces proposals to the Board of Directors through co-cooperation.

3.4 Organizations seeking membership must apply using the Membership Application Form.

3.5 Non-Founding Member applicants must provide their detailed organizational information, the main contact point, the representative, and the legally authorized contact point. A minimum requirement to be considered for Membership is to fill in the fields of the [Membership Application Form](#) that are marked as mandatory.

3.6 Applicants from the Founding Members must supply their organizational details, the name of the Founding Member they are a member of, the main contact point, the representative, and the legally authorized contact point. Alternatively the applicant may request that this information is sent by the Secretary-General of the appropriate Founding Member to the Secretary-General.

3.7 All new members will be asked to provide invoices proving affiliation to a founding organisations. If proof is not received, the secretariat will issue a full fee invoice. Once receipt of the FO affiliation invoice is provided, a credit note up to 50% will be issued on the basis of the real fee paid. The proof will be valid for a two-year period.

¹ ANNEX I, https://european-union.europa.eu/easy-read_en

3.8 The Board of Directors reviews applications and may grant temporary membership in the sense of Articles of Association Article 5.6 to the applicant (the Board of Directors has all power to accept, reject or ask for additional information); actual membership is granted by the General Assembly.

3.9 Mandatory information mentioned in Article 3.5 and 3.6 remains valid unless updated in writing to the Secretary-General. Changes must be communicated timely to the Secretary-General.

3.10 Founding Member applicants must inform the Secretary-General of any changes affecting membership subscriptions when the annual subscription is requested.

3.11 The Secretary-General maintains an up-to-date Members' register under the Board's supervision, including minimum required information and their representatives as mentioned in Articles 2.5 or 2.6 above.

3.12 As stated in Article 6 of Association, representatives of terminated members cease to be representatives in the General Assembly and officeholders at membership termination. If the representative is also a Director, the procedure provided in Statute Article 10.1.15 and 10.1.6 and Article 6.4 shall be followed.

4 Membership Subscriptions

4.1 Membership subscriptions and other income will cover Association's running costs.

4.2 Voting members must pay subscriptions within 60 days of receiving the yearly invoice.

4.3 Membership subscriptions are immediately chargeable from the date the Board of Directors approves a new member. In case of non-payment, a 10% interest is added for each additional month of non-payment.

4.4 Membership subscriptions are calculated based on the table in Annex II.

4.5 Membership category and subscription information must be specified in the application form and confirmed annually.

4.6 Members must notify the Secretary-General of changes in this information promptly. Additional information or justification may be required.

4.7 Persistent disputes over subscriptions or categories can be referred to the Secretary-General or the Board of Directors for determination.

4.8 Membership subscriptions for new members joining during the financial year are based on the yearly subscriptions from the approval date.

4.9 The process for terminating membership and subscription payment is set out in Articles of Association Article 6.

4.10 The Association will highlight Members success stories and contributions in newsletter and at events and will promote Members' referral to new members by offering prizes.

SECTION III: ORGANISATION OF THE ASSOCIATION

5 Organisation of a General Assembly

5.1 The constituency of the General Assembly is defined in the Articles of Association Article 9.1

5.2 Articles of Association Article 9.2 sets out the organisation of a General Assembly.

5.3 The Board of Directors may allow remote participation via electronic communication tool provided by the Association. Members participating remotely are considered present. The Association must be able to verify the identity and capacity of remote participants and ensure the security of the electronic communication.

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

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

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

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

5.4 Without prejudice to Article 6.7 and except for except for Director elections, voting members have one vote within their category (Industry or Research), The method of voting in the General Assembly is described in Articles of Association Article 9.4

5.5 Without prejudice to Article 6.7 and except for except for Director elections, holding companies or larger entities have one vote and can nominate one representative in the General Assembly.

5.6 As stated in Articles of Association Article 9.2.11, members with voting rights can vote by proxy. Proxyholder's identity and proxy copy must be notified to the Secretary-General before the General Assembly meeting starts.

5.7 Arrangements for proxy votes must enable proper vote allocation as described in Articles 9.4.4 and 6.7 of the Association.

5.8 The following matters shall only be resolved upon by a physical meeting of the General Assembly unless as a result of Force Majeure it is deemed, by the Board of



Directors, impossible to hold a physical meeting in which case a virtual meeting must be arranged:

- a) Dismissal of the President or Directors.
- b) Dissolution and liquidation of the Association.

5.9 Written Resolution Process

5.9.1 As stated in Articles 10.6.1 of Association, any General Assembly resolutions can be adopted without a meeting through a Written Resolution prepared by the Secretary-General.

5.9.2 Written Resolutions include electronic means (e.g., emails, web tools).

5.9.3 Every Written Resolution shall be archived in the same manner as all other decisions of the General Assembly and Members without voting rights shall be duly informed. The voting procedure shall be valid if the Written Resolution takes the form described herein. In particular the procedure shall be as follows:

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

- o approval, or
- o rejection, or
- o abstention.

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

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

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

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

5.10 If no President is available due to resignation or dismissal by the General Assembly, the Board may appoint an interim president from the Vice-Presidents until a full Presidential election process can be conducted.

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

6 Board of Directors

6.1 The composition of the Board of Directors is set out in Articles of Association 10.1. Members of the Board of Directors shall originate from organisations headquartered in an EU country or an associated country as defined by Article 2.2 and 2.3 of the Horizon Europe research and innovation framework programme². Moreover, Adra seeks to ensure diversity amongst the board and sets out the ambition to hold 50% female experts amongst the board of directors.

6.1.1 As defined in articles 2.7, 10.1.11 of the Articles of Association and annexes I and II, European countries or associated countries can attend the Board of Directors' meeting as observers without voting rights.

6.2 A Director's mandate may be terminated by the following actions:

- (a) revocation by the General Assembly for serious reasons, with a statement of such reasons, by a resolution passed by simple majority of votes,
- (b) written resignation of the Director,
- (c) exclusion of the Member of which the Director is also the representative in the General Assembly.

6.3 As set out in Articles of Association Article 10.1.16 The Board of Directors may decide to temporarily appoint a Director following termination of a Director's mandate under Article 6.2.

6.4 If a Director ceases in office due to resignation, termination of his employer's Membership or dismissal from the Board of Directors, the Board of Directors or another member may replace him or her for the remaining unexpired term of the replaced Director after a 3 months period, as follows:

(1) If a director moves to another organization, he can keep his mandate within the Board of Directors as long as his/her new company becomes a member of ADRA within 3 months which can be extended upon approval of the Board of Directors, as long as the new company is part of the same constituency as the previous one.

(2) With a respected colleague from the Member upon proposal of whom the Director was elected, if this Member belongs to the same category Member as the Member upon whose proposal the previous Director was appointed. The Company can express another candidate within a reasonable time (3 months).

² [list-3rd-country-participation_horizon-euratom_en.pdf](https://ec.europa.eu/info/funding-tenders/opportunities/docs/2021-2027/common/guidance/list-3rd-country-participation_horizon-euratom_en.pdf). https://ec.europa.eu/info/funding-tenders/opportunities/docs/2021-2027/common/guidance/list-3rd-country-participation_horizon-euratom_en.pdf

(3) With an unelected candidate at the previous elections to the Board of Directors, who will still accept the position, starting with the candidate who received the highest number of votes, elected upon the proposal of the same category of Members as the previous Director

(4) As set out in Articles of Association Article 10.1.16 the Board of Directors may temporarily appoint a director from the same organization to fill the vacancy.

Any Director appointed under this Article must be approved by the next General Assembly.

6.5 If the proportion of Directors elected by the General Assembly falls below 50% of the total number of Directors previously constituting the Board of Directors, through the operation of Article 6.4 the mandate of the entire Board of Directors is revoked. Another General Assembly shall be convened for the election of a new Board of Directors with the procedure set out in Article 6.6.

6.6 If a member of the Board of Directors wants to sign policy papers and/or public announcements in the name of the Association, the Board of Directors must approve it beforehand by majority vote. This can be done during the monthly BoD meeting or via email.

6.7 Election of Directors by the General Assembly and Their Duties

6.7.1 In accordance with the Articles of Association Articles 9.1, 9.2,9.3 and 10.1, the Directors are elected by the General Assembly.

6.7.2 Members with voting rights can propose one candidate by written notice to the Secretary-General within one week of receiving the General Assembly election notice. This notice shall include the candidate's CV and the Member's details. Candidates must be from the same category (Industry or Research) as the proposing Member.

6.7.3 In accordance with Articles of Association Article 5.6 any candidate for Membership, which, by resolution of the Board of Directors and without prejudice to Articles of Association Article 5.5, provisionally admitted members can propose a candidate if they become a full Member before the General Assembly that resolves upon the appointment of Directors..

6.7.4 As set out in Article 10.1 of Association, the Secretary-General forms candidates' lists reflecting the category and subcategory of Members after receiving proposals.

6.7.5 Based on Article 6.7.3 of Association, the Secretary-General will communicate candidate lists to Members and provisional members one week before the General Assembly.

6.7.6 Industry Members and Research Members vote on candidates from their respective categories. Strategic Members must vote for either Industry or Research Members.

6.7.7 Members with voting rights:

- can cast votes equal to the number of Directors to be elected in their category.
- Cannot cast more than one vote per candidate.
- Must vote for at least one candidate in each subcategory.

6.7.8 The candidates for Director are ranked, in each category and sub-category, as follows:

- (a) candidates are ranked by the number of votes obtained from Members;
- (b) ties in this initial ranking are separated by a second vote among the Members of the same category.

6.7.9 Candidates are elected as follows, independently for each constituency of the Board of Directors as defined by the representation requirements of Articles of Association Article 10.1:

- (a) The top-ranked remaining candidate able to fill an open mandatory Board position is repeatedly selected, until there remain no mandatory Board positions to fill.
- (b) Candidates are then selected in decreasing rank order to fill any remaining positions.
- (c) Candidates who remain unelected by this process are the "not elected" candidates eligible for the procedure of Article 6.4

6.7.10 Board members must be proactive in reaching the Association's objectives and managing groups/task forces by overseeing or chairing them.

7 Organization of Board of Directors Meetings

7.1 The Board shall meet as frequently as necessary, but at least three times per year.

7.2 Notwithstanding Articles of Association Article 10.4.5, meetings can be held electronically (teleconference, videoconference, etc.).

7.3 A written notice with the agenda must be sent 15 days in advance by the President, by one of the Vice-Presidents, or by the Secretary-General under prior request from the President or one of the Vice-Presidents.

7.4 For electronic meetings, a valid access link must be shared with the Board at least 12 hours before the start of the meeting.

7.5 Decisions are made only on agenda items, unless unanimously decided otherwise.

7.6 As specified in Articles of Association Article 11.4.4, if a Director can't attend, they can appoint another Director, the President, or the Secretary-General as a proxy, notified in writing to the Secretary-General beforehand.

7.7 Directors can't miss two consecutive meetings without a valid reason, or their mandate may be terminated in accordance with Article 6.2, first bullet point hereof.

7.8 Notwithstanding Articles of Association Article 10.5, minutes of all meetings of the Board of Directors shall be prepared by the Secretary-General. If the Secretary-General cannot be present, a suitable rapporteur shall be appointed by the Directors present.

7.9 Minutes are circulated within 5 working days for comments. If no comments are received, minutes are approved. If comments are received, minutes are revised and recirculated if necessary. The Secretary-General will circulate the final official minutes and archive them when the deadline for comments has passed without any further comment.

7.10 As set out in Articles of Association Article 10.6.1, any resolution of the Board of Directors may be adopted without holding a meeting by means of a unanimous written consent of the Directors in lieu of a meeting according to the following:

In particular, the procedure shall be as follows:

(a) the President, or one of the Vice-Presidents or Secretary-General shall circulate a draft of the written resolution to all Directors and the President.

(b) Such a written resolution shall clearly set forth the deadline within which any Director is requested to express one of the following answers:

o approval, or

o rejection, or

o abstention.

(c) The Directors shall vote upon the written resolution in the form and by the term requested in the written resolution, but not less than 10 (ten) days from the date of initial circulation to the Directors.

(d) The Director(s) that have not voted within the term requested shall be deemed as not participating in this particular resolution. This shall be taken into account to determine the quorum for this resolution.

(e) The Secretary-General, shall then verify, summarise and communicate to all the Directors the result of the voting procedure by sending a document containing the text of the resolution(s) submitted and attesting whether the resolution(s) has/have been approved or rejected, with the list of Directors expressing their votes or not participating in the vote. Since Articles of Association Article 10.6 requires unanimous written consent for written resolutions of the Board of Directors, the resolution(s) will only be deemed approved if all Directors participated in the vote and voted in favour of the resolution.

7.10.1 Written resolutions must follow this procedure to be valid.

7.10.2 Decisions are archived like all other Board decisions.

7.11 Handling Formal Concerns

7.12 Articles of Association Article 10.4.9 provides for the raising of a Formal Concern during Board of Directors' meetings. A Formal Concern may be raised in the event that consensus cannot be reached on a motion to be voted, a vote is proposed and at least 1/6th of the Directors assent. In that case, the Formal Concern should be raised at the point a motion is proposed and before a vote has taken place. A Director may voice the desire to raise a Formal Concern in order to ascertain if the requisite proportion of the Board of Directors supports the Formal Concern.

7.13 The Director raising the concern must clearly state its nature and the effect of not addressing it.

7.14 In line with Article 7.13, Directors supporting the concern must indicate their acceptance or offer an alternative Formal concern.

7.15 The chairperson of the Board of Directors meeting will determine if the conditions set out in Article 10.4.9 of Association have been fulfilled.

7.16 If the conditions set out in Article 10.4.9 of Association are met, the motion is removed from consideration by the Board and cannot be put back to the Board until the next meeting.

7.17 The raising of a Formal Concern must be recorded in the meeting minutes along with the substance of the Formal Concern agreed by the Directors raising it.

7.18 Vice-Presidents must address the Formal Concern in a meeting or add it to the next agenda.

7.19 The Vice-Presidents must either:

(a) Determine an alternative motion for consideration by the next Board of Directors meeting.

(b) Consider that the motion is appropriate and in the interests of the Association and or its members and that the motion is returned to the Board of Directors.

(c) Determine that the motion as it stands cannot be put back to the Board of Directors.

8 Sub-Committees of the Board of Directors

8.1 The Board can create and dissolve sub-committees for specific tasks.

8.2 As stated in Article 10.1 of the Association, sub-committees should reflect the Board's constituency unless decided otherwise.

8.3 Sub-Committees are chaired by a Vice-President or the Treasurer.

8.4 Directors can volunteer to become members of sub-committees. The Secretary-General will keep a list of sub-committees, their membership and their purpose.

8.5 The purpose of sub-committees is to provide recommendations to the Board such as action suggestions.

8.6 Sub-Committees may seek external assistance in the process of formulating recommendations for the Board of Directors.

8.7 The role of a sub-committee is:

(a) To only address the task it has been given by the Board of Directors.

(b) To consider all aspects of the task it has been set.

(c) To report back to the Board of Directors its recommendations in the time specified by the Board of Directors.

8.8 The Board can dissolve sub-committees if they fail to report within the specified time.

9 Task Forces

9.1 As described in Article 11.1 of Association, the Board can create and dissolve Task Forces for specific activities that benefit the association and or its members.

9.2 Task Forces are created with a 2/3 majority vote of the Board to address strategic and operational needs.

9.3 As set out in Article 10.1 of the Association, Task Forces should reflect the Board's constituency unless decided otherwise.

9.4 Task Forces are chaired by a Director and operate under the Board's authority. The Board can appoint or re-appoint the chair.

9.5 Directors can volunteer to become members of a Task Force. The Secretary-General will maintain a list of Task Forces, their membership (including members who are not Directors), their reporting responsibilities, and objectives.

9.6 Task Forces report to and seek approval for action from the Board.

9.7 Task Forces may seek external assistance from outside of the Board of Directors or Officers of the Association in performing their allotted function.

9.8 The role of a Task Force is to:

9.8.1 Address the remit it has been set by the Board of Directors.

9.8.2 To consider all aspects of the remit it has been set.

9.8.3 To report back to the Board of Directors on progress towards its objectives at times and with the regularity specified by the Board of Directors.

9.9 The Board may dissolve a Task Force or appoint a new Chair if it fails to report on time.

SECTION IV: OFFICERS OF THE ASSOCIATION

10 Election and Duties of the President

10.1 Articles of Association Article 14 sets out a mandate for the President

10.2 In time to fulfil Articles of Association Article 14.4, the Board of Directors may draw up nominations for the position of President as set out in Articles of Association Article 14.

10.3 The Board of Directors shall choose from the proposed candidates the President to be nominated by the General Assembly, and voting will proceed according to Articles of Association Article 9.4.

10.4 In case the General Assembly does not approve the President proposed by the Board of Directors, the Board of Directors shall propose other candidates.

10.5 The President is not allowed to carry out either the function of Secretary-General or the function of Treasurer.

10.6 According to Article 14.7 of Association, The President is not a Board member and does not have a casting vote in case of a tie upon votes of the Board of Directors or upon votes at the General Assembly.

11 Election and Duties of Vice-Presidents

11.1 The election of Vice-Presidents shall be conducted in accordance with Articles 10.2 and 14 of the Association.

11.2 Vice-Presidents shall preferably be experienced members of the Board of Directors.

11.3 At the first Board of Directors meeting where one or more of the allotted Vice President roles is unfilled a call is issued for candidates from the relevant constituency of the Board of Directors. Directors who cannot attend this first meeting must inform the Secretary-General of their intention to stand as a Vice President prior to the meeting or by proxy at the meeting.

11.4 The Board of Directors must decide by a 2/3 majority if it is appropriate to hold a vote to elect one or more of the Vice Presidents at this first meeting. In the event that the Board decides not to hold a vote for a given constituency then this vote must take place at the next Board of Directors meeting.

11.5 Where a single candidate stands for any of the six constituencies as defined in Articles of Association Article 10.2.2 and 10.2.3 the directors in that constituency must approve the candidate by a majority vote. Where multiple candidates exist in a constituency the candidate with the majority vote in that constituency is elected.

11.6 In the event of a tied vote in any constituency the vote is opened to the Directors belonging to the same declared field as set out in Articles of Association Article 10.1.5 where the candidate with the majority vote is elected.

11.7 If a tie persists after applying Article 11.5, the vote shall be opened to the entire Board of Directors. Should a tie remain, the selection of candidates shall be determined by drawing straws.

11.8 The duties of the Vice-Presidents are set out in Article 14 of the Association.

11.9 The Board of Directors retains final authority on all matters within its competence as set out in Article 10.3 of the Association. However, in urgent circumstances, the Vice-Presidents as a collective are empowered to act without prior reference to the Board and always in the best interests of the Association. The Board shall ratify such decisions at its next meeting.

11.10 The Vice-Presidents shall meet every two weeks, or more frequently as required, in person or via telecommunication means.

11.11 Each Vice-President is responsible for the execution of tasks allocated to them by agreement with the Vice-Presidents and/or the President.

12 Election and Duties of the Treasurer

12.1 The election of the Treasurer shall be conducted in accordance with Articles 10.2 and 14 of the Articles of Association.

12.2 The role of the Treasurer is set out in Article 16 of the Articles of Association.

12.3 The Treasurer shall preferably be an experienced member of the Board of Directors.

12.4 At the first meeting of the Board of Directors wherein the post of Treasurer is unfilled, a call for candidates shall be issued. Directors unable to attend must notify the Secretary-General of their candidacy prior to the meeting or through proxy.

12.5 In the event of a single candidate, their appointment must be approved by a two-thirds majority of the Board of Directors.

12.6 In the event of multiple candidates, the candidate with the majority of votes shall be elected unless they receive less than half the total votes cast, including abstentions.

12.7 If no candidates are put forward, or no candidate can secure a sufficient majority, the President shall seek further candidates for an election at the next Board meeting.

12.8 The Treasurer's duties are as follows:

(a) To agree the Membership subscription structure with the Board of Directors.

(b) To present the financial position of the Association to the General Assembly

(c) To agree the annual budget with the Board of Directors.

(d) To report the financial progress of the Association to the Board of Directors at least every 3 months.

(e) To work with the President, Vice-Presidents and the Secretary-General to manage the income and expenditure of the Association.

13 Secretary-General

13.1 The mandate for the Secretary-General is set out in Article 13 of the Articles of Association.

13.2 The Secretary-General is appointed and dismissed by the Board of Directors and cannot be a Director.

13.3 If no Secretary-General is appointed, the Board may nominate one or more Secretaries-General from the Founding Member Associations. This arrangement is reviewed annually.

13.4 Until a Secretary-General is appointed, the Board may collectively carry out the duties.

13.5 The Secretary-General is responsible for the day-to-day administrative management of the Association.

13.6 The Secretary-General operates in accordance with the general guidelines they receive from the President of the Association and under the supervision and authority of the Board of Directors. The Secretary-General shall cooperate with the Treasurer pursuant to Articles of Association Article 16.

13.7 Duties of the Secretary-General include the following tasks, but are not limited to them:

(a) representing the Association at events as agreed with the Board of Directors and in coordination with the President and/or the Vice Presidents of the Association.

(b) acting as internal and external contact point.

- (c) collecting and distributing information internally and externally;
- (d) preparing, coordinating and following-up the meetings of the Board of Directors and the General Assembly in coordination with the President and/or the Vice Presidents of the Association.
- (e) conducting and coordinating publications of the Association.
- (f) conducting and coordinating public relations.
- (g) maintaining the Association's website.
- (h) promoting the Association, in particular its research agenda and related strategy documents including its annexes and future updates.
- (i) organising meetings and events.
- (j) keeping in touch and cooperating with related Associations, European Partnerships and European Technology Platforms.
- (k) managing all matters related to Membership and administration of the Association.
- (l) Overseeing the collecting and administering the Membership subscriptions.
- (m) creating annually or upon request activity reports for various audiences.
- (n) Preparing with a draft annual budget of the Association and a draft of the financial reports and Association's accounts to be revised by the Treasurer and then submitted to the Board of Directors before the approval of the General Assembly.
- (o) management of relations with the working groups of the association as set out in Articles of Association Article 11.

13.8 The Association Office shall support the Secretary-General in performing the above-mentioned tasks and providing related services.

13.9 The Secretary-General shall have the right to attend meetings of all bodies and groups of the Association, without voting rights.

13.10 The Secretary-General shall carry out his/her duties with strict impartiality.

13.11 All information pertaining to the Association is confidential, and the Secretary-General shall maintain confidentiality while performing duties.

13.12 The expenditures of the Secretary-General shall be reported to, and overseen by, the Board of Directors. Reports and relevant information may be requested by the Board at any time.

13.13 The Secretary-General supports the Treasurer in managing the budget. If insolvency is apparent or close to appear, the Secretary-General shall inform the President and the Treasurer to elaborate a recovery plan, followed by a meeting of the Board of Directors and, if necessary, the General Assembly.

13.14 The Secretary-General may receive a power of attorney to represent the Association in matters that have been approved by the Board of Directors, whenever such matters may validly be delegated by the Board of Directors.

13.15 The Secretary-General is responsible, in consultation with the President and the Board, for ensuring proper indemnification of officers and Directors against legal liability, and that the Association is indemnified in its actions.

14 Association Office

14.1 The Association Office may be created by the Board of Directors to assist the Secretary General with the administration of the daily management of the Association and to support the Directors and the Secretary-General in their tasks as defined in the Articles of Association and these Internal Regulations.

14.2 The budget for the Association Office is decided by the Board of Directors in line with the budget of the Association.

14.3 The expenditures of the Association Office shall be reported to, and overseen by, the Board of Directors. Reports and all other relevant information may be requested by the Board of Directors at any time from the Secretary-General.

14.4 The Association Office operates under the authority of the Secretary-General and may be dismissed and replaced by the Board of Directors upon proposal of the Secretary-General.

14.5 Each Association's meeting will be attended by the AI-GDPR compliant tool by [Leexi.AI](#) apart from the meetings with the lawyers and the EC.

15 Topic Groups

15.1 Topic Groups (TGs) are the main centres of activity. As described in Article 3.3, Members can propose and lead new TGs, and they must be involved in preparing and endorsing Strategic Agendas and roadmaps before Board approval.

15.2 Topic Groups may focus on sector-specific or cross-disciplinary issues, on supply-chain or end-user topics, on technological or application-oriented issues or any other relevant matters as outlined in Article 2 of the Association. Topic Groups may also be established to deal with matters important to the development of the Association not otherwise covered by other Topic Groups. Each Member is expected to contribute to at least one TG by designating experts.

15.3 Topic Groups are established or dissolved by the Board by a simple majority vote in accordance with Articles 11.2, 11.3, 11.4 of the Association.

15.4 The Board will conduct an annual review of TGs' operation to ensure success.

15.5 A Topic Group Leader is elected for a renewable two-year term (2 years term) from among Topic Group Members.

15.6 The Topic Group Leader will represent the Topic Group to the Board and will report annually and upon request.

15.7 The re-election of a Topic Group Leader can be initiated by a motion supported by at least 30% of Topic Group Members to the President or Vice-Presidents.

15.8 The President or Vice-Presidents may release a Topic Group Leader from their position upon written request, initiating re-election.

15.9 Topic Groups are expected to produce beneficial results for the Association, its Members, and the community. Opportunities arise from time to time to develop and exploit the results of Topic Group activities for the benefit of the Association and its Members and for the wider community, with activities which extend beyond the regular remit of Topic Groups. Topic Group Leaders should seize opportunities for the Association's benefit and inform the Board.

15.10 Topic Group Leaders must provide an annual report and subscription back to the Board summarizing the Topic Group's activities. The Secretary-General will provide a report template.

15.11 The Topic Group Leader will provide a report of their progress to the Topic Groups coordinators as identified in Article 6.7.10 which will decide to schedule meetings at his convenience. Their progress will be part of the Association's newsletter. The Association will provide a platform to host all the topic groups' documents as well as a specific mailing list to Topic Group Leaders.

16 Financial Limits

16.1 The budget is prepared by the Treasurer and the Secretary-General, under the responsibility of the Board of Directors, and adopted or rejected by the Board of Directors and approved by the General Assembly.

16.2 The General Assembly has unlimited authority to approve any revenue or capital expenditure within or outside of the budget as well as multi-year commitments (such as leases, incurrence of debt, hire, purchase...).

16.3 The General Assembly delegates financial authority to the Board of Directors and the Secretary-General according to the following rules:

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

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

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

(a) Any of the following persons can approve expenses below a specific amount proposed by the Board of Directors and reflected in the minutes of the General Assembly meetings where the annual budget or any amendment is approved: the President, each of the Vice-Presidents, the Secretary-General or the Treasurer.

(d) Any two of the following persons can jointly approve expenses from a specific range proposed by the Board of Directors and reflected in the minutes of the General Assembly meetings where the annual budget or any amendment is approved €: the President, each of the Vice-Presidents, the Secretary-General or the Treasurer.

(e) The President can approve expenses below a specific range proposed by the Board of Directors and reflected in the minutes of the General Assembly meetings where the annual budget or any amendment is approved jointly with one of the Vice-Presidents or the Treasurer.

(f) Expenses of a specific range proposed by the Board of Directors and reflected in the minutes of the General Assembly meetings where the annual budget or any amendment is approved and above can only be approved by resolution of the Board of Directors.

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

(a) The Secretary-General approves all staff and Board of Directors' expenses.

(b) The Treasurer approves the Secretary-General's expenses.

(c) The Board of Directors approves the Vice-Presidents' remuneration (if any).

(d) All expenses of Secretary-General, Vice-Presidents and Board of Directors are presented annually to the General Assembly for approval.

SECTION V: CONFIDENTIALITY

17 Protection of information confidential to the Association

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

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

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

17.4 The obligations of confidentiality set out in this Article shall not apply to information that at the time of disclosure was publicly known without unlawful act of the Members, or that was received legitimately in good faith from a third party without obligation of confidentiality.

17.5 These obligations remain for a period of five years after the person concerned ceases to work for or with the Association.

17.6 At the start of each Board Meeting, each meeting of the Vice-Presidents and of each meeting of Sub-Committees, an anti-trust declaration will be confirmed by the attendees at the meeting. The Secretary-General in consultation with the President is responsible for ensuring that this declaration is kept up to date with best practice and is accepted by the Board of Directors as a valid declaration.

17.7 In the event that a breach of confidentiality occurs, the Secretary-General who has become or has been made aware of the breach is responsible for disclosing the breach to the President and Vice-Presidents. The Secretary-General must decide (advised when possible by the President and Vice-Presidents) on any actions to be taken as required by law, by the Articles of Association of the Association or by these Internal Regulations. The Board of Directors should be informed of any breach of confidentiality and decide if action is needed.

SECTION VI: LANGUAGE – ORDER OF PRECEDENCE

18 Language

18.1. The official version of these Internal Regulations is English. In the event that these Internal Regulations need to be drafted in French, under the Belgian Laws, it is in any case understood that the English version in case of discrepancies between the two versions shall prevail.

18.2. In case of conflict or interpretations between any provision of these Internal Regulations and a provision of the Articles of Association, the latter shall prevail.

Notes:

- (1) EU recommendation 2003/361/EC
- (2) Total number of persons employed in Europe (list of countries as per Adra Articles of Association and Internal Regulations)
- (3) Considered start-up if <3 years since founding date. After 3 years they will go to the appropriate category depending on number of employees.
- (4) Adra members are eligible to a Discount if they are members of one/several Founding Organisations. This Discount is (i) computed as 50% of the highest subscription paid to a Founding Organisation, and (ii) can't exceed 50% of the Full Adra subscription.
- (5) Industry labs with dependency to corporations count as Industry and the size of the corporation(s)
- (6) For labs or groups part of larger legal entities the Research/Academia category applies